

**Green Valley Community Public Service District
Sewer Refunding Revenue Bonds, Series 2001 A**

DATE OF CLOSING: September 13, 2001

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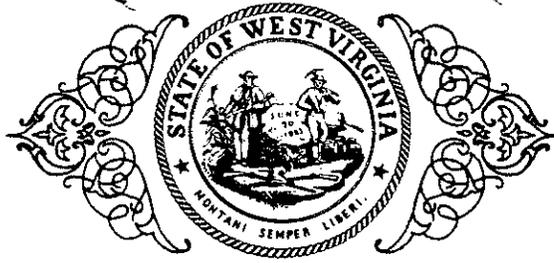
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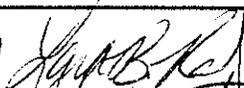
Certificate

*I, Joe Manchin, III, Secretary of State of the
State of West Virginia, hereby certify that*

THIS IS A TRUE COPY OF CHAPTER 16, ARTICLE 13A OF THE WEST VIRGINIA CODE, AND CHAPTER 16, ARTICLE 13A OF THE 2000 CUMULATIVE SUPPLEMENT TO THE WEST VIRGINIA CODE, AS INDICATED BY THE RECORDS OF THIS OFFICE.



*Given under my hand and the
Great Seal of the State of
West Virginia on
September 4, 2001*

By:  Secretary of State
Administrative Assistant

§ 16-13-24

PUBLIC HEALTH

compliance with an order of the director of the division of environmental protection or the environmental quality board, and the rights, powers, and duties of such municipal corporation and the respective officers and departments thereof, including the sanitary board, are governed by the provisions of this article. (1955, c. 135; 1967, c. 105; 1994, c. 61.)

Applied in *City of Morgantown v. Town of Star City*, 156 W. Va. 529, 195 S.E.2d 166 (1973).

§ 16-13-24. Article to be construed liberally.

This article being necessary for the public health, safety and welfare, it shall be liberally construed to effectuate the purpose thereof. (1933, Ex. Sess., c. 25, § 24.)

Quoted in *West Virginia Water Serv. Co. v. Cunningham*, 143 W. Va. 1, 98 S.E.2d 891 (1957).

ARTICLE 13A.

PUBLIC SERVICE DISTRICTS FOR WATER, SEWERAGE AND GAS SERVICES.

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| <p>Sec. 16-13A-1. Legislative findings.</p> <p>16-13A-1a. Jurisdiction of the public service commission.</p> <p>16-13A-1b. County commissions to develop plan to create, consolidate, merge, expand or dissolve public service districts.</p> <p>16-13A-1c. General purpose of districts.</p> <p>16-13A-2. Creation of districts by county commission: enlarging, reducing, merging, or dissolving district; consolidation; agreements, etc.; infringing upon powers of county commission; filing list of members and districts with the secretary of state.</p> <p>16-13A-3. District to be a public corporation and political subdivision; powers thereof; public service boards.</p> <p>16-13A-3a. Removal of members of public service board.</p> <p>16-13A-4. Board chairman; members' compensation; procedure; district name.</p> <p>16-13A-5. General manager of board.</p> <p>16-13A-6. Employees of board.</p> <p>16-13A-7. Acquisition and operation of district properties.</p> <p>16-13A-8. Acquisition and purchase of public service properties; right of emi-</p> | <p>Sec. 16-13A-9. Rules: service rates and charges; discontinuance of service; required water and sewer connections; lien for delinquent fees.</p> <p>16-13A-9a. Limitations with respect to foreclosure.</p> <p>16-13A-10. Budget.</p> <p>16-13A-11. Accounts; audit.</p> <p>16-13A-12. Disbursement of district funds.</p> <p>16-13A-13. Revenue bonds.</p> <p>16-13A-14. Items included in cost of properties.</p> <p>16-13A-15. Bonds may be secured by trust indenture.</p> <p>16-13A-16. Sinking fund for revenue bonds.</p> <p>16-13A-17. Collection, etc., of revenues and enforcement of covenants; default; suit, etc., by bondholder or trustee to compel performance of duties; appointment and powers of receiver.</p> <p>16-13A-18. Operating contracts.</p> <p>16-13A-18a. Sale, lease or rental of water, sewer or gas system by district; distribution of proceeds.</p> <p>16-13A-19. Statutory mortgage lien created; foreclosure thereof.</p> <p>16-13A-20. Refunding revenue bonds.</p> <p>16-13A-21. Complete authority of article; lib-</p> |
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PUBLIC SERVICE DISTRICTS § 16-13A-1

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| <p>Sec. 16-13A-22. Validation of prior acts and proceedings of county courts for creation of districts, inclusion of additional territory, and appointment of members of district boards.</p> | <p>Sec. 16-13A-23. Validation of acts and proceedings of public service boards.</p> <p>16-13A-24. Acceptance of loans, grants or temporary advances.</p> <p>16-13A-25. Borrowing and bond issuance; procedure.</p> |
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Editor's notes. — Acts 1989, 1st Ex. Sess., c. 3, redesignated the board of health and the department of health as the division of health, within the department of health and human resources. See also, Acts 1997, c. 225.

Textbooks. — Instructions for Virginia and West Virginia. Publisher's Editorial Staff (Michie).

Constitutionality. — The act from which this article was derived, authorizing the creation of public service districts by the county courts of this State, defining the powers and duties of the governing boards of such districts in the acquisition, construction, maintenance, operation, improvement and extension of property supplying water and sewerage services, and authorizing the issuance of bonds of such districts payable solely from revenue to be derived from the operation of such properties, does not violate any provision of the Constitution of this State or the Fourteenth Amendment to the Constitution of the United States. State

ex rel. *McMillion v. Stahl*, 141 W. Va. 233, 89 S.E.2d 693 (1955).

Purpose. — The purpose of this article is to provide water and sewerage facilities in unincorporated districts. State ex rel. *McMillion v. Stahl*, 141 W. Va. 233, 89 S.E.2d 693 (1955).

The title to Acts 1953, c. 147, is sufficient to give a fair and reasonable index to all of the purposes of the act. State ex rel. *McMillion v. Stahl*, 141 W. Va. 233, 89 S.E.2d 693 (1955).

Public utilities. — Public service districts are "public utilities" because they are required to pay a special license fee pursuant to § 24-3-6 Op. Atty. Gen. 447 (1963).

Cited in *Berkeley County Pub. Serv. Dist. v. Vitro Corp. of Am.*, 152 W. Va. 252, 162 S.E.2d 189 (1968); *State v. Neary*, 179 W. Va. 115, 365 S.E.2d 395 (1987); *McClung Invs., Inc. v. Green Valley Community Pub. Serv. Dist.*, 485 S.E.2d 434 (W. Va. 1997).

§ 16-13A-1. Legislative findings.

The Legislature of the state of West Virginia hereby determines and finds that the present system of public service districts within the state has provided a valuable service at a reasonable cost to persons who would otherwise have been unable to obtain public utility services. To further this effort, and to ensure that all areas of the state are benefiting from the availability of public service district utility services and to further correct areas with health hazards, the Legislature concludes that it is in the best interest of the public to implement better management of public service district resources by expanding the ability and the authority of the public service commission to assist public service districts by offering advice and assistance in operational, financial and regulatory affairs.

In addition to the expanded powers which shall be given to the public service commission, the Legislature also concludes that it is in the best interest of the public for each county commission to review current technology available and consider consolidating existing public service districts where it is feasible and will not result in the interference with existing bond instruments. Further, if such consolidation is not feasible, the Legislature finds that it is in the best

interest of the public for each county commission to review current technology available and consider consolidating or centralizing the management of public service districts within its county or multi-county area to achieve efficiency of operations. The Legislature also finds that additional guidelines should be imposed on the creation of new public service districts and that county commissions shall dissolve inactive public service districts and that county provided. The Legislature also finds that the public service commission shall promulgate rules and regulations to effectuate the expanded powers given to the commission relating to public service districts. (1953, c. 147; 1980, c. 60; 1986, c. 81.)

Authority of county commissions. — The county courts (now county commissions) may not supersede the authority delegated by them to public service districts created in accordance with the provisions of this article. Op. Att'y Gen., June 27, 1973.

Public service district — Authority. — A public service district, which was created only for purposes of furnishing water services, has no power to condemn real estate for sewerage facilities. Canyon Pub. Serv. Dist. v. Tasa

Coal Co., 156 W. Va. 606, 195 S.E.2d 647 (1973).
Public service district — Purpose. — The purpose for the creation of a public service district may be ascertained by a review of the order establishing the district and the history behind the creation of the district (the notice of hearing and hearings held prior to the creation of the district). Op. Att'y Gen., July 8, 1976.

Cited in State ex rel. APCO v. Gainer. 149 W. Va. 740, 143 S.E.2d 351 (1965); *Shobe v. Latimer*, 162 W. Va. 779, 253 S.E.2d 54 (1979).

§ 16-13A-1a. Jurisdiction of the public service commission.

The jurisdiction of the public service commission relating to public service districts shall be expanded to include the following powers, and such powers shall be in addition to all other powers of the public service commission set forth in this code:

- (a) To study, modify, approve, deny or amend the plans created under section one-b) § 16-13A-1b) of this article for consolidation or merger of public service districts and their facilities, personnel or administration;
- (b) To petition the appropriate circuit court for the removal of a public service district board member or members; and
- (c) To create by general order a separate division within the public service commission to provide assistance to public service districts in technological, operational, financial and regulatory matters. (1986, c. 81.)

Cited in State ex rel. Water Dev. Auth. v. Northern Wayne County Pub. Serv. Dist., 195 W. Va. 135, 464 S.E.2d 777 (1995).

§ 16-13A-1b. County commissions to develop plan to create, consolidate, merge, expand or dissolve public service districts.

Each county commission shall conduct a study of all public service districts which have their principal offices within its county and shall develop a plan relating to the creation, consolidation, merger, expansion or dissolution of such districts or the consolidation or merger of management and administrative

services and personnel and shall present such plan to the public service commission for approval, disapproval, or modification: Provided, That within ninety days of the effective date of this section each county commission in this state shall elect either to perform its own study or request that the public service commission perform such study. Each county commission electing to perform its own study has one year from the date of election to present such plan to the public service commission. For each county wherein the county commission elects not to perform its own study, the public service commission shall conduct a study of such county. The public service commission shall establish a schedule for such studies upon a priority basis, with those counties perceived to have the greatest need of creation or consolidation of public service districts receiving the highest priority. In establishing the priority schedule, and in the performance of each study, the bureau of public health and the division of environmental protection shall offer their assistance and cooperation to the public service commission. Upon completion by the public service commission of each study, it shall be submitted to the appropriate county commission for review and comment. Each county commission has six months in which to review the study conducted by the public service commission, suggest changes or modifications thereof, and present such plan to the public service commission. All county plans, whether conducted by the county commission itself or submitted as a result of a public service commission study, shall, by order, be approved, disapproved or modified by the public service commission in accordance with rules promulgated by the public service commission and such order shall be implemented by the county commission. (1986, c. 81; 1994, c. 61.)

§ 16-13A-1c. General purpose of districts.

Any territory constituting the whole or any part of one or more counties in the state so situated that the construction or acquisition by purchase or otherwise and the maintenance, operation, improvement and extension of, properties supplying water or sewerage services or gas distribution services or all of these within such territory, will be conducive to the preservation of the public health, comfort and convenience of such area, may be constituted a public service district under and in the manner provided by this article. The words "public service properties," when used in this article, shall mean and include any facility used or to be used for or in connection with (1) the diversion, development, pumping, impounding, treatment, storage, distribution or furnishing of water to or for the public for industrial, public, private or other uses (herein sometimes referred to as "water facilities"); (2) the collection, treatment, purification or disposal of liquid or solid wastes, sewage or industrial wastes (herein sometimes referred to as "sewer facilities" or "landfills") or (3) the distribution or the furnishing of natural gas to the public for industrial, public, private or other uses (herein sometimes referred to as "gas utilities or gas system"). (1986, c. 81.)

§ 16-13A-2. Creation of districts by county commission; enlarging, reducing, merging, or dissolving district; consolidation; agreements, etc.; in-fringing upon powers of county commission; filing list of members and districts with the secretary of state.

(a) The county commission of any county may propose the creation, enlargement, reduction, merger, dissolution, or consolidation of a public service district by any of the following methods: (1) on its own motion by order duly adopted, (2) upon the recommendation of the public service commission, or (3) by petition of twenty-five percent of the registered voters who reside within the limits of the proposed public service district within one or more counties. The petition shall contain a description, including metes and bounds, sufficient to identify the territory to be embraced therein and the name of such proposed district. Provided, That after the effective date of this section, no new public service district shall be created, enlarged, reduced, merged, dissolved or consolidated under this section without the written consent and approval of the public service commission, which approval and consent shall be in accordance with rules promulgated by the public service commission and may only be requested after consent is given by the appropriate county commission or commissions pursuant to this section. Any territory may be included regardless of whether or not the territory includes one or more cities, incorporated towns or other municipal corporations which own and operate any public service properties and regardless of whether or not it includes one or more cities, incorporated towns or other municipal corporations being served by privately owned public service properties: Provided, however, That the same territory shall not be included within the boundaries of more than one public service district except where the territory or part thereof is included within the boundaries of a separate public service district organized to supply water, sewerage services or gas facilities not being furnished within such territory or part thereof: Provided further, That no city, incorporated town or other municipal corporation shall be included within the boundaries of the proposed district except upon the adoption of a resolution of the governing body of the city, incorporated town or other municipal corporation consenting.

(b) The petition shall be filed in the office of the clerk of the county commission of the county in which the territory to constitute the proposed district is situated, and if the territory is situated in more than one county, then the petition shall be filed in the office of the clerk of the county commission of the county in which the major portion of the territory extends, and a copy thereof (omitting signatures) shall be filed with each of the clerks of the county commission of the other county or counties into which the territory extends. The clerk of the county commission receiving such petition shall present it to the county commission of the county at the first regular meeting after the filing or at a special meeting called for the consideration thereof.

(c) When the county commission of any county enters an order on its own motion proposing the creation, enlargement, reduction, merger, dissolution or consolidation of a public service district, as aforesaid, or when a petition for the creation is presented, as aforesaid, the county commission shall at the same session fix a date of hearing in the county on the creation, enlargement, reduction, merger, dissolution or consolidation of the proposed public service district, which date so fixed shall be not more than forty days nor less than twenty days from the date of the action. If the territory proposed to be included is situated in more than one county, the county commission, when fixing a date of hearing, shall provide for notifying the county commission and clerk thereof of each of the other counties into which the territory extends of the date so fixed. The clerk of the county commission of each county in which any territory in the proposed public service district is located shall cause notice of the hearing and the time and place thereof, and setting forth a description of all of the territory proposed to be included therein to be given by publication as a Class I legal advertisement in compliance with the provisions of article three § 59-3-1 et seq., chapter fifty-nine of this code, and the publication area for the publication shall be by publication in each city, incorporated town or municipal corporation if available in each county in which any territory in the proposed public service district is located. The publication shall be at least ten days prior to the hearing.

(d) In all cases where proceedings for the creation, enlargement, reduction, merger, dissolution or consolidation of the public service districts are initiated by petition as aforesaid, the person filing the petition shall advance or satisfactorily indemnify the payment of the cost and expenses of publishing the hearing notice, and otherwise the costs and expenses of the notice shall be paid in the first instance by the county commission out of contingent funds or any other funds available or made available for that purpose. In addition to the notice required herein to be published, there shall also be posted in at least five conspicuous places in the proposed public service district, a notice containing the same information as is contained in the published notice. The posted notices shall be posted not less than ten days before the hearing.

(e) All persons residing in or owning or having any interest in property in the proposed public service district shall have an opportunity to be heard for and against its creation, enlargement, reduction, merger, dissolution or consolidation. At the hearing the county commission before which the hearing is conducted shall consider and determine the feasibility of the creation, enlargement, reduction, merger, dissolution or consolidation of the proposed district. If the county commission determines that the construction or acquisition by purchase or otherwise and maintenance, operation, improvement and extension of public service properties by the public service district will be conducive to the preservation of public health, comfort and convenience of such area, the county commission shall by order create, enlarge, reduce, merge, dissolve or consolidate such public service district. If the county commission, after due consideration, determines that the proposed district will not be conducive to the preservation of public health, comfort or convenience of the area or that the creation, enlargement, reduction, merger, dissolution or

consolidation of the proposed district as set forth and described in the petition or order is not feasible, it may refuse to enter an order creating the district or it may enter an order amending the description of the proposed district and create, enlarge, reduce, merge, dissolve or consolidate the district as amended.

(f) If the county commission determines that any other public service district or districts can adequately serve the area of the proposed public service district, whether by enlargement, reduction, merger, dissolution or consolidation, it shall refuse to enter the order, but shall enter an order creating, enlarging, reducing, merging, dissolving or consolidating the area with an existing public service district, in accordance with rules adopted by the public service commission for such purpose: Provided, That no enlargement of a public service district may occur if the present or proposed physical facilities of the public service district are determined by the appropriate county commission or the public service commission to be inadequate to provide such enlarged service. The clerk of the county commission of each county into which any part of such district extends shall retain in his office an authentic copy of the order creating, enlarging, reducing, merging, dissolving or consolidating the district: Provided, however, That within ten days after the entry of an order creating, enlarging, reducing, merging, dissolving or consolidating a district, such order must be filed for review and approval by the public service commission. The public service commission shall provide a hearing in the affected county on the matter and may approve, reject or modify the order of the county commission if it finds it is in the best interests of the public to do so. The public service commission shall adopt rules relating to such filings and the approval, disapproval or modification of county commission orders for creating, enlarging, merging, dissolving or consolidating districts. The provisions of this section shall not apply to the implementation by a county commission of an order issued by the public service commission pursuant to this section and section one-b (§ 16-13A-1b) of this article.

(g) The county commission may, in its discretion it deems it necessary, feasible and proper, enlarge the district to include additional areas, reduce the area of the district, where facilities, equipment, service or materials have not been extended, or dissolve the district if inactive or create or consolidate two or more such districts. If consolidation of districts is not feasible, the county commission may consolidate and centralize management and administration of districts within its county or multi-county area to achieve efficiency of operations: Provided, That where the county commission determines on its own motion by order entered of record, or there is a petition to enlarge the district, merge and consolidate districts, or the management and administration thereof, reduce the area of the district or dissolve the district if inactive, all of the applicable provisions of this article providing for hearing, notice of hearing and approval by the public service commission shall apply. The commission shall at all times attempt to bring about the enlargement or merger of existing public service districts in order to provide increased services and to eliminate the need for creation of new public service districts in those areas which are not currently serviced by a public service district: Provided, however, That where two or more public service districts are consolidated

pursuant to this section, any rate differentials may continue for the period of bonded indebtedness incurred prior to consolidation. The districts may not enter into any agreement, contract or covenant that infringes upon, impairs, abridges or usurps the duties, rights or powers of the county commission, as set forth in this article, or conflicts with any provision of this article.

(h) A list of all districts and their current board members shall be filed by the county commission with the secretary of state and the public service commission by the first day of July of each year. (1953, c. 147; 1965, c. 134; 1967, c. 105; 1975, c. 140; 1980, c. 60; 1981, c. 124; 1986, c. 81; 1995, c. 125.)

Editor's notes. — Concerning the reference in (a) to "the effective date of this section," this language was added by Acts 1986, c. 81, which passed March 8, 1986, and became effective ninety days from passage.

Textbooks. — Instructions for Virginia and West Virginia. Publisher's Editorial Staff (Michie).

Constitutionality. — There is no unlawful delegation of legislative power to the county courts (now county commissions) of this State under this section in violation of W. Va. Const., art. V, § 1, and art. VI, § 1. State ex rel. McMilton v. Stahl, 141 W. Va. 233, 89 S.E.2d 693 (1955).

There is no unconstitutional delegation of judicial functions to the county court (now county commission) made by this section. State ex rel. McMilton v. Stahl, 141 W. Va. 233, 89 S.E.2d 693 (1955).

Authority of commission and voters. — (1) Only the county commission has the affirmative authority to create, enlarge or reduce a public service district; (2) in the absence of any action by a county commission, the requisite number of qualified voters in the affected geographic area may petition a county commission to create, enlarge or reduce a public service district, and, that upon the filing of such petition, a hearing shall be held thereon; (3) the county commission may, in its discretion, refuse to act in an affirmative manner upon such formal petition for creation, enlargement or reduction of such public service district, which action is not subject to protest or public referendum; (4) the county commission may, on its own motion or on the basis of such proper petition, enter an order creating, enlarging or reducing a public service district, which such action and order are subject to a hearing requiring proper notice, and a formal protest and public referendum depending upon the number of qualified voters who protest such action. Op. Atty Gen., Nov. 13, 1975.

Authority of court. — A county court (now county commission) has authority to add sewerage services to the facilities of a public service district which was created for the purpose of furnishing water services, under appropriate

proceedings. Canyon Pub. Serv. Dist. v. Tasa Coal Co., 156 W. Va. 606, 195 S.E.2d 647 (1973).

Compliance. — The provisions of this section relating to the filing of the petition or motion of the county court (now county commission), the description of the territory to be embraced and like provisions are mandatory, but the use of the word "shall" in relation to the requirements for the posting and publication of notice and the time of setting the hearing are directory and require only substantial compliance. Canyon Pub. Serv. Dist. v. Tasa Coal Co., 156 W. Va. 606, 195 S.E.2d 647 (1973).

Merger or consolidation of districts. — This section authorizes either merger or consolidation of public service districts. Op. Atty Gen., June 12, 1985, No. 9.

A merger or consolidation results in one corporation which, in the case of merger, will be the corporation designated by the commissioners as the surviving corporation, and with respect to a consolidation, will be a new corporate entity. Op. Atty Gen., June 12, 1985, No. 9.

Overlapping districts. — Where there is no bond indebtedness outstanding to be paid by a public service district, the county commission creating a public service district may undertake to enlarge or reduce the areas of various overlapping districts or may even consolidate the overlapping districts into one district. Op. Atty Gen., July 8, 1976.

Public corporation. — A public service district is a public corporation and does not come within the constitutional inhibition requiring all corporations to be created by general law. State ex rel. McMillion v. Stahl, 141 W. Va. 233, 89 S.E.2d 693 (1955).

Referendum. — There is no authority for voters, by written protest or otherwise, to force a referendum upon the issue of whether or not a created public service district should be continued or abolished. 52 Op. Atty Gen. 33 (1966).

"Shall apply with like effect," etc. — Because a protest against creation triggers a referendum, the language "shall apply with like effect as if a district were being created" can mean only that a protest against enlargement or reduction likewise triggers a referendum. Op. Atty Gen., Nov. 13, 1975.

Cited in State v. Neary. 179 W. Va. 115. 365 S.E.2d 395 (1987).

§ 16-13A-3. District to be a public corporation and political subdivision; powers thereof; public service boards.

From and after the date of the adoption of the order creating any public service district, it is a public corporation and political subdivision of the state, but without any power to levy or collect ad valorem taxes. Each district may acquire, own and hold property, both real and personal, in its corporate name, and may sue, may be sued, may adopt an official seal and may enter into contracts necessary or incidental to its purposes, including contracts with any city, incorporated town or other municipal corporation located within or without its boundaries for furnishing wholesale supply of water for the distribution system of the city, town or other municipal corporation, and contract for the operation, maintenance, servicing, repair and extension of any properties owned by it or for the operation and improvement or extension by the district of all or any part of the existing municipally owned public service properties of any city, incorporated town or other municipal corporation included within the district: Provided, That no contract shall extend beyond a maximum of forty years, but provisions may be included therein for a renewal or successive renewals thereof and shall conform to and comply with the rights of the holders of any outstanding bonds issued by the municipalities for the public service properties.

The powers of each public service district shall be vested in and exercised by a public service board consisting of not less than three members, who shall be persons residing within the district, who possess certain educational, business or work experience which will be conducive to operating a public service district. Each board member shall, within six months of taking office, successfully complete the training program to be established and administered by the public service commission in conjunction with the division of environmental protection and the bureau of public health. Board members shall not be or become pecuniarily interested, directly or indirectly, in the proceeds of any contract or service, or in furnishing any supplies or materials to the district nor shall a former board member be hired by the district in any capacity within a minimum of twelve months after board member's term has expired or such board member has resigned from the district board. The members shall be appointed in the following manner:

Each city, incorporated town or other municipal corporation having a population of more than three thousand but less than eighteen thousand is entitled to appoint one member of the board, and each city, incorporated town or other municipal corporation having a population in excess of eighteen thousand shall be entitled to appoint one additional member of the board for each additional eighteen thousand population. The members of the board representing such cities, incorporated towns or other municipal corporations shall be residents thereof and shall be appointed by a resolution of the governing bodies thereof and upon the filing of a certified copy or copies of the

resolution or resolutions in the office of the clerk of the county commission which entered the order creating the district, the persons so appointed become members of the board without any further act or proceedings. If the number of members of the board so appointed by the governing bodies of cities, incorporated towns or other municipal corporations included in the district equals or exceeds three, then no further members shall be appointed to the board and the members so appointed are the board of the district except in cases of merger or consolidation where the number of board members may equal five.

If no city, incorporated town or other municipal corporation having a population of more than three thousand is included within the district, then the county commission which entered the order creating the district shall appoint three members of the board, who are persons residing within the district and residing within the state of West Virginia, which three members become members of the board of the district without any further act or proceedings except in cases of merger or consolidation where the number of board members may equal five.

If the number of members of the board appointed by the governing bodies of cities, incorporated towns or other municipal corporations included within the district is less than three, then the county commission which entered the order creating the district shall appoint such additional member or members of the board, who are persons residing within the district, as is necessary to make the number of members of the board equal three except in cases of merger or consolidation where the number of board members may equal five, and the member or members appointed by the governing bodies of the cities, incorporated towns or other municipal corporations included within the district and the additional member or members appointed by the county commission as aforesaid, are the board of the district. A person may serve as a member of the board in one or more public service districts.

The population of any city, incorporated town or other municipal corporation, for the purpose of determining the number of members of the board, if any, to be appointed by the governing body or bodies thereof, is the population stated for such city, incorporated town or other municipal corporation in the last official federal census.

Notwithstanding any provision of this code to the contrary, whenever a district is consolidated or merged pursuant to section two [§ 16-13A-2] of this article, the terms of office of the existing board members shall end on the effective date of the merger or consolidation. The county commission shall appoint a new board according to rules promulgated by the public service commission. Whenever districts are consolidated or merged no provision of this code prohibits the expansion of membership on the new board to five.

The respective terms of office of the members of the first board shall be fixed by the county commission and shall be as equally divided as may be, that is approximately one third of the members for a term of two years, a like number for a term of four years, the term of the remaining member or members for six years, from the first day of the month during which the appointments are made. The first members of the board appointed as aforesaid shall meet at the office of the clerk of the county commission which entered the order creating

the district as soon as practicable after the appointments and shall qualify by taking an oath of office: Provided, That any member or members of the board may be removed from their respective office as provided in section three-a [§ 16-13A-3a] of this article.

Any vacancy shall be filled for the unexpired term within thirty days, otherwise successor members of the board shall be appointed for terms of six years and the terms of office shall continue until successors have been appointed and qualified. All successor members shall be appointed in the same manner as the member succeeded was appointed. The district shall provide to the public service commission, within thirty days of the appointment, the following information: The new board member's name, home address, home and office phone numbers, date of appointment, length of term, who the new member replaces and if the new appointee has previously served on the board. The public service commission shall notify each new board member of the legal obligation to attend training as prescribed in this section.

The board shall organize within thirty days following the first appointments and annually thereafter at its first meeting after the first day of January of each year by selecting one of its members to serve as chair and by appointing a secretary and a treasurer who need not be members of the board. The secretary shall keep a record of all proceedings of the board which shall be available for inspection as other public records. Duplicate records shall be filed with the county commission and shall include the minutes of all board meetings. The treasurer is lawful custodian of all funds of the public service district and shall pay same out on orders authorized or approved by the board. The secretary and treasurer shall perform other duties appertaining to the affairs of the district and shall receive salaries as shall be prescribed by the board. The treasurer shall furnish bond in an amount to be fixed by the board for the use and benefit of the district.

The members of the board, and the chair, secretary and treasurer thereof, shall make available to the county commission, at all times, all of its books and records pertaining to the district's operation, finances and affairs, for inspection and audit. The board shall meet at least monthly. (1953, c. 147; 1965, c. 134; 1971, c. 72; 1981, c. 124; 1983, c. 166; 1986, c. 81; 1994, c. 61; 1997, c. 159.)

Effect of amendment of 1997. — The amendment in the third and fourth paragraphs, added "except in cases of merger or consolidation where the number of board members may equal five" at the end; in the fourth paragraph, inserted "and residing within the state of West Virginia" following "who are persons residing within the district"; in the fifth paragraph, inserted "except in the cases of merger or consolidation where the number of board members may equal five" in the middle of the paragraph; in the seventh paragraph, added the third sentence; in the ninth paragraph, added the third and fourth sentences; and made stylistic changes.

Textbooks. — Instructions for Virginia and West Virginia. Publisher's Editorial Staff (Michie).

W. Va. Law Review. — Fisher, "The Scope of Title Examination in West Virginia: Can Reasonable Minds Differ?" 98 W. Va. L. Rev. 449 (1996).

Authority of districts. — Public service districts are agents of the county commission by which they were created, having no authority other than that expressly set out in this article. Op. Atty Gen., July 8, 1976.

Compensation for additional duties. — Board members of a public service district could not be compensated for performing the duties of treasurer and/or secretary, or for reading meters for the public service district. Op. Atty Gen., July 14, 1988, No. 2.

Exemptions. — Public service districts of West Virginia are political subdivisions of the State, and as such, they are specifically, by

express statute, exempted from the duty of paying registration fees provided by § 17A-10-8), the privilege tax (imposed by § 17A-3-4), and the certificate of title charge (required by § 17A-3-4). 49 Op. Atty Gen. 131 (1961).

Furnishing water to another state. — A Cited in *State v. Neary*, 179 W. Va. 115, 365 S.E.2d 395 (1987).

§ 16-13A-3a. Removal of members of public service board.

The county commission or the public service commission or any other appointive body creating or establishing a public service district under the provisions of this article, or any group of five percent or more of the customers of a public service district, may petition the circuit court of the county in which the district maintains its principal office for the removal of any member of the governing board thereof for consistent violations of any provisions of this article, for reasonable cause which includes, but is not limited to, a continued failure to attend meetings of the board, failure to diligently pursue the objectives for which the district was created, or failure to perform any other duty either prescribed by law or required by a final order of the public service commission or for any malfeasance in public office. Any board member charged with a violation under this section who offers a successful defense against such charges shall be reimbursed for the reasonable costs of such defense from district revenues. Such costs shall be considered as costs associated with rate determination by the public service district and the public service commission. If the circuit court judge hearing the petition for removal finds that the charges are frivolous in nature, the judge may assess all or part of the court costs, plus the reasonable costs associated with the board member's defense, against the party or parties who petitioned the court for the board member's removal. (1963, c. 75; 1971, c. 72; 1981, c. 124; 1986, c. 81.)

Textbooks. — Instructions for Virginia and West Virginia. Publisher's Editorial Staff (Michie). S.E.2d 395 (1987).

§ 16-13A-4. Board chairman; members' compensation; procedure; district name.

The chairman shall preside at all meetings of the board and may vote as any other members of the board but if he should be absent from any meeting, the remaining members may select a temporary chairman and if the member selected as chairman resigns as such or ceases for any reason to be a member of the board, the board shall select one of its members as chairman to serve until the next annual organization meeting. Salaries of each of its board members shall be as follows: For districts with fewer than six hundred customers, each board member may receive seventy-five dollars per attendance at regular monthly meetings and fifty dollars per attendance at additional special meetings, total salary not to exceed fifteen hundred dollars per annum; for districts with six hundred customers or more but fewer than two thousand customers, each board member may receive one hundred dollars per attendance at regular monthly meetings and seventy-five dollars per

attendance at additional special meetings, total salary not to exceed two thousand five hundred fifty dollars per annum; for districts with two thousand customers or more, each board member may receive one hundred twenty-five dollars per attendance at regular monthly meetings and seventy-five dollars per attendance at additional special meetings, total salary not to exceed three thousand seven hundred fifty dollars per annum; and for districts with four thousand or more customers, each board member may receive one hundred fifty dollars per attendance at regular monthly meetings and one hundred dollars per attendance at additional special meetings, total salary not to exceed five thousand four hundred dollars per annum. The public service district shall certify the number of customers served to the public service commission beginning on the first day of July, one thousand nine hundred eighty-six, and continue each fiscal year thereafter. Board members may be reimbursed for all reasonable and necessary expenses actually incurred in the performance of their duties as provided for by the rules of the board. The board shall by resolution determine its own rules of procedure, fix the time and place of its meetings and the manner in which special meetings may be called. Public notice of meetings shall be given in accordance with section three (§ 6-9A-3), article nine-a, chapter six of this code. Emergency meetings may be called as provided by said section. A majority of the members constituting the board also constitute a quorum to do business. The members of the board are not personally liable or responsible for any obligations of the district or the board but are answerable only for willful misconduct in the performance of their duties. At any time prior to the issuance of bonds as hereinafter provided, the board may by resolution change the official or corporate name of the public service district and such change shall be effective from and after filing an authenticated copy of such resolution with the clerk of the county commission of each county in which the territory embraced within such district or any part thereof is located and with the public service commission. The official name of any district created under the provisions of this article may contain the name or names of any city, incorporated town or other municipal corporation included therein or the name of any county or counties in which it is located. (1953, c. 147; 1981, c. 124; 1986, c. 81; 1997, c. 159.)

Effect of amendment of 1997. - The amendment rewrote the second sentence in the fourth sentence, deleted "and regulations" following "as provided for by the rules" in the seventh sentence, substituted "as provided by said section" for "as provided by section three, article nine-a, chapter six of this code", added "and with the public service commission" at the end of the tenth sentence, and made stylistic changes.

Compensation for performing additional duties. - Board members of a public service district could not be compensated for performing the duties of treasurer and/or secretary, or for reading meters for the public service district. Op. Atty Gen., July 14, 1988, No. 2.

§ 16-13A-5. General manager of board.

The board may employ a general manager to serve a term of not more than five years and until his successor is employed, and his compensation shall be fixed by resolution of the board. Such general manager shall devote all or the

required portion of his time to the affairs of the district and may employ, discharge and fix the compensation of all employees of the district, except as in this article otherwise provided, and he shall perform and exercise such other powers and duties as may be conferred upon him by the board.

Such general manager shall be chosen without regard to his political affiliations and upon the sole basis of his administrative and technical qualifications to manage public service properties and affairs of the district and he may be discharged only upon the affirmative vote of two thirds of the board. Such general manager need not be a resident of the district at the time he is chosen. Such general manager may not be a member of the board but shall be an employee of the board.

The board of any public service district which purchases water or sewer service from a municipal water or sewer system or another public service district may, as an alternative to hiring its own general manager, elect to permit the general manager of the municipal water or sewer system or public service district from which such water or sewer service is purchased provide professional management to the district, if the appropriate municipality or public service board agrees to provide such assistance. The general manager shall receive reasonable compensation for such service. (1953, c. 147; 1981, c. 124; 1986, c. 81.)

§ 16-13A-6. Employees of board.

The board may in its discretion from time to time by resolution passed by a majority vote provide for the employment of an attorney, fiscal agent, one or more engineers and such other employees as the board may determine necessary and expedient. The board shall in and by such resolution fix the term of employment and compensation and prescribe the duties to be performed by such employees. (1953, c. 147; 1981, c. 124.)

§ 16-13A-7. Acquisition and operation of district properties.

The board of such districts shall have the supervision and control of all public service properties acquired or constructed by the district, and shall have the power, and it shall be its duty, to maintain, operate, extend and improve the same. All contracts involving the expenditure by the district of more than fifteen thousand dollars for construction work or for the purchase of equipment and improvements, extensions or replacements, shall be entered into only after notice inviting bids shall have been published as a Class I legal advertisement in compliance with the provision of article three (§ 59-3-1 et seq.), chapter fifty-nine of this code, and the publication area for such publication shall be as specified in section two (§ 16-13A-2) of this article in the county or counties in which the district is located. The publication shall not be less than ten days prior to the making of any such contract. To the extent allowed by law, in-state contractors shall be given first priority in awarding public service district contracts. It shall be the duty of the board to ensure that local in-state labor

shall be utilized to the greatest extent possible when hiring laborers for public service district construction or maintenance repair jobs. It shall further be the duty of the board to encourage contractors to use American made products in their construction to the extent possible. Any obligations incurred of any kind or character shall not in any event constitute or be deemed an indebtedness within the meaning of any of the provisions or limitations of the constitution, but all such obligations shall be payable solely and only out of revenues derived from the operation of the public service properties of the district or from proceeds of bonds issued as hereinafter provided. No continuing contract for the purchase of materials or supplies or for furnishing the district with electrical energy or power shall be entered into for a longer period than fifteen years. (1953, c. 147; 1967, c. 105; 1981, c. 124; 1982, c. 24; 1986, c. 81; 1997, c. 159.)

Effect of amendment of 1997. — The "more than five thousand dollars"; and in the amendment, in the second sentence, substituted "more than fifteen thousand dollars" for sixth sentence, made a stylistic change.

§ 16-13A-8. Acquisition and purchase of public service properties; right of eminent domain; extraterritorial powers.

The board may acquire any publicly or privately owned public service properties located within the boundaries of the district regardless of whether or not all or any part of such properties are located within the corporate limits of any city, incorporated town or other municipal corporation included within the district and may purchase and acquire all rights and franchises and any and all property within or outside the district necessary or incidental to the purpose of the district.

The board may construct any public service properties within or outside the district necessary or incidental to its purposes and each such district may acquire, construct, maintain and operate any such public service properties within the corporate limits of any city, incorporated town or other municipal corporation included within the district or in any unincorporated territory within ten miles of the territorial boundaries of the district: Provided, That if any incorporated city, town or other municipal corporation included within the district owns and operates either water facilities, sewer facilities or gas facilities or all of these, then the district may not acquire, construct, establish, improve or extend any public service properties of the same kind within such city, incorporated towns or other municipal corporations or the adjacent unincorporated territory served by such cities, incorporated towns or other municipal corporations, except upon the approval of the public service commission, the consent of such cities, incorporated towns or other municipal corporations and in conformity and compliance with the rights of the holders of any revenue bonds or obligations theretofore issued by such cities, incorporated towns or other municipal corporations then outstanding and in accordance with the ordinance, resolution or other proceedings which authorize the issuance of such revenue bonds or obligations.

Whenever such district has constructed, acquired or established water facilities, sewer facilities or gas facilities for water, sewer or gas services within any city, incorporated town or other municipal corporation included within a district, then such city, incorporated town or other municipal corporation may not thereafter construct, acquire or establish any facilities of the same kind within such city, incorporated town or other municipal corporation without the consent of such district.

For the purpose of acquiring any public service properties or lands, rights or easements deemed necessary or incidental for the purposes of the district, each such district has the right of eminent domain to the same extent and to be exercised in the same manner as now or hereafter provided by law for such right of eminent domain by cities, incorporated towns and other municipal corporations: Provided, That such board may not acquire all or any substantial part of a privately owned waterworks system unless and until authorized so to do by the public service commission of West Virginia, and that this section shall not be construed to authorize any district to acquire through condemnation proceedings, either in whole or substantial part an existing privately owned waterworks plant or system or gas facilities located in or furnishing water or gas service within such district or extensions made or to be made by it in territory contiguous to such existing plant or system, nor may any such board construct or extend its public service properties to supply its services into areas served by or in competition with existing waterworks or gas facilities or extensions made or to be made in territory contiguous to such existing plant or system by the owner thereof. (1953, c. 147; 1980, c. 60; 1981, c. 124.)

Eminent domain. — The grant of power of eminent domain to public service districts by this section is valid. *State ex rel. McMillion v. Stahl*, 141 W. Va. 233, 89 S.E.2d 693 (1955).

If a facility creates a nuisance this harm is simply an element of just compensation in an eminent domain proceeding. *Sexton v. Public Serv. Comm'n*, 188 W. Va. 305, 423 S.E.2d 914 (1992).

Public service commission, in the absence of specific statutory authority, is not empowered

to determine whether particular property interests acquired or to be acquired by a utility are compensable in an eminent domain action, or to render any type of monetary judgment for such property interests. Affixing the value of the property taken is the function of the trier of fact in an eminent domain proceeding. *Sexton v. Public Serv. Comm'n*, 188 W. Va. 305, 423 S.E.2d 914 (1992).

Cited in 45 Op. Att'y Gen. 506 (1953).

§ 16-13A-9. Rules; service rates and charges; discontinuance of service; required water and sewer connections; lien for delinquent fees.

The board may make, enact and enforce all needful rules and regulations in connection with the acquisition, construction, improvement, extension, management, maintenance, operation, care, protection and the use of any public service properties owned or controlled by the district, and the board shall establish rates and charges for the services and facilities it furnishes, which shall be sufficient at all times, notwithstanding the provisions of any other law or laws, to pay the cost of maintenance, operation and depreciation of such public service properties and principal of and interest on all bonds issued,

other obligations incurred under the provisions of this article and all reserve or other payments provided for in the proceedings which authorized the issuance of any bonds hereunder. The schedule of such rates and charges may be based upon either (a) the consumption of water or gas on premises connected with such facilities, taking into consideration domestic, commercial, industrial and public use of water and gas; or (b) the number and kind of fixtures connected with such facilities located on the various premises; or (c) the number of persons served by such facilities; or (d) any combination thereof; or (e) may be determined on any other basis or classification which the board may determine to be fair and reasonable, taking into consideration the location of the premises served and the nature and extent of the services and facilities furnished. Where water, sewer and gas services are all furnished to any premises, the schedule of charges may be billed as a single amount for the aggregate thereof. The board shall require all users of services and facilities furnished by the district to designate on every application for service whether the applicant is a tenant or an owner of the premises to be served. If the applicant is a tenant, he or she shall state the name and address of the owner or owners of the premises to be served by the district. All new applicants for service shall deposit a minimum of fifty dollars with the district to secure the payment of service rates and charges in the event they become delinquent as provided in this section. In any case where a deposit is forfeited to pay service rates and charges which were delinquent at the time of disconnection or termination of service, no reconnection or reinstatement of service may be made by the district until another minimum deposit of fifty dollars has been remitted to the district. Whenever any rates, rentals or charges for services or facilities furnished remain unpaid for a period of thirty days after the same become due and payable, the property and the owner thereof, as well as the user of the services and facilities provided are delinquent and the owner, user and property are liable at law until such time as all such rates and charges are fully paid: Provided, That the property owner shall be given notice of any said delinquency by certified mail, return receipt requested. The board may, under reasonable rules promulgated by the public service commission, shut off and discontinue water or gas services to all delinquent users of either water or gas facilities, or both: Provided, however, That upon written request of the owner or owners of the premises, the board shall shut off and discontinue water and gas services where any rates, rentals, or charges for services or facilities remain unpaid by the user of the premises for a period of sixty days after the same become due and payable.

In the event that any publicly or privately owned utility, city, incorporated town, other municipal corporation or other public service district included within the district owns and operates separately either water facilities or sewer facilities, and the district owns and operates the other kind of facilities, either water or sewer, as the case may be, then the district and such publicly or privately owned utility, city, incorporated town or other municipal corporation or other public service district shall covenant and contract with each other to shut off and discontinue the supplying of water service for the nonpayment of sewer service fees and charges: Provided, That any contracts entered into by

a public service district pursuant to this section shall be submitted to the public service commission for approval. Any public service district providing water and sewer service to its customers has the right to terminate water service for delinquency in payment of either water or sewer bills. Where one public service district is providing sewer service and another public service district or a municipality included within the boundaries of the sewer district is providing water service, and the district providing sewer service experiences a delinquency in payment, the district of the municipality included within the boundaries of the sewer district that is providing water service, upon the request of the district providing sewer service to the delinquent account, shall terminate its water service to the customer having the delinquent sewer account: Provided, however, That any termination of water service must comply with all rules and orders of the public service commission.

Any district furnishing sewer facilities within the district may require, or may by petition to the circuit court of the county in which the property is located, compel or may require the bureau of public health to the property is owners, tenants or occupants of any houses, dwellings and buildings located near any such sewer facilities, where sewage will flow by gravity or be transported by such other methods approved by the bureau of public health including, but not limited to, vacuum and pressure systems, approved under the provisions of section nine § 16-1-9j, article one, chapter sixteen of this code, from such houses, dwellings or buildings into such sewer facilities, to connect with and use such sewer facilities, and to cease the use of all other means for the collection, treatment and disposal of sewage and waste matters from such houses, dwellings and buildings where there is such gravity flow or transportation by such other methods approved by the bureau of public health including, but not limited to, vacuum and pressure systems, approved under the provisions of section nine, article one, chapter sixteen of this code, and such houses, dwellings and buildings can be adequately served by the sewer facilities of the district, and it is hereby found, determined and declared that the mandatory use of such sewer facilities provided for in this paragraph is necessary and essential for the health and welfare of the inhabitants and residents of such districts and of the state: Provided, That if the public service district determines that the property owner must connect with the sewer facilities even when sewage from such dwellings may not flow to the main line by gravity and the property owner must incur costs for any changes in the existing dwellings' exterior plumbing in order to connect to the main sewer line, the public service district board shall authorize the district to pay all reasonable costs for such changes in the exterior plumbing, including, but not limited to, installation, operation, maintenance and purchase of a pump, or any other method approved by the bureau of public health; maintenance and operation costs for such extra installation should be reflected in the users charge for approval of the public service commission. The circuit court shall adjudicate the merits of such petition by summary hearing to be held not later than thirty days after service of petition to the appropriate owners, tenants or occupants.

Whenever any district has made available sewer facilities to any owner, tenant or occupant of any house, dwelling or building located near such sewer

facility, and the engineer for the district has certified that such sewer facilities are available to and are adequate to serve such owner, tenant or occupant, and sewage will flow by gravity or be transported by such other methods approved by the bureau of public health from such house, dwelling or building into such sewer facilities, the district may charge, and such owner, tenant or occupant shall pay the rates and charges for services established under this article only after thirty-day notice of the availability of the facilities has been received by the owner.

All delinquent fees, rates and charges of the district for either water facilities, sewer facilities or gas facilities are liens on the premises served of equal dignity, rank and priority with the lien on such premises of state, county, school and municipal taxes. In addition to the other remedies provided in this section, public service districts are hereby granted a deferral of filing fees or other fees and costs incidental to the bringing and maintenance of an action in magistrate court for the collection of delinquent water, sewer or gas bills. If the district collects the delinquent account, plus reasonable costs, from its customer or other responsible party, the district shall pay to the magistrate the normal filing fee and reasonable costs which were previously deferred. In addition, each public service district may exchange with other public service districts a list of delinquent accounts.

Anything in this section to the contrary notwithstanding, any establishment, as defined in section three [§ 22-11-3], article eleven, chapter twenty-two, now or hereafter operating its own sewage disposal system pursuant to a permit issued by the division of environmental protection, as prescribed by section eleven [§ 22-11-1], article eleven, chapter twenty-two of this code, is exempt from the provisions of this section. (1953, c. 147; 1965, c. 134; 1980, c. 60; 1981, c. 124; 1986, c. 81; 1989, c. 174; 1994, c. 61.)

W. Va. Law Review. — Fisher. "The Scope of Title Examination in West Virginia: Can Reasonable Minds Differ?," 98 W. Va. L. Rev. 449 (1996).

Abandonment of private systems. — Where a public service district requires a property owner, tenant, or occupant to connect onto its sewer system and to abandon a private sewer system located on the property, such person cannot recover from the public service district the value of the private system on the ground that such abandonment constitutes a taking of private property without just compensation within the meaning of W. Va. Const., art. III, § 9. *Kingmill Valley Pub. Serv. Dist. v. Riverview Estates Mobile Home Park*, 182 W. Va. 116, 386 S.E.2d 483 (1989).

Buffer-zone requirements. — Public Service Commission did not err in finding that the proposed sewage lagoons site satisfied the buffer-zone requirements. *Sexton v. Public Serv. Comm'n*, 188 W. Va. 305, 423 S.E.2d 914 (1992).

Duty to pay. — Owners, tenants, or occupants have a duty under this section to pay rates and charges for the district sewer facilities.

side the boundaries of the districts, but within the 10-mile limit, to hook onto the district's sewer facilities. *Op. Atty Gen.*, July 8, 1976.

Quoted in State ex rel. Water Dev. Auth. v. Northern Wayne County Pub. Serv. Dist., 195 W. Va. 135, 464 S.E.2d 777 (1995).

§ 16-13A-9a. Limitations with respect to foreclosure.

No public service district shall foreclose upon the premises served by such district for delinquent fees, rates or charges for which a lien is authorized by sections nine or nineteen [§§ 16-13A-9 or 16-13A-19] of this article except through the bringing and maintenance of a civil action for such purpose brought in the circuit court of the county wherein the district lies. In every such action, the court shall be required to make a finding based upon the evidence and facts presented that the district prior to the bringing of such action had exhausted all other remedies for the collection of debts with respect to such delinquencies. In no event shall foreclosure procedures be instituted by any such district or on its behalf unless such delinquency had been in existence or continued for a period of two years from the date of the first such delinquency for which foreclosure is being sought. (1982, c. 74.)

§ 16-13A-10. Budget.

The board shall establish the beginning and ending of its fiscal year, which period shall constitute its budget year, and at least thirty days prior to the beginning of the first full fiscal year after the creation of the district and annually thereafter the general manager shall prepare and submit to the board a tentative budget which shall include all operation and maintenance expenses, payments to a capital replacement account and bond payment schedules for the ensuing fiscal year. Such tentative budget shall be considered by the board, and, subject to any revisions or amendments that may be determined by the board, shall be adopted as the budget for the ensuing fiscal year. Upon adoption of the budget, a copy of the budget shall be forwarded to the county commission. No expenditures for operation and maintenance expenses in excess of the budget shall be made during such fiscal year unless unanimously authorized and directed by the board. (1953, c. 147; 1981, c. 124.)

Textbooks. — Instructions for Virginia and West Virginia. Publisher's Editorial Staff (Michie).

§ 16-13A-11. Accounts; audit.

The general manager, under direction of the board, shall install and maintain a proper system of accounts, in accordance with all rules, regulations or orders pertaining thereto by the public service commission, showing receipts from operation and application of the same, and the board shall at least once a year cause such accounts to be properly audited. Provided, That such audit may be any audit by an independent public accountant completed within one year of the time required for the submission of the report. Provided, however, That if the district is required to have its books, records and accounts audited

annually by an independent certified public accountant as a result of any covenant in any board resolution or bond instrument, a copy of such audit may be submitted in satisfaction of the requirements of this section, and is hereby found, declared and determined to be sufficient to satisfy the requirements of article nine (§ 6-9-1 et seq.), chapter six of this code pertaining to the annual audit report by the state tax commission. A copy of the audit shall be forwarded within thirty days of submission to the county commission and to the public service commission.

The treasurer of each public service district shall keep and preserve all financial records of the public service district for ten years, and shall at all times have such records readily available for public inspection. At the end of his term of office, the treasurer of each public service district shall promptly deliver all financial records of the public service district to his successor in office. Any treasurer of a public service district who knowingly or willfully violates any provision of this section is guilty of a misdemeanor, and shall be fined not less than one hundred dollars nor more than five hundred dollars or imprisoned in the county jail not more than ten days, or both. (1953, c. 147; 1981, c. 124; 1986, c. 81.)

Textbooks. — Instructions for Virginia and West Virginia. Publishers' Editorial Staff (Michie).

§ 16-13A-12. Disbursement of district funds.

No money may be paid out by a district except upon an order signed by the chairman and secretary of such board, or such other person or persons authorized by the chairman or secretary, as the case may be, to sign such orders on their behalf. Each order for the payment of money shall specify the purposes for which the amount thereof is to be paid, with sufficient clearness to indicate the purpose for which the order is issued, and there shall be endorsed thereon the name of the particular fund out of which it is payable and it shall be payable from the fund constituted for such purpose, and no other. All such orders shall be reflected in the minutes of the next meeting of the board. (1953, c. 147; 1981, c. 124.)

§ 16-13A-13. Revenue bonds.

For constructing or acquiring any public service properties for the authorized purposes of the district, or necessary or incidental thereto, and for constructing improvements and extensions thereto, and also for reimbursing or paying the costs and expenses of creating the district, the board of any such district is hereby authorized to borrow money from time to time and in evidence thereof issue the bonds of such district, payable solely from the revenues derived from the operation of the public service properties under control of the district. Such bonds may be issued in one or more series, may bear such date or dates, may mature at such time or times not exceeding forty years from their respective dates, may bear interest at such rate or rates not exceeding eighteen percent per annum payable at such times, may be in such

form, may carry such registration privileges, may be executed in such manner, may be payable at such place or places, may be subject to such terms of redemption with or without premium, may be declared or become due before maturity date thereof, may be authenticated in any manner, and upon compliance with such conditions, and may contain such terms and covenants as may be provided by resolution or resolutions of the board. Notwithstanding the form or tenor thereof, and in the absence of any express recital on the face thereof, that the bond is nonnegotiable, all such bonds shall be, and shall be treated as, negotiable instruments for all purposes. Bonds bearing the signatures of officers in office on the date of the signing thereof shall be valid and binding for all purposes notwithstanding that before the delivery thereof any or all of the persons whose signatures appear thereon shall have ceased to be such officers. Notwithstanding the requirements or provisions of any other law, any such bonds may be negotiated or sold in such manner and at such time or times as is found by the board to be most advantageous, and all such bonds may be sold at such price that the interest cost of the proceeds therefrom does not exceed nineteen percent per annum, based on the average maturity of such bonds and computed according to standard tables of bond values. Any resolution or resolutions providing for the issuance of such bonds may contain such covenants and restrictions upon the issuance of additional bonds thereafter as may be deemed necessary or advisable for the assurance of the payment of the bonds thereby authorized. (1953, c. 147; 1970, cc. 11, 12; 1970, 1st Ex. Sess., c. 2; 1980, c. 33; 1981, 1st Ex. Sess., c. 2; 1989, c. 174.)

Cross references. — Procedure for borrowing and issuing bonds. § 16-13A-25.

§ 16-13A-14. Items included in cost of properties.

The cost of any public service properties acquired under the provisions of this article shall be deemed to include the cost of the acquisition or construction thereof, the cost of all property rights, easements and franchises deemed necessary or convenient therefor and for the improvements and extensions thereto; interest upon bonds prior to and during construction or extensions and for six months after completion of construction or of acquisition of the improvements and extensions; engineering, fiscal agents and legal expenses; expenses for estimates of cost and of revenues, expenses for plans, specifications and surveys; other expenses necessary or incident to determining the feasibility or practicability of the enterprise; administrative expense, and such other expenses as may be necessary or incident to the financing herein authorized, and the construction or acquisition of the properties and the placing of same in operation, and the performance of the things herein required or permitted, in connection with any thereof. (1953, c. 147.)

§ 16-13A-15. Bonds may be secured by trust indenture.

In the discretion and at the option of the board such bonds may be secured by a trust indenture by and between the district and a corporate trustee, which may be a trust company or bank having powers of a trust company within or

without the State of West Virginia, but no such trust indenture shall convey, mortgage or create any lien upon the public service properties or any part thereof. The resolution authorizing the bonds and fixing the details thereof may provide that such trust indenture may contain such provisions for protecting and enforcing the rights and remedies of bondholders as may be reasonable and proper, not in violation of law, including covenants setting forth the duties of the district and the members of its board and officers in relation to the construction or acquisition of public service properties and the improvement, extension, operation, repair, maintenance and insurance thereof, and the custody, safeguarding and application of all moneys, and may provide that all or any part of the construction work shall be contracted for, constructed and paid for, under the supervision and approval of consulting engineers employed or designated by the board and satisfactory to the original bond purchasers, their successors, assignees or nominees, who may be given the right to require the security given by contractors and by any depository of the proceeds of bonds or revenues of the public service properties or other money pertaining thereto be satisfactory to such purchasers, their successors, assignees or nominees. Such indenture may set forth the rights and remedies of the bondholders and such trustee. (1953, c. 147.)

§ 16-13A-16. Sinking fund for revenue bonds.

At or before the time of the issuance of any bonds under this article the board shall by resolution or in the trust indenture provide for the creation of a sinking fund and for monthly payments into such fund from the revenues of the public service properties operated by the district such sums in excess of the cost of maintenance and operation of such properties as will be sufficient to pay the accruing interest and retire the bonds at or before the time each will respectively become due and to establish and maintain reserves therefor. All sums which are or should be, in accordance with such provisions, paid into such sinking fund shall be used solely for payment of interest and for the retirement of such bonds at or prior to maturity as may be provided or required by such resolutions. (1953, c. 147.)

§ 16-13A-17. Collection, etc., of revenues and enforcement of covenants; default; suit, etc., by bondholder or trustee to compel performance of duties; appointment and powers of receiver.

The board of any such district shall have power to insert enforceable provisions in any resolution authorizing the issuance of bonds relating to the collection, custody and application of revenues of the district from the operation of the public service properties under its control and to the enforcement of the covenants and undertakings of the district. In the event there shall be default in the sinking fund provisions aforesaid or in the payment of the principal or interest on any of such bonds or, in the event the district or its board or any of its officers, agents or employees, shall fail or

refuse to comply with the provisions of this article, or shall default in any covenant or agreement made with respect to the issuance of such bonds or offered as security therefor, then any holder or holders of such bonds and any such trustee under the trust indenture, if there be one, shall have the right by suit, action, mandamus or other proceeding instituted in the circuit court for the county or any of the counties wherein the district extends, or in any other court of competent jurisdiction, to enforce and compel performance of all duties required by this article or undertaken by the district in connection with the issuance of such bonds, and upon application of any such holder or holders, or such trustee, such court shall, upon proof of such defaults, appoint a receiver for the affairs of the district and its properties, which receiver so appointed shall forthwith directly, or by his agents and attorneys, enter into and upon and take possession of the affairs of the district and each and every part thereof, and hold, use, operate, manage and control the same, and in the name of the district exercise all of the rights and powers of such district as shall be deemed expedient, and such receiver shall have power and authority to collect and receive all revenues and apply same in such manner as the court shall direct. Whenever the default causing the appointment of such receiver shall have been cleared and fully discharged and all other defaults shall have been cured, the court may in its discretion and after such notice and hearing as it deems reasonable and proper direct the receiver to surrender possession of the affairs of the district to its board. Such receiver so appointed shall have no power to sell, assign, mortgage, or otherwise dispose of any assets of the district except as hereinbefore provided. (1953, c. 147.)

Rules of Civil Procedure. — As to abolition of the procedural distinctions between law and equity, see Rule 2.

As to receivers, see Rule 66.

As to application of rules to writ of mandamus, see Rule 81(a)(5).

As to effect of rules on jurisdiction and venue, see Rule 82.

Mandamus. — Mandamus is a proper remedy to be pursued by the holder of a municipal revenue bond to require a municipal corporation to comply with rate covenants in its revenue bonds. State ex rel. Allstate Ins. Co. v. Union Pub. Serv. Dist., 151 W. Va. 207, 151 S.E.2d 102 (1966).

Under this section, any holder of the bonds of the Union public service district shall have the right by mandamus to enforce and compel the performance of all the duties required by statute or undertaken by the district in connection with the issuance of bonds by such district. State ex rel. Allstate Ins. Co. v. Union Pub. Serv. Dist., 151 W. Va. 207, 151 S.E.2d 102 (1966).

§ 16-13A-18. Operating contracts.

The board may enter into contracts or agreements with any persons, firms or corporations for the operation and management of the public service properties within the district, or any part thereof, for such period of time and under such terms and conditions as shall be agreed upon between the board and such persons, firms or corporations. The board shall have power to provide in the resolution authorizing the issuance of bonds, or in any trust indenture securing such bonds, that such contracts or agreements shall be valid and binding upon the district as long as any of said bonds, or interest thereon, are outstanding and unpaid. (1953, c. 147.)

§ 16-13A-18a. Sale, lease or rental of water, sewer or gas system by district; distribution of proceeds.

In any case where a public service district owns a water, sewer or gas system, and a majority of not less than sixty percent of the members of the public service board thereof deem it for the best interests of the district to sell, lease or rent such water, sewer or gas system to any municipality or privately-owned water, sewer or gas system, or to any water, sewer or gas system owned by an adjacent public service district, the board may so sell, lease or rent such water, sewer or gas system upon such terms and conditions as said board, in its discretion, considers in the best interests of the district: Provided, That such sale, leasing or rental may be made only upon: (1) The publication of notice of a hearing before the board of the public service district, as a Class I legal advertisement in compliance with the provisions of article three [§ 59-3-1 et seq.], chapter fifty-nine of this code, in a newspaper published and of general circulation in the county or counties wherein the district is located, such publication to be made not earlier than twenty days and not later than seven days prior to the hearing; (2) approval by the county commission or commissions of the county or counties in which the district operates; and (3) approval by the public service commission of West Virginia.

In the event of any such sale, the proceeds thereof, if any, remaining after payment of all outstanding bonds and other obligations of the district, shall be ratably distributed to any persons who have made contributions in aid of construction of such water, sewer or gas system, such distribution not to exceed the actual amount of any such contribution, without interest, and any balance of funds thereafter remaining shall be paid to the county commission of the county in which the major portion of such water, sewer or gas system is located to be placed in the general funds of such county commission. (1963, c. 75; 1961, c. 124; 1986, c. 81; 1997, c. 160.)

Effect of amendment of 1997. — The "all" preceding "the members of the public service board" in the first paragraph, substituted "vice board"; and rewrote the proviso, "a majority of not less than sixty percent of" for

§ 16-13A-19. Statutory mortgage lien created; foreclosure thereof.

There shall be and is hereby created a statutory mortgage lien upon such public service properties of the district, which shall exist in favor of the holders of bonds hereby authorized to be issued, and each of them, and the coupons attached to said bonds, and such public service properties shall remain subject to such statutory mortgage lien until payment in full of all principal of and interest on such bonds. Any holder of such bonds, of any coupons attached thereto, may, either at law or in equity, enforce said statutory mortgage lien conferred hereby and upon default in the payment of the principal of or interest on said bonds, may foreclose such statutory mortgage lien in the manner now provided by the laws of the State of West Virginia for the foreclosure of mortgages on real property. (1953, c. 147.)

Rules of Civil Procedure. — As to abolition of the procedural distinctions between law and equity, see Rule 2.

In general. — The provision granting bond

holders a statutory mortgage lien is valid. State ex rel. McMillion v. Stahl, 141 W. Va. 233, 89 S.E.2d 693 (1955).

§ 16-13A-20. Refunding revenue bonds.

The board of any district having issued bonds under the provisions of this article is hereby empowered thereafter by resolution to issue refunding bonds of such district for the purpose of retiring or refinancing such outstanding bonds, together with any unpaid interest thereon and redemption premium thereunto appertaining and all of the provisions of this article relating to the issuance, security and payment of bonds shall be applicable to such refunding bonds, subject, however, to the provisions of the proceedings which authorized the issuance of the bonds to be so refunded. (1953, c. 147.)

In general. — The only purpose for refunding bonds is the retirement or refinancing of outstanding bond issues of a particular district. Op. Atty Gen., July 8, 1976.

the use of the singular language in this section. Op. Atty Gen., July 8, 1976.

Previous issuance of bonds. — This section is clearly written in language which speaks

Combination of bond issues. — Combination of two outstanding bond issues into one refunding bond issue may well be restricted by

only of refunding bonds issued by any district which has previously issued bonds. Op. Atty Gen., July 8, 1976.

§ 16-13A-21. Complete authority of article; liberal construction; district to be public instrumental-ity; tax exemption.

This article is full and complete authority for the creation of public service districts and for carrying out the powers and duties of same as herein provided. The provisions of this article shall be liberally construed to accomplish its purpose and no procedure or proceedings, notices, consents or approvals, are required in connection therewith except as may be prescribed by this article: Provided, That all functions, powers and duties of the public service commission of West Virginia, the bureau of public health, the division of environmental protection and the environmental quality board remain unaffected by this article. Every district organized, consolidated, merged or expanded under this article is a public instrumentality created and functioning in the interest and for the benefit of the public, and its property and income and any bonds issued by it are exempt from taxation by the state of West Virginia, and the other taxing bodies of the state: Provided, however, That the board of any such district may use and apply any of its available revenues and income for the payment of what such board determines to be tax or license fee equivalents to any local taxing body and in any proceedings for the issuance of bonds of such district may reserve the right to annually pay a fixed or computable sum to such taxing bodies as such tax or license fee equivalent. (1953, c. 147; 1986, c. 81; 1994, c. 61.)

Constitutionality. — The tax exemption granted to the property, income, and bonds of the district does not violate W. Va. Const., art.

X, § 1. State ex rel. McMillion v. Stahl, 141 W. Va. 233, 89 S.E.2d 693 (1955).

§ 16-13A-22

PUBLIC HEALTH

Applied in *Rhodes v. Malden Pub. Serv.*
Dist., 171 W. Va. 645, 301 S.E.2d 601 (1963).

§ 16-13A-22. Validation of prior acts and proceedings of county courts for creation of districts, inclusion of additional territory, and appointment of members of district boards.

All acts and proceedings taken by any county court [county commission] of this State purporting to have been carried out under the provisions of this article which have been taken, prior to the date this section takes effect [January 29, 1960], for the purpose of creating public service districts or for the purpose of subsequent inclusion of additional territory to existing public service districts, after notice published by any such county court having territorial jurisdiction thereof of its intention to include such additional territory after hearing thereon, are hereby validated, ratified, approved and confirmed notwithstanding any other lack of power (other than constitutional) of any such county court to create such public service districts or to include additional territory to existing public service districts or irregularities (other than constitutional) in such proceedings, relating to the appointment and qualification of more than three members to the board of any such public service district or the subsequent appointment of successors of any or all of such members, notwithstanding that no city, incorporated town or other municipal corporation having a population in excess of three thousand is included within the district, and the appointment and qualification of such members, and further including any irregularities in the petition for the creation of any public service district, irregularities in the description of the area embraced by such district, and irregularities in the notice and publication of notice for the hearing creating such district, prior to the date this section takes effect, is hereby validated, ratified, approved and confirmed; and, further, in such cases where more than three members of the board of such districts have been so appointed prior to the date this section takes effect then such county court shall appoint, and they are hereby authorized and empowered to appoint, successors to such members in the manner as otherwise provided by this article. (1958, c. 14; 1960, c. 19.)

Editor's notes. — As to the designation of county courts as county commissions, see W. Va. Const., art. IX, § 9.

§ 16-13A-23. Validation of acts and proceedings of public service boards.

All acts and proceedings taken by any public service board the members of which were appointed, prior to the date this section takes effect [March 13, 1965], by any county court [county commission] of this State having territorial jurisdiction thereof, are hereby validated, ratified, approved and confirmed, as to defects and irregularities which may otherwise exist on account of their appointment and qualification: Provided, however, That nothing herein con-

PUBLIC SERVICE DISTRICTS

§ 16-13A-25

tained shall be construed to excuse a criminal act. (1958, c. 14; 1960, c. 19; 1965, c. 134.)

Editor's notes. — As to the designation of county courts as county commissions, see W. Va. Const., art. IX, § 9.

§ 16-13A-24. Acceptance of loans, grants or temporary advances.

Any public service district created pursuant to the provisions of this article is authorized and empowered to accept loans or grants and procure loans or temporary advances evidenced by notes or other negotiable instruments issued in the manner, and subject to the privileges and limitations, set forth with respect to bonds authorized to be issued under the provisions of this article, for the purpose of paying part or all of the cost of construction or acquisition of water systems, sewage systems or gas facilities, or all of these, and the other purposes herein authorized, from any authorized agency or from the United States of America or any federal or public agency or department of the United States or any private agency, corporation or individual, which loans or temporary advances, including the interest thereon, may be repaid out of the proceeds of the bonds authorized to be issued under the provisions of this article, the revenues of the said water system, sewage system or gas facilities or grants to the public service district from any authorized agency or from the United States of America or any federal or public agency or department of the United States or from any private agency, corporation or individual or from any combination of such sources of payment, and to enter into the necessary contracts and agreements to carry out the purposes hereof with any authorized agency or the United States of America or any federal or public agency or department of the United States, or with any private agency, corporation or individual. Any other provisions of this article to the contrary notwithstanding, interest on any such loans or temporary advances may be paid from the proceeds thereof until the maturity of such notes or other negotiable instrument. (1958, c. 14; 1980, c. 60; 1981, c. 124; 1986, c. 118.)

Permissible borrowing. — The borrowing note, is permissible borrowing under this section by public service districts of money from counties and/or municipalities, as evidenced by a

note, is permissible borrowing under this section. Op. Atty. Gen., May 6, 1988, No. 27.

§ 16-13A-25. Borrowing and bond issuance; procedure.

Notwithstanding any other provisions of this article to the contrary, a public service district shall not borrow money, enter into contracts for the provision of engineering, design or feasibility studies, issue or contract to issue revenue bonds or exercise any of the powers conferred by the provisions of section thirteen, twenty or twenty-four [§ 16-13A-13, § 16-13A-20 or § 16-13A-24] of this article, without the prior consent and approval of the public service commission. The public service commission may waive the provision of prior consent and approval for entering into contracts for engineering, design or

feasibility studies pursuant to this section for good cause shown which is evidenced by the public service district filing a request for waiver of this section stated in a letter directed to the commission with a brief description of the project, evidence of compliance with chapter five-g (§ 5G-1-1 et seq.) of this code, and further explanation of ability to evaluate their own engineering contract, including, but not limited to: (1) Experience with the same engineering firm in the past two years requiring engineering services; or (2) completion of a construction project within the past two years requiring engineering services. The district shall also forward an executed copy of the engineering contract to the commission after receiving approval of the waiver. Unless the properties to be constructed or acquired represent ordinary extensions or repairs of existing systems in the usual course of business, a public service district must first obtain a certificate of public convenience and necessity from the public service commission in accordance with the provisions of chapter twenty-four [§ 24-1-1 et seq.] of this code, when a public service district is seeking to acquire or construct public service property.

Thirty days prior to making formal application for the certificate, the public service district shall prefile with the public service commission its plans and supporting information for the project and shall publish a Class II legal advertisement in a newspaper or newspapers of general circulation in each city, incorporated town or municipal corporation if available in the public service district, which legal advertisement shall state:

(a) The amount of money to be borrowed, or the amount of revenue bonds to be issued: Provided, That if the amount is an estimate, the notice may be stated in terms of an amount "not to exceed" a specific amount;

(b) The interest rate and terms of the loan or bonds: Provided, That if the interest rate is an estimate, the notice may be stated in terms of a rate "not to exceed" a specific rate;

(c) The public service properties to be acquired or constructed, and the cost of the public service properties;

(d) The anticipated rates which will be charged by the public service district: Provided, That if the rates are an estimate, the notice may be stated in terms of rates "not to exceed" a specific rate; and

(e) The date that the formal application for a certificate of public convenience and necessity is to be filed with the public service commission. The public service commission may grant its consent and approval for the certificate, or any other request for approval under this section, subject to such terms and conditions as may be necessary for the protection of the public interest, pursuant to the provisions of chapter twenty-four of this code, or may withhold such consent and approval for the protection of the public interest.

In the event of disapproval, the reasons for the disapproval shall be assigned in writing by the commission. (1969, 1st Ex. Sess., c. 6; 1981, c. 124; 1986, c. 81; 1996, c. 213; 1997, c. 159.)

Cross references. — Class II legal advertisement defined, § 59-3-2.

Effect of amendment of 1996. — The occurrence of "district", inserted "public service" in the second paragraph, substituted "vic" in (d); and made stylistic changes.

Effect of amendment of 1997. — The amendment inserted the second and third sentences of the first paragraph.

Certificate. — Under this section, a public service district must first obtain a certificate of public convenience and necessity before it can acquire or construct public service property. *Sexton v. Public Serv. Comm'n*, 188 W. Va. 305, 423 S.E.2d 914 (1992).

Eminent domain. — Although construction of a new facility proposed by a utility will often require the taking of private property through eminent domain, in the absence of express statutory language, the public service commission has no duty to review and decide issues that are inherent in the eminent domain proceeding. *Sexton v. Public Serv. Comm'n*, 188 W. Va. 305, 423 S.E.2d 914 (1992).

ARTICLE 13B.

COMMUNITY IMPROVEMENT ACT.

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| <p>Sec. 16-13B-1. Short title.</p> <p>16-13B-2. Definitions.</p> <p>16-13B-3. Power and authority of counties and municipalities relating to flood relief, wastewater and water projects.</p> <p>16-13B-4. Determination of need and feasibility of creating an assessment district.</p> <p>16-13B-5. Notice to property owners before creation of assessment district and construction of project; form of notice; affidavit of publication.</p> <p>16-13B-6. Petition of property owners for creation of assessment district.</p> <p>16-13B-7. Receipt of petition of property owners; ordinance or order authorizing creation of assessment of district and construction of project.</p> <p>16-13B-8. Assessment district to be a public corporation and political subdivision; powers thereof; community improvement boards.</p> <p>16-13B-9. Provisions for construction of a project.</p> <p>16-13B-10. Notice to property owners of assessments; hearings; correcting and laying assessments; report on project completion; permits.</p> | <p>Sec. 16-13B-11. Construction of projects; assessments; corner lots, etc.</p> <p>16-13B-12. Apportionment and assessment of cost.</p> <p>16-13B-13. Assessment against property of public, charitable, eleemosynary, educational or religious institutions; duty of those in charge to cause assessments to be paid.</p> <p>16-13B-14. Method of paying for cost of project; how assessments may be evidenced.</p> <p>16-13B-15. Assessment certificates; assignments; designation of registrar for assessment certificates.</p> <p>16-13B-16. No liability of state, county, municipality and assessment district.</p> <p>16-13B-17. Payment of assessment fees; renters.</p> <p>16-13B-18. Liens; recording notice of liens; suit for enforcement; priority.</p> <p>16-13B-19. Reassessment for void, irregular or omitted assessments.</p> <p>16-13B-20. How additional territory may be added to assessment district.</p> <p>16-13B-21. Operation and maintenance of wastewater and water projects; rates and charges therefor.</p> <p>16-13B-22. Liberal construction.</p> |
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§ 16-13B-1. Short title.

This article shall be known and may be cited as the "West Virginia Community Improvement Act." (1992, c. 150.)

§ 16-13B-2. Definitions.

For purposes of this article:

(a) "Assessment certificate" means a certificate issued by a board pursuant to section fifteen (§ 16-13B-15) of this article to evidence an assessment levied

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(e) "Trust" means the national tobacco community trust as defined in subsection (c) of this section. (1999, c. 283.)

§ 16-9C-3. Creation of board.

There is hereby created a board to be known as the "state tobacco growers' settlement board" consisting of three members: the governor, the attorney general and the commissioner of agriculture, or their designees. The governor or his or her designee shall serve as the chair, the commissioner of agriculture or his or her designee shall serve as the vice chair, and the attorney general or his or her designee shall serve as the secretary. (1999, c. 283.)

§ 16-9C-4. Duties and responsibilities of the state tobacco grower board.

The duties and responsibilities of the board shall include, but are not limited to:

- (a) The consummation of a settlement with leading United States tobacco product manufacturers for the exclusive benefit of state tobacco growers;
- (b) The execution of all necessary written agreements relative to the national tobacco community trust to ensure state tobacco growers' receipt of funds directly from the trust;
- (c) Consultation with tobacco growers within the state in order to determine how funds allocated by the national tobacco community trust shall be distributed among state tobacco growers to compensate them for the adverse effects of decreased consumption, demand and price for cigarettes;
- (d) The submission of a plan to the national tobacco community trust identifying state tobacco growers and the distribution of trust funds to state tobacco growers; and
- (e) The certification of instructions annually to the national tobacco community trust regarding distribution of funds from the trust directly to the state tobacco growers during the twelve year payment period, beginning in the year one thousand nine hundred ninety-nine. (1999, c. 283.)

ARTICLE 13.

**SEWAGE WORKS OF MUNICIPAL CORPORATIONS AND
SANTARY DISTRICTS.**

§ 16-13-2. Sanitary board to supervise and control construction, etc., of works; appointment of board; definitions.

Stated in Berkeley County Pub. Serv. Sewer Dist. v. West Va. Pub. Serv. Comm'n, 204 W. Va. 279, 512 S.E.2d 201 (1998).

ARTICLE 13A.

PUBLIC SERVICE DISTRICTS FOR WATER, SEWERAGE AND GAS SERVICES.

Sec. 16-13A-4. Board chairman; members' compensation; procedure; district name.

§ 16-13A-2. Creation of districts by county commission; enlarging, reducing, merging, or dissolving district; consolidation; agreements, etc.; infirming upon powers of county commission; filing list of members and districts with the secretary of state.

Applied in Berkeley County Pub. Serv. Sewer Dist. v. West Va. Pub. Serv. Comm'n, 204 W. Va. 279, 512 S.E.2d 201 (1998).

§ 16-13A-4. Board chairman; members' compensation; procedure; district name.

- (a) The chairman shall preside at all meetings of the board and may vote as any other member of the board. If the chairman is absent from any meeting, the remaining members may select a temporary chairman and if the member selected as chairman resigns as such or ceases for any reason to be a member of the board, the board shall select one of its members as chairman to serve until the next annual organization meeting.
- (b) Salaries of the board members are:
 - (1) For districts with fewer than six hundred customers, up to seventy-five dollars per attendance at regular monthly meetings and fifty dollars per attendance at additional special meetings, total salary not to exceed fifteen hundred dollars per annum;
 - (2) For districts with six hundred customers or more but fewer than two thousand customers, up to one hundred dollars per attendance at regular monthly meetings and seventy-five dollars per attendance at additional special meetings, total salary not to exceed two thousand five hundred fifty dollars per annum;
 - (3) For districts with two thousand customers or more, up to one hundred twenty-five dollars per attendance at regular monthly meetings and seventy-five dollars per attendance at additional special meetings, total salary not to exceed three thousand seven hundred fifty dollars per annum; and
 - (4) For districts with four thousand or more customers, up to one hundred fifty dollars per attendance at regular monthly meetings and one hundred dollars per attendance at additional special meetings, total salary not to exceed five thousand four hundred dollars per annum.

The public service district shall certify the number of customers served to the public service commission beginning on the first day of July, one thousand nine hundred eighty-six, and continue each fiscal year thereafter.

(c) Public service districts selling water to other water utilities for resale may adopt the following salaries for its board members:

(1) For districts with annual revenues of less than fifty thousand dollars, up to seventy-five dollars per attendance at regular monthly meetings and fifty dollars per attendance at additional special meetings, total salary not to exceed fifteen hundred dollars per annum;

(2) For districts with annual revenues of fifty thousand dollars or more, but less than two hundred fifty thousand dollars, up to one hundred dollars per attendance at regular monthly meetings and seventy-five dollars per attendance at special meetings, total salary not to exceed two thousand five hundred fifty dollars per annum;

(3) For districts with annual revenues of two hundred fifty thousand dollars or more, but less than five hundred thousand dollars, up to one hundred twenty-five dollars per attendance at regular monthly meetings and seventy-five dollars per attendance at additional special meetings, total salary not to exceed three thousand seven hundred fifty dollars per annum; and

(4) For districts with annual revenues of five hundred thousand dollars or more, up to one hundred fifty dollars per attendance at regular monthly meetings and one hundred dollars per attendance at additional special meetings, total salary not to exceed five thousand four hundred dollars per annum.

The public service district shall certify the number of customers served and its annual revenue to the public service commission beginning on the first day of July, two thousand, and continue each fiscal year thereafter.

(d) Board members may be reimbursed for all reasonable and necessary expenses actually incurred in the performance of their duties as provided for by the rules of the board.

(e) The board shall by resolution determine its own rules of procedure, fix the time and place of its meetings and the manner in which special meetings may be called. Public notice of meetings shall be given in accordance with section three (§ 6-9A-3), article nine-a, chapter six of this code. Emergency meetings may be called as provided for by said section. A majority of the members constituting the board also constitute a quorum to do business.

(f) The members of the board are not personally liable or responsible for any obligations of the district or the board, but are answerable only for willful misconduct in the performance of their duties. At any time prior to the issuance of bonds as hereinafter provided, the board may by resolution change the official or corporate name of the public service district and the change is effective from the filing of an authenticated copy of such resolution with the clerk of the county commission of each county in which the territory embraced within such district or any part thereof is located and with the public service commission. The official name of any district created under the provisions of this article may contain the name or names of any city, incorporated town or other municipal corporation included therein or the name of any county or

Effect of amendment of 2000. — Acts 2000, c. 199, effective June 9, 2000, rewrote the section.

§ 16-13A-8. Acquisition and purchase of public service properties; right of eminent domain; extraterritorial powers.

Superior right of municipality to extend public services. — If a tract of real estate located within a public service district has been annexed into a municipality, then, as between the municipality and the public service district, this section to extend public services, such as water and/or sewer service, which were not being previously furnished to the tract by the public service district. Berkeley County Pub. Serv. Comm'n, 204 W. Va. 279, 512 S.E.2d 201 (1998).

Serv. Sewer Dist. v. West Va. Pub. Serv. Comm'n, 204 W. Va. 279, 512 S.E.2d 201 (1998).
 When consent of municipality needed. — Where municipality has superior right to extend social services, a public service district would need the consent of the municipality and the public service commission in order to provide such services. Berkeley County Pub. Serv. Sewer Dist. v. West Va. Pub. Serv. Comm'n, 204 W. Va. 279, 512 S.E.2d 201 (1998).

ARTICLE 13C.

DRINKING WATER TREATMENT REVOLVING FUND ACT.

Sec. 16-13C-1. Definitions.
 16-13C-3. Drinking water treatment revolving fund; duties of division of health and water development authority; set-aside accounts.

§ 16-13C-1. Definitions.

Unless the context in which used clearly requires a different meaning, as used in this article:

(1) "Authority" means the water development authority provided for in section four (§ 22C-1-4), article one, chapter twenty-two-c of this code.

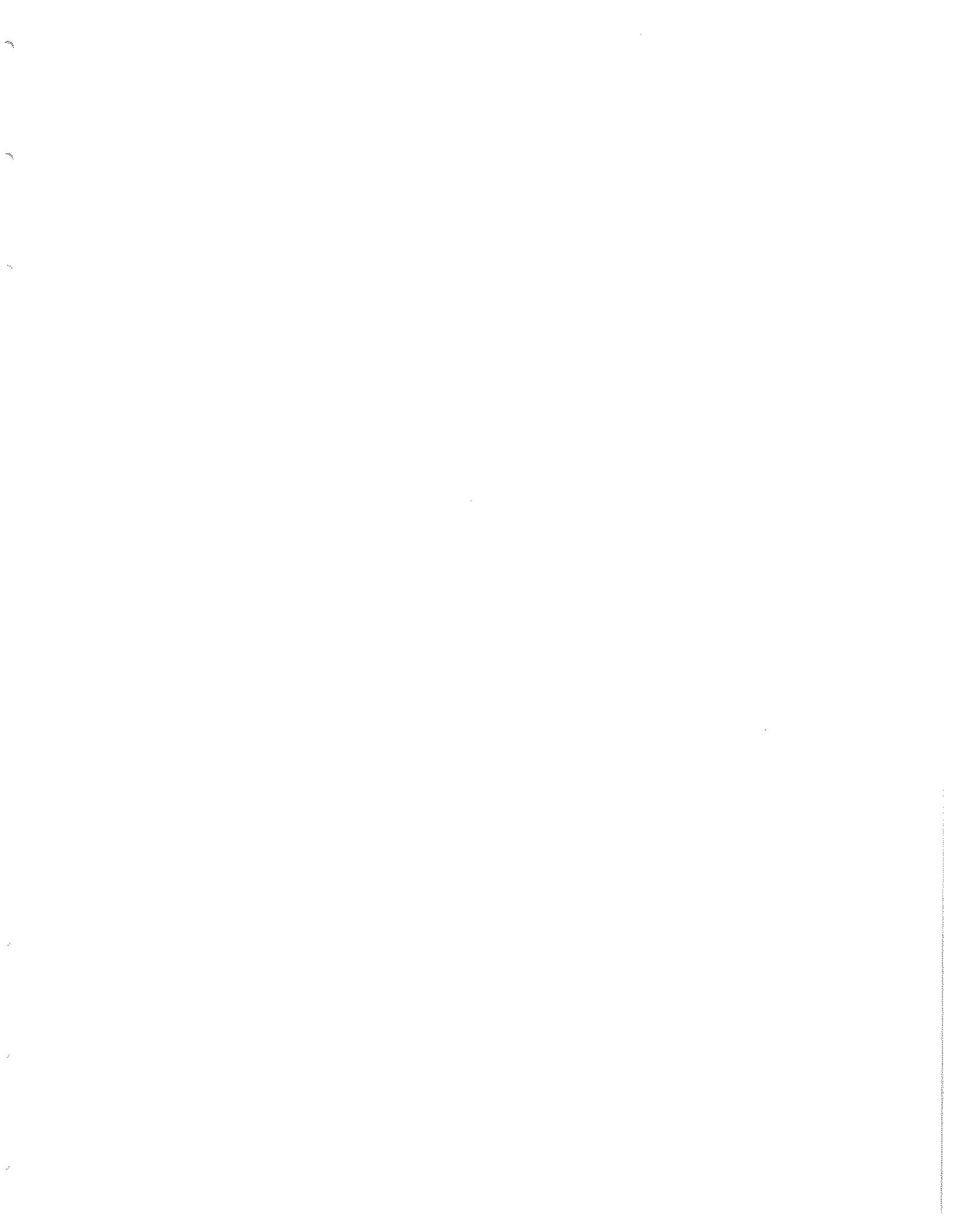
(2) "Capacity development" means the technical, managerial and financial capability of a public water system.

(3) "Cost" means the cost of all labor, materials, machinery, equipment, lands, property, rights and easements, plans and specifications and all other expenses necessary or incident to the acquisition, construction, improvement, expansion, extension, repair or rehabilitation of all or part of a project.

(4) "Disadvantaged community" means the service area of a public water system that meets affordability criteria established after public review and comment by the state.

(5) "Federal safe drinking water act" means the federal statute commonly known as the "Safe Drinking Water Act", 42 U.S.C. 300f et seq., as enacted, amended, and as may be subsequently amended.

(6) "Fund" means the West Virginia drinking water treatment revolving fund created in this article.



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Loudon	254	Mrs. Arnold Elkins, Hershaw West Virginia	(D)	Clerk
Poca	275	Ruth H. Smithers, Cicrone Rt., Sissonville, West Virginia	(D)	Commr.
Poca	280	Beulah Skeans, Allens Fork Rt., Sissonville, West Virginia	(D)	Clerk
Malden	272	Beulah Keener, 124 E. Reynolds Avenue, Bella, W. Va.	(D)	Commr.
Malden	271	Muriel Stephens, 1517 W. Central Avenue, Bella, West Virginia	(D)	Clerk
Malden	271	Mildred Rinehart, 209 E. 20th St. Bella, West Virginia	(D)	Commr.
Washington	327	Clo N. Cantley, Box 6, Star Rt. Brounland, Charleston, W. Va.	(D)	Commr.

/s/ J. K. McLaughlin

/s/ S. Grover Smith, Jr.

RE: GREEN VALLEY COMMUNITY PUBLIC SERVICE DISTRICT

This day Richard C. Browder and two hundred others, citizens and property owners in the area embraced in the "Two and Three-quarter Mile Creek Watershed," Kanawha Terrace from St. Albans city limits east and south of the C. & O. Railroad, and adjoining areas in Jefferson District, Kanawha County, tendered their petition requesting the Court to establish a Public Service District embracing said area to be known as Green Valley Community Public Service District, for providing water, sewer lines, and sewerage treatment facilities for said area as provided for by Article 13-A, Chapter 16 of the Code of West Virginia, which petition is ORDERED filed.

And, in accordance with the prayer of said petition, it is ORDERED that the matters arising thereon be set down for hearing before this Court in its hearing room at the Courthouse at 10:00 a.m. on the 28th day of November, 1966, at which time protests, if any, may be heard.

It is further ORDERED that notice of said hearing be given by the publication of a copy of this order once on or before the 18th day of November, 1966, in the Charleston Gazette.

Teste:

THE COUNTY COURT OF KANAWHA COUNTY

COMMISSIONER

/s/ E. S. Thompson
COMMISSIONER

/s/ S. Grover Smith, Jr.
COMMISSIONER

for purposes for which no, or insufficient, appropriation was made in the original Levy Estimate.

In view of these provisions of the Code, this department will not disturb the proposed use of funds, provided such expenditures are made in good faith, and further provided such expenditures do not create a deficit for the Kanawha County Court for the fiscal year ending June 30, 1967.

Very truly yours,

/s/ Fairfax Brown

Fairfax Brown
ASSESSMENT AND LEVIES

FB:ea"

RE: GREEN VALLEY COMMUNITY PUBLIC SERVICE DISTRICT

This cause came on again to be heard upon the petition of Richard C. Browder and approximately two hundred others, legal voters owning real property and residing in the area embraced in Two and Three Quarter Mile Creek Watershed, Jefferson District, Kanawha County, requesting this Court to create and establish a public service district for the furnishing of water, sewer, and sewerage disposal facilities in said area to be known as GREEN VALLEY COMMUNITY PUBLIC SERVICE DISTRICT as provided for in Article 13-A of Chapter 16 of the Code of West Virginia; upon notice of a hearing for protests, if any, duly published and posted according to law, at which hearing held on this the 28th day of November, 1966, no protestants appeared; from all of which it appears and the Court so finds that petitioners have complied with all necessary requirements of the law with reference to the establishing of such a public service district and are entitled to the relief prayed for. It is, therefore, ORDERED that, under and by virtue of the authority vested in it by Article 13-A of Chapter 16 of the Code of West Virginia, this Court hereby establishes a Public Service District for providing water, sewer, and sewerage disposal facilities to be known as GREEN VALLEY COMMUNITY PUBLIC SERVICE DISTRICT in Jefferson District, Kanawha County, West Virginia, which district embraces the area included in the Two and Three-Quarter Mile Creek Watershed, more particularly described as

"Beginning at the underpass on old U. S. 60 east of St. Albans, thence in a westerly direction and with the Chesapeake and Ohio Railroad right-of-way line to the easterly boundary line of the city of St. Albans; thence with said boundary line of the City of St. Albans in a south-westerly direction to a point on the Dry Ridge Road near Brown's Chapel; thence continuing in a southerly direction to the Washington District boundary line and continuing by the South Charleston City Dump and following the ridge in a north-westerly direction to the place of beginning, all being on the south side of the Chesapeake and Ohio Railroad right-of-way as outlined in red on the map attached hereto and made a part hereof."

Thereupon, and upon the unanimous recommendation of the citizens present, the Court appointed the following named legal voters and property owners residing within said area members of the Board of said District to serve for the term set after their respective names, to-wit:

John W. Ford, 922 Middle Drive, St. Albans, West Virginia,
for a term of two years ending on the 1st day of December,
1968.

Clifford W. Smith, 301 Green Valley Drive, St. Albans, West Virginia, for a term of four years ending the 1st day of December, 1970.

J. V. Byrnside, Route 2, Box 470-B, St. Albans, West Virginia, for a term of six years ending on the 1st day of December, 1972.

Thereupon, the said John W. Ford, Clifford W. Smith, and J. V. Byrnside appeared and took the oath of office as required by law.

And it is ORDERED that the publisher's affidavit of publication of the hearing for protests hereinbefore mentioned be and the same is hereby filed; that each of the members of said Board be furnished with a certified copy of this Order; and that said Board be billed for the cost of advertising the notice of the hearing for protests.

Teste:

THE COUNTY COURT OF KANAWHA COUNTY

/s/ S. Grover Smith, Jr.

The Court considered routine matters and there being no further business for consideration, the Court recessed until Tuesday, the 29th day of November, A. D., 1966.

[Handwritten Signature]
PRESIDENT

AT A REGULAR SESSION OF THE COUNTY COURT OF KANAWHA COUNTY, WEST VIRGINIA, CONTINUED AND HELD FOR SAID COUNTY AT THE COURTHOUSE THEREOF ON TUESDAY, THE 29TH DAY OF NOVEMBER, A.D., 1966.

PRESENT: HONORABLE S. GROVER SMITH, JR., PRESIDENT, E. S. THOMPSON AND J. KEMP McLAUGHLIN, GENTLEMEN COMMISSIONERS OF THE COUNTY.

RE: NOTARY APPLICATION

Upon application of Pearl M. Moats for appointment as Notary Public in and for Kanawha County, West Virginia, it was shown to the satisfaction of this Court that said applicant is a resident of the County for which she seeks appointment, that she is competent to perform the duties of said office and that she is a person of good moral character.

I, Margaret D. Miller, do hereby certify that this is a true copy from the record.
Teste: MARGARET D. MILLER, Clerk

7/26/82
Date By *[Handwritten Signature]*
Kanawha County Commission

AT A REGULAR SESSION OF THE COUNTY COURT OF KANAWHA COUNTY, WEST VIRGINIA, CONTINUED AND HELD FOR SAID COUNTY AT THE COURTHOUSE THEREOF ON FRIDAY, THE 26TH DAY OF JANUARY, 1973.

PRESENT: HONORABLE KELLY L. CASTLEBERRY, PRESIDENT, DEWEY E. S. KUHNS AND THOMAS L. BLACK, GENTLEMEN COMMISSIONERS OF THE COUNTY.

RE: ENLARGEMENT OF GREEN VALLEY COMMUNITY PUBLIC SERVICE DISTRICT

This cause came on again to be heard upon the motion of this Court to enlarge the size of the Green Valley Community Public Service District previously established by order of this Court on November 28, 1966, as provided for in Article 13 A of Chapter 16 of the Code of West Virginia, as amended, upon notice of hearing and protest duly published and posted according to law, at which hearing held on the 26th day of January, 1973, no protestants appeared; from all of which it appears and the Court finds that all necessary requirements of the law with reference to enlarging public service districts have been complied with.

It is therefore, ORDERED that, under and by virtue of the authority vested in it by Article 13 A of Chapter 19 of the Code of West Virginia, as amended, this Court hereby enlarges the Green Valley Community Public Service District to embrace the following more particularly described area:

Beginning at a point at the low water mark on the south bank of the Kanawha River where it is intersected by the east corporation line of the City of St. Albans; thence with the east corporation line of said City to a point in the main ridge of Kanawha River; thence with the main ridge being also the boundary of what was formerly Jefferson Magisterial District and leaving the said corporate City limits in an eastern direction to a point on said main ridge where Upton Creek head water intersects; thence with the west bank of Upton Creek to its mouth; thence with the south bank of the Kanawha River to the beginning as outlined in red on the map attached hereto and made a part hereof.

And it is ORDERED that the publisher's affidavit of publication of the hearing for protests hereinbefore mentioned be and the same is hereby filed; that each of the members of the Board of said District be furnished with a certified copy of this Order, that said Board of said District be responsible for the cost of advertising the notice of the hearing for protests.

Approved and Presented By:

Teste:

Bennett H. Burgen
Approved By:

THE COUNTY COURT OF KANAWHA COUNTY

Kelly L. Castleberry
Kelly L. Castleberry, President

Dewey E. S. Kuhns
Dewey E. S. Kuhns, Commissioner

Thomas L. Black
Thomas L. Black, Commissioner

James M. DeLoach
County Attorney

63 794

AT A REGULAR SESSION OF THE COUNTY COMMISSION OF
KANAWHA COUNTY, WEST VIRGINIA, CONTINUED AND HELD FOR SAID
COUNTY AT THE COURTHOUSE THEREOF ON Tuesday, THE
27th DAY OF OCTOBER, A. D. 1981.

IN THE COUNTY COMMISSION OF KANAWHA COUNTY,
WEST VIRGINIA

RE: GREEN VALLEY COMMUNITY PUBLIC SERVICE DISTRICT

A RESOLUTION AND ORDER FIXING A DATE
OF HEARING ON THE ENLARGEMENT OF THE
AREA OF GREEN VALLEY COMMUNITY PUBLIC
SERVICE DISTRICT, SAID PUBLIC SERVICE
DISTRICT HAVING HERETOFORE BEEN CREATED
BY A PRIOR ORDER OF THE COUNTY COMMISSION
OF KANAWHA COUNTY, WEST VIRGINIA, AND
PROVIDING FOR THE PUBLICATION OF A NOTICE
OF SAID HEARING FOR THE ENLARGEMENT OF
THE AREA SOUGHT TO BE INCLUDED IN SAID
ENLARGED PUBLIC SERVICE DISTRICT.

THAT, WHEREAS, by prior Order of the County Commission
of Kanawha County, West Virginia, (formerly the County Court of
Kanawha County, West Virginia), the Green Valley Community
Public Service District was created; said Order creating said
Public Service District being duly of record in County Court
of Kanawha County, West Virginia, having been duly entered on
the 28th day of November, 1966, and enlarged on January 26,
1973;

WHEREAS, it appearing unto the County Commission of Kanawha County, West Virginia, from the petition and evidence submitted by the proper parties unto the Commission that an enlargement of the territorial limits sought to be served of said public service district, shall be conducive to the preservation of public health, comfort and convenience of the said area previously included in the said public service district, and as well as the area sought to be annexed by the said public service district, pursuant to the provisions of Article 13-A, of Chapter 16 of the West Virginia Code, and other pertinent statutes and laws of the State of West Virginia; and

WHEREAS, it appearing further unto the Commission that the public interest, including the preservation of public health, comfort and convenience in the area presently included in said public service district as well as in the area the said public service district proposes to include in said public service district would be advanced and promoted by the enlargement of said public service district as described herein; and

WHEREAS, the County Commission of Kanawha County, West Virginia, upon its own motion, after considering said petition and the proper evidence submitted unto the Commission relative to the enlargement of the said public service district known as the Green Valley Community Public Service District,

Ridge Road near Brown's Chapel; thence continuing in a southerly direction to the Washington District boundary line and continuing by the South Charleston City Dump and following the ridge in a north-westerly direction to the place of beginning; all being on the south side of the Chesapeake and Ohio Railroad right-of-way;" and

"Beginning at a point at the low water mark on the south bank of the Kanawha River where it is intersected by the east corporation line of the City of St. Albans; thence with the east corporation line of said City to a point in the main ridge of Kanawha River; thence with the main ridge being also the boundary of what was formerly Jefferson Magisterial District and leaving the said corporate City limits in an eastern direction to a point on said main ridge where Upton Creek head water intersects; thence with the west bank of Upton Creek to its mouth; thence with the south bank of the Kanawha River to the beginning."

shall be enlarged as follows:

All that certain area situated in the magisterial district formerly known as Jefferson District (now known as District Three), in Kanawha County, West Virginia, and being more particularly bounded and described as follows:

BEGINNING at a point in the west bank of Upton Creek at the intersection of said Upton Creek and a small branch, said point being the southwesterly corner of a tract of land owned by Charleston Realty Co. and formerly known as Booker Washington Park as shown on a map entitled "Booker Washington Park" made by Clark and Krebs Engineers and filed in the office of the Clerk of the County Court of Kanawha County, West Virginia in Map Book 2 at page 103; thence with several lines of said former Booker Washington Park S48°-33'E 374.8 feet to a point in the southerly right of way line of the Old Lincoln County Road; thence with the southerly right of way line of said Lincoln County Road S26° - 27' E 319.3 feet to a point; thence S58° - 26' E 107 feet to a point; thence leaving the said Lincoln County Road N48° - 45' E 646 feet more or less to a point in the present boundary line of the City of South Charleston; said point being the

most southerly corner of Lot No. 253 of Armor View Addition Section 2 as shown on a map entitled "Armor View Addition Section 2" made by Lilly Engineering and Surveying Co. dated December 1970 filed in the office of the Clerk of the County Court of Kanawha County, West Virginia in Map Book 23 at page 150; thence with the present boundary line of the City of South Charleston and a rear line of Lots No.'s 253 and 254 N51° - 52' W 185.54 feet to a point being the rear common corner of Lots No.'s 254 and 255; thence with the rear line of Lot No. 255, N 2° 05' E 153.47 feet to a point marking the rear common corner of Lots Nos. 255 and 256; thence with the rear line of Lot No. 256, N. 25° 51' E 74.72 feet to a point marking the rear common corner of Lots 258 and 267; thence with the rear lines of Lots Nos. 257 and 258, N 48° 34' E 140 feet to a point marking the rear common corner of Lots 258 and 259; thence with part of the rear line of Lot No. 259, N 73° 21' E 40.52 feet to a point marking the rear common corner of Lots Nos. 432 and 433 of Section Four of Armor View Addition; thence leaving Section Two and running with the rear lines of Lots Nos. 432 and 431 of Section Four, N 48° 07' W 185 feet to a point marking the rear common corner of Lots Nos. 430 and 431; thence with the rear line of Lot No. 430, N 37° 30' W 83.19 feet to a point marking the northwesterly rear corner of Lot No. 430; thence continuing in a northwesterly direction, crossing a 12-foot strip of land designated "Reserved" on the map of Section Four of Armor View Addition, to a point marking the southwesterly corner of Lot No. 429 of Section Four; thence with the rear line of Lot No. 429, N 32° 02' W 85.10 feet to a point marking the rear common corner of Lots Nos. 428 and 429; thence with the rear lines of Lots Nos. 428, 427 and 426, N 18° 53' W 180 feet to a point marking the northwesterly corner of Lot No. 426; thence continuing on the same course across a 12-foot reserved strip of land to a point marking the southwesterly corner of Lot No. 425; thence with the rear lines of Lots Nos. 425 and 424, N 18° 53' W 140 feet to a point marking the rear common corner of Lots Nos. 424 and 423; thence with the rear line of Lot No. 423, N 16° 08' W 78.97 feet to a point marking the rear common corner of Lots Nos. 422 and 423; thence with the rear line of Lot No. 422, N 2° 17' W 57.14 feet to a point marking the rear common corner of Lots Nos. 421 and 422; thence with the rear line of Lot No. 421, N 16° 28' W 48 feet to a point marking the rear common corner of Lots No. 420 and 421; thence with the rear line of Lot No. 420, N 11° 48' W 75 feet to a point marking the rear common corner of Lots Nos. 419 and 420; thence with the rear line of Lot No. 419, N 6° 03' W 72 feet to a point marking the rear common corner of Lots Nos. 418 and 419; thence with the rear line of Lot No. 418, N 16° 59' W 40 feet to a point marking the rear common corner of Lots Nos. 417 and 418; thence with the rear line of Lot No. 417, N 28° 59' W 65 feet to a point marking the northwesterly rear corner of Lot No. 417; thence beginning at a point in the northwesterly rear corner of Lots 417 and 601 of Armor View Subdivision; thence N 34° 13' W 174.80 feet, more or less, to the rear common corner of Lots Nos. 603 and 604; thence with the rear lines of Lot No. 606, N 16° 48' W 197.20 feet to one of the rear corners of Lot No. 606; thence with the other rear line of Lot No. 606, the rear lines of Lots Nos. 607, 608 and 609, and a small offset line in Lot No. 610, N 22° 55' E 266.32 feet to a one-inch iron pin marking one corner of Lot No. 610; thence running with a sideline of Lot No. 610, N 71° 05' W 100 feet to an iron pin at the southwesterly rear corner of Lot No. 610; thence with the rear lines of Lots Nos. 610, 611, 612, 613 and 614 N 22° 55' E 393.26 feet to a one-inch iron pin at the rear common corner of Lots Nos. 614, 615; thence with the rear line of Lot No. 615 and one of the rear lines of Lot No. 616,

S 59° 05' E 309.15 feet to a three-eighths inch solid pin marking one of the rear corners of Lot No. 616; thence with the other rear line of Lot No. 616 and one of the rear lines of Lot No. 617, S 22° 55' W 100 feet to one of the rear corners of Lot No. 617; thence with the other rear line of Lot No. 617 and one of the rear lines of Lot No. 618, S 65° 57' E 156.34 feet to one of the rear corners of Lot No. 618; thence with the other rear line of Lot No. 618 and the rear lines of Lots Nos. 619, 620, 621 and 622, S 39° 59' W 347 feet to the rear common corner of Lots Nos. 622 and 623; thence with the rear common lines of Lots Nos. 623, 624, 625, 626 and 627 S 39° 46' E 187 feet, more or less, to a point in the rear line of Lot 627; thence with the rear lines of Lots Nos. 512 and 513 and with the southwesterly right-of-way line of Staunton Avenue, S 39° 46' E 83 feet to a point in the rear line of Lot No. 513. Thence N 56° 17' E, a distance of 15.08 feet to the rear corner of Lot No. 701. Thence N 49° 56' E, a distance of 409.07 feet to the rear common corner of Lots No. 706 and 707. Thence S 83° 12' E, a distance of 129.36 feet to the rear corner of Lot No. 707. Thence N 80° 24' E, a distance of 21.36 feet to a pin on the exterior boundary line of Section Seven. Thence S 24° - 08' W a distance of 142.00 feet plus or minus to a point; Thence S 24° 08' W, a distance of 418.28 feet to a pin by a pine, being the rear common corner of Lots No. 711 and 712.

Thence with the rear lines of Lots Nos. 517, 518, 519, 520 and one rear line of Lot No. 521, S 26° 51' E 312.90 feet to a rear corner of Lot No. 521; thence with another rear line of Lot No. 521, S 65° 13' E 27.70 feet to the rear common corner of Lots Nos. 521 and 522 of Section Five of Armor View Addition and of Lot No. 310 of Section Three of Armor View Addition; thence with the common dividing line between Section Three of Armor View Addition and the property now owned by the Catholic Church, S 65° 13' E 596.52 feet, more or less, to a point in the rear line of Lot No. 237 of the original Armor View Addition; thence with the rear line of a tier of lots facing along the northwesterly side of Upton Drive in the original Armor View Addition, N 48° 40 1/2' E to a point in the southwesterly right-of-way line of Pike Avenue marking the northwesterly corner of Lot No. 214 of the original Armor View Addition; thence running in a southeasterly direction with the southwesterly right-of-way line of Pike Avenue along the meanders thereof to a point marking the easterly rear corner of Lot No. 20 of the original Armor View Addition; thence leaving Pike Avenue and running in a southwesterly direction with the rear lines of Lots Nos. 20, 21, 22 and 23; thence continuing along the same course and crossing a ten-foot alley to the easterly rear corner of Lot No. 24; thence with the rear line of Lots Nos. 24, 25 and 26 to a point in the northeasterly right-of-way line of Wilson Avenue marking the most southerly corner of Lot No. 26; thence crossing Wilson Avenue in a southwesterly direction to the most northerly corner of Lot No. 102 at the point of intersection of the southwesterly right-of-way line of Wilson Avenue with the southeasterly right-of-way line of a ten-foot alley; thence running in a southeasterly direction with the southwesterly right-of-way line of Wilson Avenue to its point of intersection with the northerly right-of-way line of Lincoln Drive; thence crossing Lincoln Drive with the southwesterly right of way line of Wilson Avenue, extended, to a point in the southeasterly right of way line of Lincoln Drive; thence running along right-of-way line of Lincoln Drive N 58° 35' E to a point; thence N 49° 10' E 142 feet, more or less, to a point; thence N 41° 15' E 440 feet, more or less, to a point; thence N 69° E 288 feet, more or less, to a point; thence N 46° 45' E 138 feet, more or less, to a point in the southerly line of Lincoln Drive (Note: thence with several lines of "An order

Section 3. That on the 17th day of November, 19 81, at the hour of 10:00 o'clock a.m., E.S.T., this Commission shall meet in the County Courthouse at Charleston, West Virginia, for the purpose of conducting a public hearing on the enlargement of the district to include additional areas, at which time and place all persons residing in or owning or having any interest in property in the proposed enlarged public service district may appear before this County Commission and shall have an opportunity to be heard for or against the enlargement of said district, and at such hearing this County Commission shall consider and determine the feasibility of the enlargement of the public service district.

Section 4. That the Clerk of the County Commission of Kanawha County, West Virginia is hereby authorized and directed to cause notice of such hearing in substantially the same form hereinafter set out to be posted and published on the 2nd day of November, 19 81, in The Charleston Gazette, said newspaper being of general circulation in the territory embracing the proposed enlarged public service district, and in Kanawha County, West Virginia, said notice to be at least ten days prior to the aforesaid hearing date, as required by law.

Section 5. The form of the notice to be published is as follows:

**NOTICE OF PUBLIC HEARING ON THE
ENLARGEMENT OF THE AREA OF GREEN
VALLEY COMMUNITY PUBLIC SERVICE
DISTRICT**

NOTICE IS HEREBY GIVEN that pursuant to the provisions of Article 13-A, Chapter 16 of the West Virginia Code, and pursuant to the pertinent statutes relative thereto, the County Commission of Kanawha County, West Virginia, upon its own motion, proposes to enlarge the physical, geographical and territorial limit of Green Valley Community Public Service District as created by an Order of the County Commission of Kanawha County, West Virginia (formerly County Court of Kanawha County, West Virginia) dated November 28, 1966, and described as follows:

"Beginning at the underpass on old U. S. 60 east of St. Albans, thence in a westerly direction and with the Chesapeake and Ohio Railroad right-of-way line to the easterly boundary line of the City of St. Albans; thence with said boundary line of the City of St. Albans in a south-westerly direction to a point on the Dry-Ridge Road near Brown's Chapel; thence continuing in a southerly direction to the Washington District boundary line and continuing by the South Charleston City Dump and following the ridge in a north-westerly direction to the place of beginning; all being on the south side of the Chesapeake and Ohio Railroad right-of-way;" and

"Beginning at a point at the low water mark on the south bank of the Kanawha River where it is intersected by the east corporation line of the City of St. Albans; thence with the east corporation line of said City to a point in the main ridge of Kanawha River; thence with the main ridge being also the boundary of what was formerly Jefferson Magisterial District and leaving the said corporate City

limits in an eastern direction to a point on said main ridge where Upton Creek head water intersects; thence with the west bank of Upton Creek to its mouth; thence with the south bank of the Kanawha River to the beginning."

said area sought to be enlarged and included in said Green Valley Community Public Service District being situated in the Magisterial District formerly known as Jefferson District (now known as District Three), Kanawha County, West Virginia, for the purpose of constructing or acquiring by purchase or otherwise, and the maintenance, operation, improvement and extension of public service properties supplying sewage and waste treatment services and facilities and water supply and distribution of services and facilities in the said area sought to be embraced and included in the public service district known as Green Valley Community Public Service District, and to be extended therein as permitted and authorized by law, said area sought to be included to become an integral part of Green Valley Community Public Service District and said area sought to be annexed and included being described and bounded and having the following boundaries:

All that certain area situated in the magisterial district formerly known as Jefferson District (now known as District Three) in Kanawha County, West Virginia, and being more particularly bounded and described as follows:

BEGINNING at a point in the west bank of Upton Creek at the intersection of said Upton Creek and a small branch, said point being the southwesterly corner of a tract of land owned by Charleston Realty Co. and formerly known as Booker Washington Park as shown on a map entitled "Booker Washington Park" made by Clark and Krebs Engineers and filed in the office of the Clerk of the County Court of Kanawha County, West Virginia in Map Book 2 at page 103; thence with several lines of said former Booker Washington

Park S48°-33'E 374.8 feet to a point in the southerly right of way line of the Old Lincoln County Road; thence with the southerly right of way line of said Lincoln County Road S26° - 27' E 319.3 feet to a point; thence S58° - 26' E 107 feet to a point; thence leaving the said Lincoln County Road N48° - 45' E 646 feet more or less to a point in the present boundary line of the City of South Charleston; said point being the most southerly corner of Lot No. 263 of Armor View Addition Section 2 as shown on a map entitled "Armor View Addition Section 2" made by Lilly Engineering and Surveying Co. dated December 1970 filed in the office of the Clerk of the County Court of Kanawha County, West Virginia in Map Book 23 at page 150; thence with the present boundary line of the City of South Charleston and a rear line of Lots No.'s 263 and 264 N51° - 52' W 185.54 feet to a point being the rear common corner of Lots No.'s 263 and 264; thence with the rear line of Lot No. 265, N 2° 05' E 153.47 feet to a point marking the rear common corner of Lots Nos. 265 and 266; thence with the rear line of Lot No. 266, N 25° 51' E 74.72 feet to a point marking the rear common corner of Lots 266 and 267; thence with the rear lines of Lots Nos. 267 and 268, N 48° 34' E 140 feet to a point marking the rear common corner of Lots 268 and 269; thence with part of the rear line of Lot No. 269, N 73° 21' E 40.52 feet to a point marking the rear common corner of Lots Nos. 432 and 433 of Section Four of Armor View Addition; thence leaving Section Two and running with the rear lines of Lots Nos. 432 and 431 of Section Four, N 48° 07' W 165 feet to a point marking the rear common corner of Lots Nos. 430 and 431; thence with the rear line of Lot No. 430, N 37° 30' W 83.19 feet to a point marking the northwesterly rear corner of Lot No. 430; thence continuing in a northwesterly direction, crossing a 12-foot strip of land designated "Reserved" on the map of Section Four of Armor View Addition, to a point marking the southwesterly corner of Lot No. 429 of Section Four; thence with the rear line of Lot No. 429, N 32° 02' W 85.10 feet to a point marking the rear common corner of Lots Nos. 428 and 429; thence with the rear lines of Lots Nos. 428, 427 and 426, N 13° 53' W 180 feet to a point marking the northwesterly corner of Lot No. 426; thence continuing on the same course across a 12-foot reserved strip of land to a point marking the southwesterly corner of Lot No. 425; thence with the rear lines of Lots Nos. 425 and 424, N 18° 53' W 140 feet to a point marking the rear common corner of Lots Nos. 424 and 423; thence with the rear line of Lot No. 423, N 16° 08' W 78.97 feet to a point marking the rear common corner of Lots Nos. 422 and 423; thence with the rear line of Lot No. 422, N 2° 17' W 57.14 feet to a point marking the rear common corner of Lots Nos. 421 and 422; thence with the rear line of Lot No. 421, N 16° 28' W 48 feet to a point marking the rear common corner of Lots No. 420 and 421; thence with the rear line of Lot No. 420, N 11° 48' W 75 feet to a point marking the rear common corner of Lots Nos. 419 and 420; thence with the rear line of Lot No. 419, N 5° 03' W 72 feet to a point marking the rear common corner of Lots Nos. 418 and 419; thence with the rear line of Lot No. 418, N 16° 59' W 40 feet to a point marking the rear common corner of Lots Nos. 417 and 418; thence with the rear line of Lot No. 417, N 28° 59' W 65 feet to a point marking the northwesterly rear corner of Lot No. 417; thence beginning at a point in the northwesterly rear corner of Lots 417 and 601 of Armor view Subdivision; thence N 34° 13' W 174.80 feet, more or less, to the rear common corner of Lots Nos. 603 and 604; thence with the rear lines of Lot No. 606, N 16° 48' W 197.20 feet to one of the rear corners of Lot No. 606; thence with the other rear line of Lot No. 606, the rear lines of Lots Nos. 607, 608 and 609, and a small offset line in Lot No. 610, N 22° 55' E 266.32 feet to a one-inch iron pin marking one corner of Lot No. 610; thence running with a sideline of Lot No. 610, N 71° 05' W 100 feet to an iron pin at the southwesterly rear corner of Lot No. 610; thence with the rear lines of Lots Nos. 610, 611, 612, 613 and 614 N 22° 55' E 393.26 feet to a one-inch iron pin at the rear common corner of Lots Nos. 614, 615; thence with the rear line of Lot No. 615 and one of the rear lines of Lot No. 616, S 59° 05' E 309.15 feet to a three-eighths inch solid pin marking one of the rear corners of Lot No. 616; thence with the other rear line of Lot No. 616 and one of the rear lines of

15' W 30 feet, more or less, to a point in the northwesterly boundary line of Lincoln Drive; thence with said northwesterly boundary line N 46° 45' E 125 feet, more or less, to a point on said boundary line; thence N 8° 11' E 29.38 feet to a point; thence N 9° 23' W 42.14 feet to a point on the north property line of Lot 12, Rock Lake Land Company, Tract No. 1; thence N 19° - 24' W 91 feet, more or less, to a corner of the corporation line (Note: thence with one course and distance of "An order relative to Spring Hill Annexation, recorded in the Circuit Court, Chancery Order Book 78, page 288, entered December 3, 1937"); thence N 70° W 607 feet, to a point in the southern line of the right-of-way of the Chesapeake and Ohio Railway Company right-of-way; said point is the intersection of the west boundary line of the Means addition, extended, formerly the H. C. Thomas place (Note: thence with several lines of "An order relative to the parcel near Upton Creek, recorded in the Circuit Court, Law Order Book 58, page 5, entered December 31, 1945"); thence from the point in the south corporation line of the City of South Charleston, said point being also in the south boundary line of the Chesapeake and Ohio Railway Company's right-of-way and 60 feet from the center line of the west bound main line at or about Station 1681 + 67 of the said Chesapeake and Ohio Railway Company's Track Survey; thence in a southwesterly direction with the south boundary line of the said Chesapeake and Ohio Railway Company's right-of-way 3,600 feet, more or less, to the west bank of Upton Creek at pool stage; thence, leaving the present boundary of the City of South Charleston, up said Upton Creek with its meanderings 3,225 feet more or less to the place of beginning. Containing 131 acres more or less.

All persons residing in or owning or having any interest in property sought to be included in the enlarged public service district known as Green Valley Community Public Service District are hereby notified that the County Commission of Kanawha County will conduct a Public Hearing on the 17th day of November, 19 81, at 10:00 o'clock a.m., E.S.T., in the County Courthouse at Charleston, Kanawha County, West Virginia, at which time and place all interested persons may appear before the County Commission and shall have an opportunity to be heard for and against the enlargement of the said public service district known as Green Valley Community Public Service District.

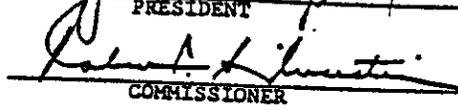
Margaret D. Miller
 Clerk of the County Commission of
 Kanawha County, West Virginia

63 207

Adopted by the County Commission of Kanawha County,
West Virginia, this 27th day of October, 1981.



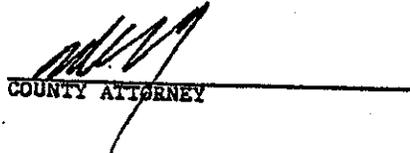
PRESIDENT



COMMISSIONER

COMMISSIONER

APPROVED BY:



COUNTY ATTORNEY

63 793

AT A REGULAR SESSION OF THE COUNTY COMMISSION OF
KANAWHA COUNTY, WEST VIRGINIA, CONTINUED AND HELD FOR SAID
COUNTY AT THE COURTHOUSE THEREOF ON TUESDAY, THE 27th
DAY OF OCTOBER, A.D. 19 81.

IN THE COUNTY COMMISSION OF KANAWHA COUNTY,
WEST VIRGINIA

RE: GREEN VALLEY COMMUNITY PUBLIC SERVICE DISTRICT

ORDER

This day came Theodore H. Ghiz, counsel for
Petitioner, and presented to the Commission a petition for
the enlargement of the area sought to be served by the Green
Valley Community Public Service District pursuant to Article
13A, Chapter 16 of the Code of West Virginia, and moved the
Commission to file said petition, fix a date of hearing on
said enlargement of the area sought to be served.

After due consideration the Commission does accord-
ingly ORDER said petition filed.

Dated this 27th day of OCTOBER 19 81.

Enter: [Signature]
President
[Signature]
Commissioner

Commissioner

Approved by:
[Signature]
County Attorney

Presented By:
[Signature]
Theodore H. Ghiz
Counsel for Petitioner

At A Regular Session of the County Commission of Kanawha County, West Virginia, Continued and Held For Said County at the Courthouse thereof on Tuesday, The 17th Day of November, A.D., 1981.

IN THE COUNTY COMMISSION OF KANAWHA COUNTY, WEST VIRGINIA

Re: Enlargement of Green Valley Community
Public Service District.

ORDER

This cause came on to be heard upon the meeting of this Court to enlarge the size of the Green Valley Community Public Service District previously established by Order of this Commission on November 28, 1966, and enlarged by Order of this Commission on January 26, 1973, as provided for in Chapter 16, Article 13A of the West Virginia Code, as amended, upon notice of hearing duly published and posted according to law, at which hearing held on the 17th day of November, 1981, no protestants appeared; it appearing to the Commission and it so finds that the preservation of public health, comfort and convenience will be promoted by the enlargement of said Green

Valley Community Public Service District, and that all necessary requirements of the law with reference to enlarging public service districts have been complied with.

It is, therefore, ORDERED that, under and by virtue of the authority vested in it pursuant to Chapter 16, Article 13A of the West Virginia Code, as amended, this Commission hereby enlarges the Green Valley Community Public Service District to embrace the following more particularly described area, to-wit:

BEGINNING at a point in the west bank of Upton Creek at the intersection of said Upton Creek and a small branch, said point being the southwesterly corner of a tract of land owned by Charleston Realty Co. and formerly known as Booker Washington Park as shown on a map entitled "Booker Washington Park" made by Clark and Krebbs Engineers and filed in the office of the Clerk of the County Court of Kanawha County, West Virginia in Map Book 2 at page 103; thence with several lines of said former Booker Washington Park S48°-33'E 374.8 feet to a point in the southerly right of way line of the Old Lincoln County Road; thence with the southerly right of way line of said Lincoln County Road S26° - 27' E 319.3 feet to a point; thence S58° - 26' E 107 feet to a point; thence leaving the said Lincoln County Road N48° - 45' E 646 feet more or less to a point in the present boundary line of the City of South Charleston; said point being the most southerly corner of Lot No. 263 of Armor View Addition Section 2 as shown on a map entitled "Armor View Addition Section 2" made by Lilly Engineering and Surveying Co. dated December 1970 filed in the office of the Clerk of the County Court of Kanawha County, West Virginia in Map Book 23 at page 150; thence with the present boundary line of the City of South Charleston and a rear line of Lots No.'s 263 and 264 N51° - 52' W 185.54 feet to a point being the rear common corner of Lots No.'s 264 and 265; thence with the rear line of Lot No. 265, N 2° 05' E 153.47 feet to a point marking the rear common corner of Lots Nos. 265 and 266; thence with the rear line of Lot No. 266, N. 25° 51' E 74.72 feet to a point marking the rear common corner of Lots 266 and 267; thence with the rear lines of Lots Nos. 267 and 268, N 48° 34' E 140 feet to a point marking the rear common corner of Lots 268 and 269; thence with part of the rear line of Lot No. 269, N 73° 21' E 40.52 feet to a point marking the rear common corner of Lots Nos. 432 and 433 of Section Four of Armor View Addition; thence leaving Section Two and running with the rear lines of Lots Nos. 432 and 431 of Section Four, N 48° 07' W 165 feet to a point marking the rear common corner of Lots Nos. 430 and 431; thence with the rear line of Lot No. 430, N 37° 30' W 83.19 feet to a point marking the northwesterly rear corner of Lot No. 430; thence continuing in a northwesterly direction, crossing a 12-foot strip of land designated "Reserved" on the map of Section Four of Armor View Addition, to a point marking the southwesterly corner of Lot No. 429 of Section Four;

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thence with the rear line of Lot No. 429, N 32° 02' W 85.10 feet to a point marking the rear common corner of Lots Nos. 428 and 429; thence with the rear lines of Lots Nos. 428, 427 and 426, N 18° 53' W 180 feet to a point marking the northwesterly corner of Lot No. 426; thence continuing on the same course across a 12-foot reserved strip of land to a point marking the southwesterly corner of Lot No. 425; thence with the rear lines of Lots Nos. 425 and 424, N 18° 53' W 140 feet to a point marking the rear common corner of Lots Nos. 424 and 423; thence with the rear line of Lot No. 423, N 16° 08' W 78.97 feet to a point marking the rear common corner of Lots Nos. 422 and 423; thence with the rear line of Lot No. 422, N 2° 17' W 57.14 feet to a point marking the rear common corner of Lots Nos. 421 and 422; thence with the rear line of Lot No. 421, N 16° 28' W 48 feet to a point marking the rear common corner of Lots No. 420 and 421; thence with the rear line of Lot No. 420, N 11° 48' W 75 feet to a point marking the rear common corner of Lots Nos. 419 and 420; thence with the rear line of Lot No. 419, N 6° 03' W 72 feet to a point marking the rear common corner of Lots Nos. 418 and 419; thence with the rear line of Lot No. 418, N 16° 59' W 40 feet to a point marking the rear common corner of Lots Nos. 417 and 418; thence with the rear line of Lot No. 417, N 28° 59' W 65 feet to a point marking the northwesterly rear corner of Lot No. 417; thence beginning at a point in the northwesterly rear corner of Lots 417 and 601 of Armor view Subdivision; thence N 34° 13' W 174.80 feet, more or less, to the rear common corner of Lots Nos. 603 and 604; thence with the rear lines of Lot No. 606, N 16° 43' W 197.20 feet to one of the rear corners of Lot No. 606; thence with the other rear line of Lot No. 606, the rear lines of Lots Nos. 607, 608 and 609, and a small offset line in Lot No. 610, N 22° 55' E 266.32 feet to a one-inch iron pin marking one corner of Lot No. 610; thence running with a sideline of Lot No. 610, N 71° 05' W 100 feet to an iron pin at the southwesterly rear corner of Lot No. 610; thence with the rear lines of Lots Nos. 610, 611, 612, 613 and 614 N 22° 55' E 393.28 feet to a one-inch iron pin at the rear common corner of Lots Nos. 614, 615; thence with the rear line of Lot No. 615 and one of the rear lines of Lot No. 616, S 59° 05' E 309.15 feet to a three-eighths inch solid pin marking one of the rear corners of Lot No. 616; thence with the other rear line of Lot No. 616 and one of the rear lines of Lot No. 617, S 22° 55' W 100 feet to one of the rear corners of Lot No. 617; thence with the other rear line of Lot No. 617 and one of the rear lines of Lot No. 618, S 65° 57' E 156.34 feet to one of the rear corners of Lot No. 618; thence with the other rear line of Lot No. 618 and the rear lines of Lots Nos. 619, 620, 621 and 622, S 39° 59' W 347 feet to the rear common corner of Lots Nos. 622 and 623; thence with the rear common lines of Lots Nos. 623, 624, 625, 626 and 627 S 39° 46' E 187 feet, more or less, to a point in the rear line of Lot 627; thence with the rear lines of Lots Nos. 512 and 513 and with the southwesterly right-of-way line of Staunton Avenue, S 39° 46' E 83 feet to a point in the rear line of Lot No. 513. Thence N 56° 17' E, a distance of 15.08 feet to the rear line of Lot No. 701. Thence N 49° 56' E, a distance of 409.07 feet to the rear common corner of Lots No. 706 and 707. Thence S 33° 12' E, a distance of 129.36 feet to the rear corner of Lot No. 707. Thence N 80° 24' E, a distance of 21.36 feet to a pin on the exterior boundary line of Section Seven. Thence S 24° - 08' W a distance of 142.00 feet plus or minus to a point; Thence S 24° 08' W, a distance of 418.28 feet to a pin by a pine, being the rear common corner of Lots No. 711 and 712.

Thence with the rear lines of Lots Nos. 517, 518, 519, 520 and one rear line of Lot No. 521, S 26° 51' E 312.90 feet to a rear corner of Lot No. 521; thence with another rear line of Lot No. 521, S 65° 13' E 27.70 feet to the rear common corner of Lots Nos. 521 and 522 of Section Five of Armor View Addition and of Lot No. 310 of Section Three of

Armor View Addition; thence with the common dividing line between Section Three of
 Armor View Addition and the property now owned by the Catholic Church, S 65° 13' E
 596.52 feet, more or less, to a point in the rear line of Lot No. 237 of the original Armor
 View Addition; thence with the rear line of a tier of lots facing along the northwesterly
 side of Upton Drive in the original Armor View Addition, N 43° 40 1/2' E to a point in
 the southwesterly right-of-way line of Pike Avenue marking the northwesterly corner of
 Lot No. 214 of the original Armor View Addition; thence running in a southeasterly
 direction with the southwesterly right-of-way line of Pike Avenue along the meanders
 thereof to a point marking the easterly rear corner of Lot No. 20 of the original Armor
 View Addition; thence leaving Pike Avenue and running in a southwesterly direction with
 the rear lines of Lots Nos. 20, 21, 22 and 23; thence continuing along the same course and
 crossing a ten-foot alley to the easterly rear corner of Lot No. 24; thence with the rear
 line of Lots Nos. 24, 25 and 26 to a point in the northeasterly right-of-way line of Wilson
 Avenue marking the most southerly corner of Lot No. 26; thence crossing Wilson Avenue
 in a southwesterly direction to the most northerly corner of Lot No. 102 at the point of
 intersection of the southwesterly right-of-way line of Wilson Avenue with the
 southeasterly right-of-way line of a ten-foot alley; thence running in a southeasterly
 direction with the southwesterly right-of-way line of Wilson Avenue to its point of
 intersection with the northerly right-of-way line of Lincoln Drive; thence crossing Lincoln
 Drive with the southwesterly right of way line of Wilson Avenue, extended, to a point in
 the southeasterly right of way line of Lincoln Drive; thence running along right-of-way
 line of Lincoln Drive N 58° 35' E to a point; thence N 49° 10' E 142 feet, more or
 less, to a point; thence N 41° 15' E 440 feet, more or less, to a point; thence N 69° E
 288 feet, more or less, to a point; thence N 46° 45' E 138 feet, more or less, to a point
 in the southerly line of Lincoln Drive (Note: thence with several lines of "An order
 relative to Spring Hill Underpass, and adjoining area, recorded in the Circuit Court, Law
 Order Book 6, page 87 and page 156, entered 15th day of February, 1963); thence N 43°
 15' W 30 feet, more or less, to a point in the northwesterly boundary line of Lincoln Drive;
 thence with said northwesterly boundary line N 46° 45' E 125 feet, more or less, to a
 point on said boundary line; thence N 8° 11' E 29.38 feet to a point; thence N 3° 23' W
 42.14 feet to a point on the north property line of Lot 12, Rock Lake Land Company,
 Tract No. 1; thence N 19° - 24' W 91 feet, more or less, to a corner of the corporation
 line (Note: thence with one course and distance of "An order relative to Spring Hill
 Annexation, recorded in the Circuit Court, Chancery Order Book 78, page 288, entered
 December 3, 1937"); thence N 70° W 607 feet, to a point in the southern line of the
 right-of-way of the Chesapeake and Ohio Railway Company right-of-way, said point is the
 intersection of the west boundary line of the Means addition, extended, formerly the H. C.
 Thomas place (Note: thence with several lines of "An order relative to the parcel near
 Upton Creek, recorded in the Circuit Court, Law Order Book 58, page 5, entered
 December 31, 1945"); thence from the point in the south corporation line of the City of
 South Charleston, said point being also in the south boundary line of the Chesapeake and
 Ohio Railway Company's right-of-way and 60 feet from the center line of the west bound
 main line at or about Station 1681 + 67 of the said Chesapeake and Ohio Railway
 Company's Track Survey; thence in a southwesterly direction with the south boundary line
 of the said Chesapeake and Ohio Railway Company's right-of-way 3,600 feet, more or
 less, to the west bank of Upton Creek at pool stage; thence, leaving the present boundary
 of the City of South Charleston, up said Upton Creek with its meanderings 3,225 feet
 more or less to the place of beginning. Containing 131 acres more or less.

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and being shown on a map attached hereto, made a part hereof, and recorded herewith.

And it is further ORDERED that the affidavit of publication of the Notice of the Hearing for and against said proposed enlargement hereinbefore mentioned be and the same is hereby filed; that each of the members of the Board of said District be furnished with a certified copy of this Order, and that said Board of said District be responsible for the cost of advertising the Notice of the Hearing.

Margaret D. Miller
Clerk of the County Commission of
Kanawha County, West Virginia

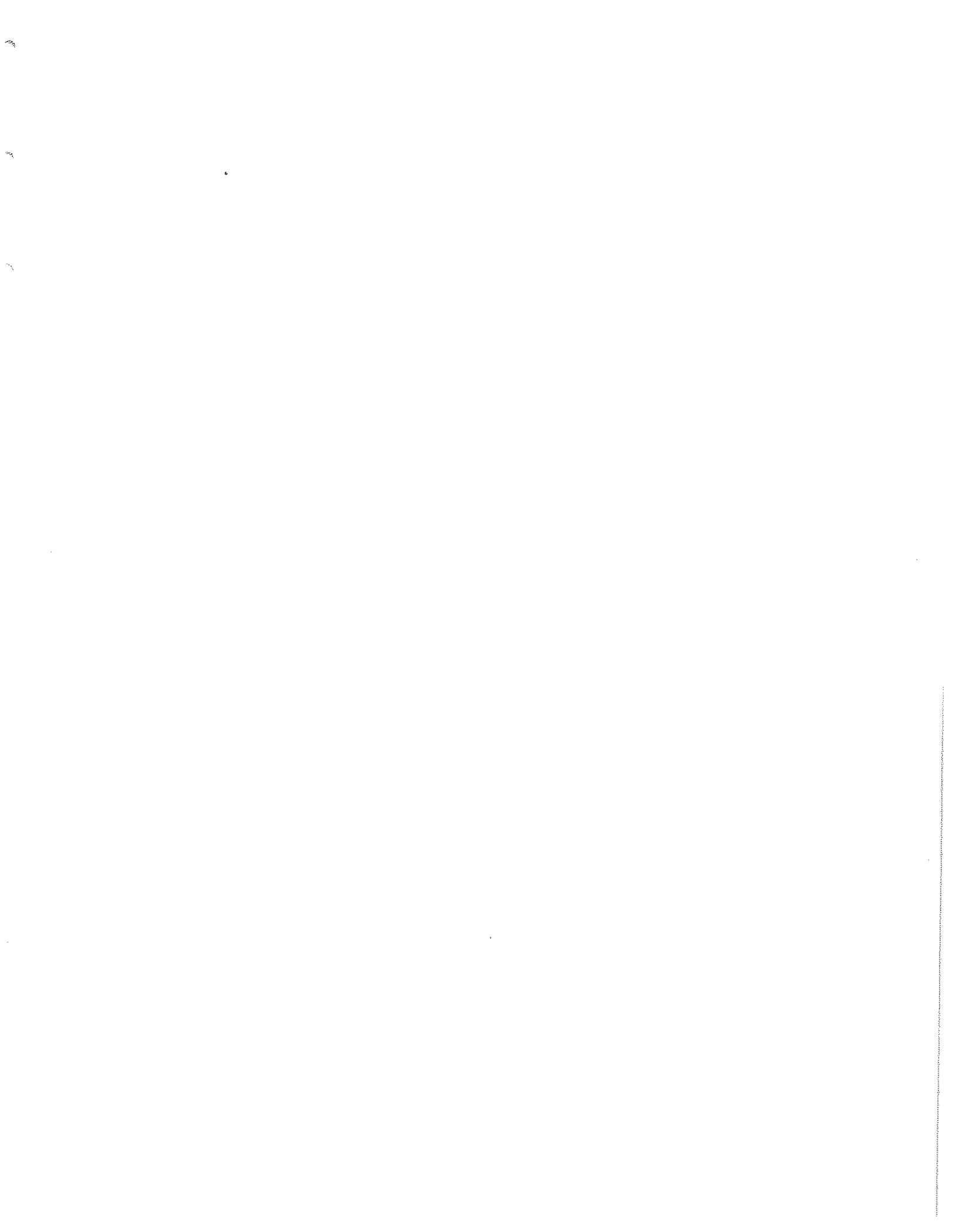
Adopted by the County Commission of Kanawha County,
West Virginia, this 17th day of November, 1981.

Alfred L. Shepard
Alfred L. Shepard, President

Robert F. Silverstein
Robert F. Silverstein, Commissioner

Henry C. Shores
Henry C. Shores, Commissioner

Approved by:
[Signature]
County Attorney



At a Regular Session of the County Commission of Kanawha County, West Virginia, held at the Courthouse thereof, on the 3rd day of April, 1997, the following order was made and entered:

SUBJECT: GREEN VALLEY COMMUNITY PUBLIC SERVICE DISTRICT -
REAPPOINTMENT OF ALEXANDER FORTSON AND BETTY THOMPSON

The following motion was offered by W. Kent Carper,
Commissioner:

The County Commission of Kanawha County, West Virginia, having been apprised of the expiration of the term on December 1, 1994 of Alexander Fortson, a member of the Green Valley Community Public Service District, doth ORDER that Alexander Fortson, 7025 Chesapeake Avenue, St. Albans, WV 25177, be reappointed to the Green Valley Community Public Service District for a term beginning December 1, 1994 and expiring December 1, 2000.

Further, the County Commission of Kanawha County, West Virginia, having been apprised of the expiration of the term on December 1, 1996 of Betty Thompson, a member of the Green Valley Community Public Service District, doth ORDER that Betty Thompson, 103-1/2 Faulkner Street, St. Albans, WV 25177, be reappointed to the Green Valley Community Public Service District for a term beginning December 1, 1996 and expiring December 1, 2002.

It is further ORDERED that the said Alexander Fortson and Betty Thompson shall appear at the Office of the County Commission and shall qualify by taking the oath of office as required by Chapter 16, Article 13A, Section 3, of the Code of West Virginia, 1931, as amended.

The adoption of the foregoing motion having been moved by

W. Kent Carper, Commissioner, and duly seconded by

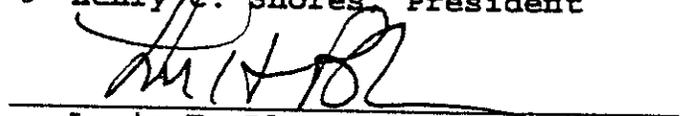
Louis H. Bloom, Commissioner, the vote thereon was as

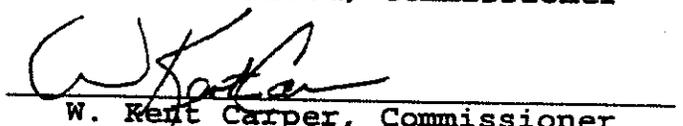
follows:

Henry C. Shores, President	<u>Aye</u>
Louis H. Bloom, Commissioner	<u>Aye</u>
W. Kent Carper, Commissioner	<u>Aye</u>

WHEREUPON, Henry C. Shores, President, declared said motion duly adopted; and it is therefore ADJUDGED and ORDERED that said motion be and the same is hereby adopted.


Henry C. Shores, President


Louis H. Bloom, Commissioner


W. Kent Carper, Commissioner

Approved By: 
County Attorney

NO. 726 P. 2/4
Bd Book
P. Barker
Dally Shepherd
J. M. Plankin

At a Regular Session of the County Commission of Kanawha County, West Virginia, held at the Courthouse thereof, on the 20th day of July, 2000, the following order was made and entered:

SUBJECT: REAPPOINTMENT OF HAROLD DEAN TOLBERT TO THE GREEN VALLEY COMMUNITY PUBLIC SERVICE DISTRICT

The following motion was offered by Henry C. Shores
Commissioner :

The County Commission of Kanawha County, West Virginia, having been apprised of the expiration of the term of Harold Dean Tolbert, a member of the Green Valley Community Public Service District, doth ORDER that Harold Dean Tolbert, 3115 Georges Drive, St. Albans, West Virginia 25177, be reappointed to the Green Valley Community Public Service District for a term expiring December 1, 2004.

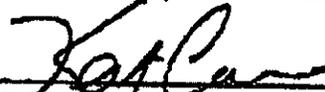
It is further ORDERED that the said Harold Dean Tolbert shall appear at the office of the County Commission and shall qualify by taking the oath of office as required in Chapter 16, Article 13A, Section 3, of the Code of West Virginia, 1931, as amended.

The adoption of the foregoing motion having been moved by Henry C. Shores, Commissioner, and duly seconded by W. Kent Carper, Commissioner, the vote thereon was as follows:

W. Kent Carper, President	<u>Aye</u>
Louis H. Bloom, Commissioner	<u>Absent</u>
Henry C. Shores, Commissioner	<u>Aye</u>

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WHEREUPON, W. Kent Carper, President declared said motion duly adopted; and it is therefore ADJUDGED and ORDERED that said motion be, and the same is hereby adopted.



W. Kent Carper, President

Louis H. Bloom, Commissioner


Henry C. Shores, Commissioner

Approved By: 

County Attorney

At a Regular Session of the County Commission of Kanawha County, West Virginia, held at the Courthouse thereof on the 7th day of December, 2000, the following order was made and entered:

SUBJECT: GREEN VALLEY PUBLIC SERVICE DISTRICT - APPOINTMENT OF EUGENE MOSS TO REPLACE ALEXANDER FORTSON

The following motion was offered by Louis H. Bloom Commissioner:

The County Commission of Kanawha County, West Virginia, having been apprised of the resignation of Alexander Fortson, a member of the Green Valley Public Service District, doth ORDER that Eugene Moss, 6916 MacCorkle Avenue, St. Albans, West Virginia 25177, be appointed to the Green Valley Public Service District for a term expiring December 1, 2006.

It is further ORDERED that the said Eugene Moss shall appear at the Office of the County Commission and shall qualify by taking the oath of office as required in Chapter 16, Article 13A, Section 3, of the Code of West Virginia, 1931, as amended.

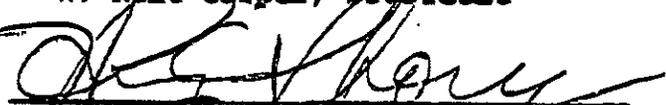
The adoption of the foregoing motion having been moved by Louis H. Bloom, Commissioner, and duly seconded by Henry C. Shores, Commissioner, the vote thereon was as follows:

- W. Kent Carper, President Ave
- Henry C. Shores, Commissioner Ave
- Louis H. Bloom, Commissioner Ave

WHEREUPON, W. Kent Carper, President, declared said motion duly adopted; and it is therefore ADJUDGED and ORDERED that said motion be and the same is hereby adopted.



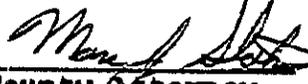
 W. Kent Carper, President



 Henry C. Shores, Commissioner



 Louis H. Bloom, Commissioner

Approved By: 
County Attorney

OFFICER'S OATH

THE STATE OF WEST VIRGINIA, KANAWHA COUNTY, TO WIT:

I, Betty Thompson, having been duly reappointed to
the office of Green Valley Community Public Service District

do solemnly swear that I will support the Constitution of the United States and the Constitution of this State,
and that I will truly and faithfully discharge all the duties of said office, during my continuance therein, to the
best of my skill and judgment, so help me, God.

Betty Thompson

Subscribed and sworn to before the undersigned, Commissioner of said county, this 3rd day
of April, 19 97.

John A. Jones
County Commissioner

ADD - 201-8610

OFFICER'S OATH

THE STATE OF WEST VIRGINIA, KANAWHA COUNTY, TO WIT:

I, Eugene Moss, having been duly appointed to
the office of Board of the Green Valley Public Service District

do solemnly swear that I will support the Constitution of the United States and the Constitution of this State,
and that I will truly and faithfully discharge all the duties of said office, during my continuance therein, to the
best of my skill and judgment, so help me, God.

Subscribed and sworn to before the undersigned, Commissioner of said county, this 7th
day of December, 192000

Eugene Moss
County Commissioner

4B

OFFICER'S OATH

STATE OF WEST VIRGINIA, KANAWHA COUNTY, TO WIT:

I, Harold Dean Tolbert, having been duly reappointed to office of Green Valley Community Public Service District

solemnly swear that I will support the Constitution of the United States and Constitution of this State and that I will truly and faithfully discharge all duties of said office, during my continuance therein, to the best of my skill judgement, so help me, God.

Harold D. Tolbert
Signature

Subscribed and sworn to before the undersigned, Notary Public of said county, this 20th day of July 18 2000.

Seal

[Signature]
Notary Public
Commissioner

4C

RULES OF PROCEDURE

GREEN VALLEY COMMUNITY PUBLIC SERVICE DISTRICT

ARTICLE I

NAME AND PLACE OF BUSINESS

Section 1. The name of this Public Service District shall be GREEN VALLEY COMMUNITY PUBLIC SERVICE DISTRICT (the "District").

Section 2. The principal office of the District will be located in South Charleston, West Virginia.

Section 3. The official seal of the District shall consist of 2 concentric circles between which circles shall be inscribed Green Valley Community Public Service District, and in the center "seal" as follows:

Section 4. The fiscal year of the District shall begin on the 1st day of July in each year and shall end on June 30 of the following year.

ARTICLE II

PURPOSE

Section 1. The District is organized and operated exclusively for the purposes set forth in Chapter 16, Article 13A of the Code of West Virginia, 1931, as amended (the "Act").

ARTICLE III

MEMBERSHIP

Section 1. The members of the Public Service Board of the District (the "Board") shall be those persons appointed by The County Commission of Kanawha County, West Virginia (the "County Commission"), or otherwise appointed pursuant to the Act, who shall serve for such terms as may be specified in the order of the County Commission or otherwise.

Section 2. Should any member of the Board resign or otherwise become legally disqualified to serve as a member of the Board, the District shall immediately notify the County Commission or other entity provided under the Act and request the appointment of a qualified person to fill such vacancy. Prior to the end of the term of any member of the Board, the District shall notify the County Commission or other entity provided under the Act of the pending termination and request the County Commission or other entity provided under the Act to enter an order of appointment or re-appointment to maintain a fully qualified membership of the Board.

Section 3. The District shall provide to the Public Service Commission of West Virginia, within 30 days of the appointment, the following information: the new board member's name, home address, home and office phone numbers, date of appointment, length of term, who the new member replaces and if the new appointee has previously served on the board, and such other information required under the Act.

Section 4. Each board member shall, within 6 months of taking office, successfully complete the training program established and administered by the Public Service Commission of West Virginia in conjunction with the West Virginia Division of Environmental Protection and the West Virginia Bureau for Public Health.

Section 5. Board members shall not be or become pecuniarily interested, directly or indirectly, in the proceeds of any contract or service, or in furnishing any supplies or materials to the District, nor shall a former board member be hired by the District in any capacity within a minimum of 12 months after such board member's term has expired or after such board member has resigned from the Board.

Section 6. Salaries of the board members shall be established as provided in Chapter 16, Article 13A, Section 4 of the Act. The District shall certify the number of customers served to the Public Service Commission of West Virginia on the first day of July each year. Board members may be reimbursed for all reasonable and necessary expenses actually incurred in the performance of their duties.

Section 7. The members of the Board are not personally liable or responsible for any obligations of the District or the Board but are answerable only for willful misconduct in the performance of their duties.

ARTICLE IV

MEETINGS OF THE BOARD

Section 1. The members of the Board shall hold regular monthly meetings on such days of each month and at such place and hour as the members shall determine from time to time. If the day stated shall fall on a legal holiday, the meeting shall be held on the following day. Special meetings of the Board may be called at any time by the Chairperson or by a quorum of the Board.

Section 2. At any meeting of the Board, a majority of the members of the Board shall constitute a quorum. Each member of the Board shall have one vote at any meeting and if a quorum is not present, those present may adjourn the meeting to a later date.

Section 3. Unless otherwise waived, notice to members of regular meetings shall be by letter or telephone. Unless otherwise waived, notice to members of each special meeting shall be by letter or telephone not less than 48 hours before the date fixed for such special meeting. The notice of any special meeting shall state briefly the purposes of such meeting and the nature of the business to be transacted at such meeting, and no business other than that stated in the notice shall be transacted at such special meeting.

Section 4. Pursuant to Chapter 6, Article 9A, Section 3 of the Code of West Virginia, 1931, as amended, notice of the date, time, place and agenda of all regularly scheduled meetings of the Board, and the date, time, place and purpose of all special meetings of the Board, shall be made available, in advance, to the public and news media as follows:

Rule No. 1. Notice of Regularly Scheduled Meetings. Immediately after adoption of these Rules of Procedure and in July of each year thereafter, the Board shall instruct the Secretary to, and the Secretary shall, post, and leave posted throughout the year to which it applies, at the regular meeting place of the Board and at the Kanawha County Courthouse, where notices customarily are posted, a notice setting forth the date, time and place of the Board's regularly scheduled meetings for the ensuing year. In addition, a copy of the agenda for each regularly scheduled meeting shall also be posted at the same location by the Secretary not less than 48 hours before such regular meeting is to be held.

The Board shall also instruct the Secretary to, and the Secretary shall, distribute to each of the newspapers and other news media listed below a notice identical to that posted:

<u>News Media</u>	<u>Address</u>
Charleston Gazette	1001 Virginia Street, East Charleston, WV 25301
Charleston Daily Mail	1001 Virginia Street, East Charleston, WV 25301

A notice shall be considered distributed to a news medium when it has been addressed to such news medium at the address listed above, or at such other address as the news medium has in writing requested be used, marked or stamped with first class postage and deposited in the United States mail. In July of each year after the adoption of these Rules of Procedure, the Board shall review the above list and shall amend such list as needed, in the opinion of the Board, to reflect properly all the newspapers and other news media that customarily cover news of the area served by the Board. In addition, a copy of the agenda for each regularly scheduled meeting shall also be distributed to the news media by the Secretary not less than 48 hours before such regular meeting is to be held.

In the event of any modification to the date, time, place or agenda of a regularly scheduled meeting of the Board, notice of such modification shall immediately be given to the public and news media by posting at the places and distributing to the news media in the manner set forth above. A copy of the notice of such modification shall be attached to and made a part of the minutes of the meeting for which such notice was given.

Rule No. 2. Notice of Special Meetings. Not less than 48 hours prior to the date set for any special meeting of the Board, the Board shall instruct the Secretary to, and the Secretary shall, post at the regular meeting place of the Board and at the Kanawha County Courthouse, where notices customarily are posted, a notice setting forth the date, time, place and purpose or purposes of such special meeting. Business at such special meeting shall be limited to the purpose or purposes specified in said notice.

As soon as practical after the posting of said notice, but not less than 48 hours prior to the date set for such special meeting, the Secretary shall distribute to each of the newspapers and other news media listed in Rule No. 1 hereof, a notice identical to that posted. Amendments made to such news media list, as provided for in said Rule No. 1, shall be incorporated by reference in this Rule No. 2. A notice shall be considered distributed to a news medium when it has been addressed to such news medium at the address listed in said Rule No. 1, or at such other address as the news medium has in writing requested be used, marked or stamped with first class postage and deposited in the United States mail.

A copy of such notice posted and distributed pursuant to this Rule No. 2 shall be attached to and made a part of the minutes of the meeting for which such notice was given.

Rule No. 3. Emergency Meetings. The Board may hold a meeting without providing the notice to the public and news media required by Rule No. 1 and Rule No. 2 hereof only in the event of an emergency requiring immediate official action. The existence for such an emergency requiring immediate official action shall be determined by the Board and shall be attested to in a certificate by the Secretary describing such emergency and setting forth the reason or reasons immediate official action is required, which certificate shall be attached to and made a part of the minutes of such emergency meeting.

Rule No. 4. Executive Sessions. The Board may hold an executive session during a regular, special or emergency meeting in accordance with Chapter 6, Article 9A, Section 4 of the Code of West Virginia, 1931, as amended. During the open portion of the meeting, prior to convening an executive session, the Chairperson shall identify the authorization under Chapter 6, Article 9A, Section 4 of the Code of West Virginia, 1931, as amended, for holding the executive session and present it to the Board and to the general public, but no decision may be made in the executive session. An executive session may be held only upon a majority affirmative vote of the Board members present. The Board may hold an executive session and exclude the public only when a closed session is required for any of the actions permitted under Chapter 6, Article 9A, Section 4 of the Code of West Virginia, 1931, as amended.

Rule No. 5. Minutes. The Board shall provide for the preparation of written minutes of all of its meetings. Subject to the exceptions set forth in Chapter 6, Article 9A, Section 4 of the Code of West Virginia, 1931, as amended, minutes of all meetings except minutes of executive sessions, if any are taken, shall be available to the public within a reasonable time after the meeting and shall include, at least, the following information:

- (1) The date, time and place of the meeting;
- (2) The name of each Board member present and absent;
- (3) All motions, proposals, resolutions, orders, ordinances and measures proposed, the name of the person proposing the same and their disposition; and
- (4) The results of all votes and, upon the request of a Board member, the vote of each Board member, by name.

Rule No. 6. No Actions by Reference. Except as otherwise expressly provided by law, the Board may not deliberate, vote, or otherwise take official action upon any matter by reference to a letter, number or other designation or other secret device or method, which may render it difficult for persons attending a meeting to understand what is being deliberated, voted or acted upon. However, this rule does not prohibit the Board from deliberating, voting

or otherwise taking action by reference to an agenda, if copies of the agenda, sufficiently worded to enable the public to understand what is being deliberated, voted or acted upon, are available for public inspection at the meeting. The Board may not vote by secret or written ballot.

Rule No. 7. Broadcasting of Meetings. Except as otherwise provided in this rule, any radio or television station is entitled to broadcast all or any part of a Board meeting required to be open. The Board may regulate the placement and use of equipment necessary for broadcasting, photographing, filming or recording a meeting, so as to prevent undue interference with the meeting. The Board shall allow the equipment to be placed within the meeting room in such a way as to permit its intended use, and the ordinary use of the equipment may not be declared to constitute undue interference; provided, that if the Board, in good faith, determines that the size of the meeting room is such that all the members of the public present and the equipment and personnel necessary for broadcasting, photographing, filming and tape-recording the meeting cannot be accommodated in the meeting room without unduly interfering with the meeting and an adequate alternative meeting room is not readily available, then the Board, acting in good faith and consistent with the purposes of this rule, may require the pooling of the equipment and the personnel operating it.

Rule No. 8. Telephonic Meetings. Board meetings may be held by telephone conference or other electronic means. All Board members participating by telephone or other electronic means must be audible to all those personally present.

Section 5. All meetings of any committee of the Board shall be subject to the Rules of Procedure set forth in Section 4 above.

ARTICLE V

OFFICERS

Section 1. The officers of the Board shall be a Chairperson, Secretary and Treasurer. The Chairperson shall be elected from the members of the Board. The Secretary and Treasurer need not be members of the Board.

Section 2. The officers of the Board shall be elected each year by the members at the first meeting after the first day of January of each year. The officers so elected shall serve until the next annual election by the membership and until their successors are duly elected and qualified. Any vacancy occurring among the officers shall be filled by the members of the Board at a regular or special meeting. Persons selected to fill vacancies shall serve until the

next annual organizational meeting of the Board when their successors shall be elected as hereinabove provided.

ARTICLE VI

DUTIES OF OFFICERS

Section 1. When present, the Chairperson shall preside as Chairperson at all meetings of the Board. He/She shall, together with the Secretary, sign the minutes of all meetings at which he/she shall preside. He/She shall attend generally to the executive business of the Board and exercise such powers as may be conferred upon him/her by the Board, by these Rules of Procedure, or prescribed by law. He/She shall execute, and if necessary, acknowledge for record, any deeds, deeds of trust, contracts, notes, bonds, agreements, or other documents necessary, requisite, proper or convenient to be executed by or on behalf of the Board when and if directed by the members of the Board.

Section 2. If the Chairperson is absent from any meeting, the remaining members of the Board shall select a temporary chairperson.

Section 3. The Secretary shall keep a record of all proceedings of the Board which shall be available for inspection as other public records. Duplicate records shall be filed with the County Commission and shall include the minutes of all Board meetings. He/She shall, together with the Chairperson, sign the minutes of the meetings at which he/she is present. The Secretary shall have charge of the minute book, be the custodian of deeds and other documents and papers of the Board. He/She shall also perform such other duties as may be required of him/her by law or as may be conferred upon him/her from time to time by the members of the Board.

Section 4. The Treasurer shall be the lawful custodian of all funds of the District and shall pay same out on orders authorized or approved by the Board. The Treasurer shall keep or cause to be kept proper and accurate books of accounts and proper receipts and vouchers for all disbursements made by or through him/her and shall prepare and submit such reports and statements of the financial condition of the Board as the members may from time to time prescribe. The Treasurer shall keep and preserve all financial records of the District for 10 years and shall at all times have such records readily available for public inspection. At the end of his/her term of office, the Treasurer shall promptly deliver all financial records of the District to his successor in office. He/She shall also perform such other duties as may be required of him/her by law or as may be conferred upon him/her from time to time by the members of the Board. The Treasurer shall furnish bond in an amount to be fixed by the Board for the use and benefit of the District.

Section 5. No money may be paid out by the District except upon an order signed by the Chairperson and Secretary, or such other person or persons authorized by the Chairperson or the Secretary, as the case may be, to sign such orders on their behalf. Each order for the payment of money shall specify the purposes for which the amount thereof is to be paid, with sufficient clearness to indicate the purpose for which the order is issued, and there shall be endorsed thereon the name of the particular fund out of which it is payable and it shall be payable from the fund constituted for such purpose, and no other. All such orders shall be reflected in the minutes of the next meeting of the Board.

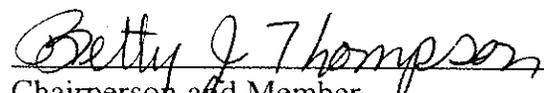
Section 6. The members and officers of the Board shall make available to the County Commission, at all times, all of its books and records pertaining to the District's operation, finances and affairs, for inspection and audit.

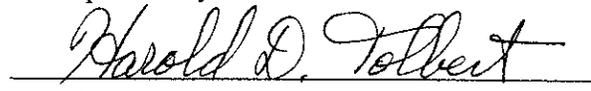
ARTICLE VII

AMENDMENTS TO RULES OF PROCEDURE

Section 1. These Rules of Procedure may be altered, changed, amended or added to at any regular or special meeting of the Board when a quorum is present and a majority of those present vote for the alteration, change, amendment or addition; but no such alteration, change, amendment or addition shall be made at any special meeting unless notice of the intention to propose such alteration, change, amendment or addition and a clear statement of the substance thereof be included in the written notice calling such special meeting.

Adopted this 5th day of July, 2000.


Chairperson and Member


Member

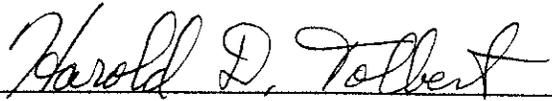
Member

CERTIFICATION

Certified a true copy of the Rules of Procedure duly adopted by the Board of Green Valley Community Public Service District on July 5, 2000.

Dated this 7th day of September, 2000.

[SEAL]


Secretary

08/23/00
001487/00301

GREEN VALLEY COMMUNITY PUBLIC SERVICE DISTRICT
SEWER REFUNDING REVENUE BONDS, SERIES 2001 A

MINUTES OF ORGANIZATIONAL MEETING

The undersigned duly appointed Secretary of the Public Service Board of Green Valley Community Public Service District hereby certifies that the following is a true and correct excerpt of the minutes of a special meeting of said Public Service Board:

The Public Service Board of Green Valley Community Public Service District met in special session, pursuant to notice duly posted, on the 7th day of September, 2001, in South Charleston, West Virginia, at the hour of 9:00 a.m.

PRESENT:	Betty Thompson	-	Chairperson and Member
	Harold Dean Tolbert	-	Secretary - Treasurer and Member
	Eugene Moss	-	Member
	Robert Rodecker	-	Counsel to District
	James Kelsh	-	Counsel to District
	Samme Gee	-	Bond Counsel

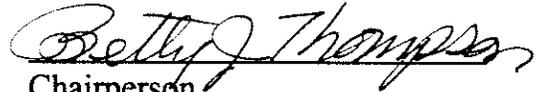
ABSENT: None

Betty Thompson, Chairperson, presided, and Harold Dean Tolbert acted as Secretary. The Chairperson announced that a quorum of members was present and that the meeting was open for any business properly before it.

Thereupon, following nomination and vote for each office, the following members were elected to the following offices for 2001:

Betty Thompson	-	Chairperson
Harold Dean Tolbert	-	Secretary-Treasurer

There being no further business to come before the meeting, on motion duly made and seconded, it was unanimously ordered that the meeting adjourn.

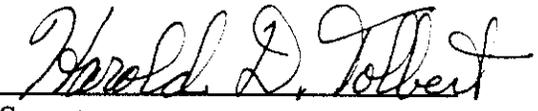

Chairperson


Secretary

CERTIFICATION

I hereby certify that the foregoing action of Green Valley Community Public Service District remains in full force and effect and has not been amended, rescinded, superseded, repealed or changed.

WITNESS my signature on this 13th day of September, 2001.


Secretary

09/05/01
001487/00304

PUBLIC SERVICE COMMISSION
OF WEST VIRGINIA
CHARLESTON

CERTIFICATION OF TRUE COPY

I, Sandra Squire, Executive Secretary of the Public Service Commission of West Virginia, certify that the attached is a true copy of the September 4, 2001, Commission Order, in Case No. 01-1026-PSD-C, Green Valley Community Public Service District, as appears on file and of record in this office.

Given under my hand and the seal of the Public Service Commission of West Virginia, in the City of Charleston, Kanawha County, this 5th day of September, 2001.



Sandra Squire
Executive Secretary

SS's
Encl.

**PUBLIC SERVICE COMMISSION
OF WEST VIRGINIA
CHARLESTON**

At a session of the PUBLIC SERVICE COMMISSION OF WEST VIRGINIA in the City of Charleston on the 4th day of September, 2001.

CASE NO. 01-1026-PSD-PC

**GREEN VALLEY COMMUNITY PUBLIC
SERVICE DISTRICT, a public utility.**

Petition for consent and approval of borrowing in order to prepay funds required to redeem the Series A Bonds.

COMMISSION ORDER

On July 31, 2001, the Commission received a "Petition for Consent and Approval of Borrowing, For the Commission to Retain This Matter and For Expedited Treatment" from the Green Valley Community Public Service District (District). The District set forth its current outstanding debt in the form of bonds and loans and requested consent and approval of borrowing to prepay funds required to redeem its Series A Bonds. The District noted that to be able to obtain benefits for the proposed refinancing it must receive a final Commission order by September 4, 2001. The District requested expedited treatment.

On August 14, 2001, the Commission received the "Initial and Final Joint Staff Memorandum" which contained Commission Staff's analysis of the request by the District. Commission Staff recommended approval as requested by the District.

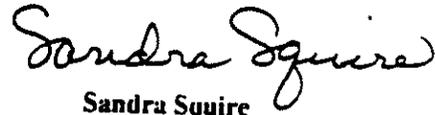
The District filed a letter, by counsel, on August 28, 2001. Therein, the District provided additional details regarding the bond refinancing. However, the August 28, 2001, filing did not modify the amounts or terms of the loan for which approval was originally requested.

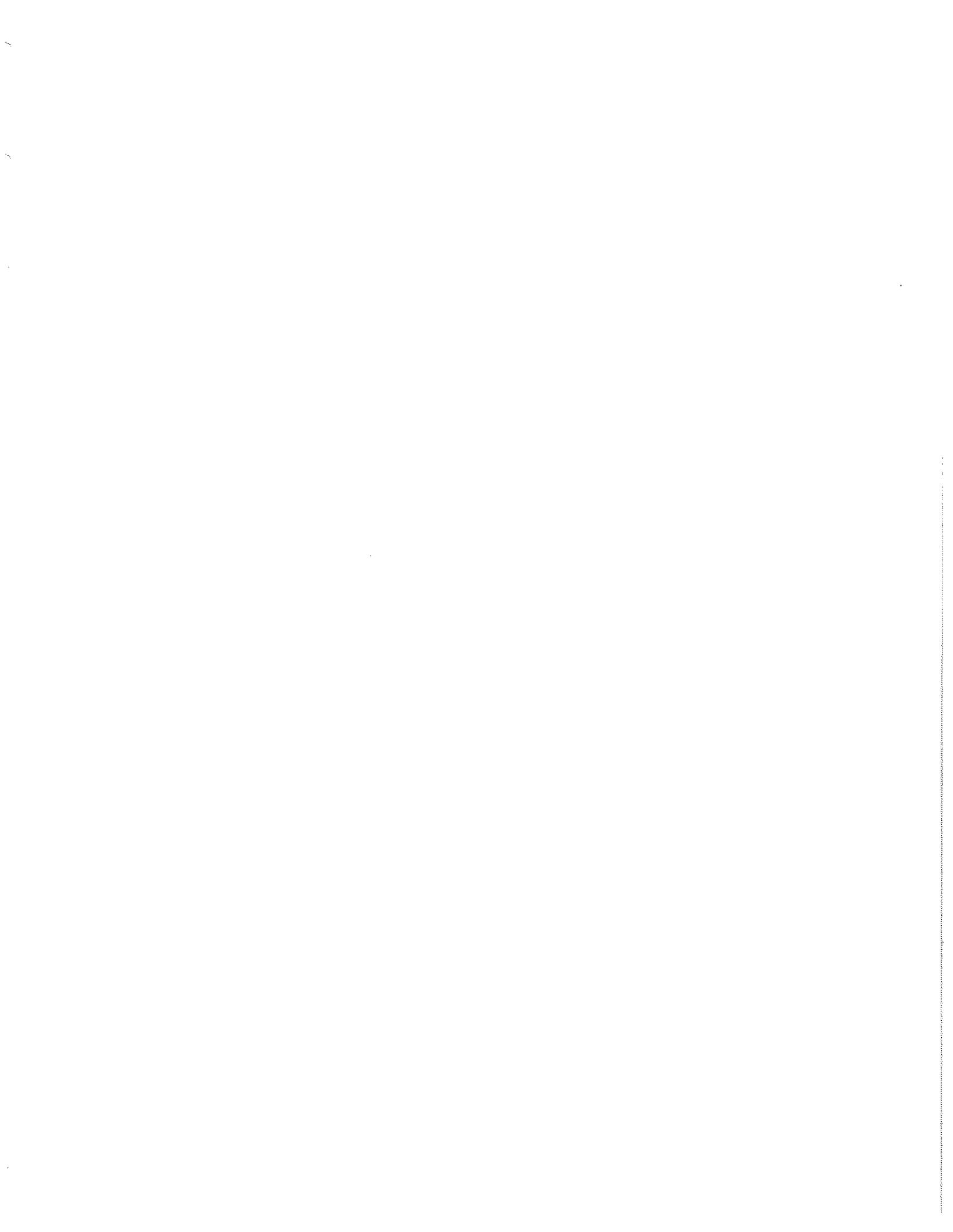
Commission Staff filed its "Further Final Joint Staff Memorandum," dated August 30, 2001. Therein, Staff addressed the modifications described by the District's filing of August 28, 2001, and again recommended approval of the loan. Staff further recommended that upon closing of the loan, the District file the exact amounts of funds to be liquidated and transferred.

IT IS FURTHER ORDERED that the Commission's Executive Secretary serve a copy of this order upon all parties of record by United States First Class Mail and upon Commission Staff by hand delivery.

JJW/lfg
011026c.wpd

A True Copy, Teste:


Sandra Squire
Executive Secretary



**GREEN VALLEY COMMUNITY PUBLIC SERVICE DISTRICT
SEWER REFUNDING REVENUE BONDS, SERIES 2001 A**

BOND RESOLUTION

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GREEN VALLEY COMMUNITY PUBLIC SERVICE DISTRICT

RESOLUTION AUTHORIZING THE REFUNDING OF THE SEWER REVENUE BONDS, SERIES 1982, OF GREEN VALLEY COMMUNITY PUBLIC SERVICE DISTRICT AND THE ISSUANCE BY THE DISTRICT OF NOT MORE THAN \$450,000 IN AGGREGATE PRINCIPAL AMOUNT OF SEWER REFUNDING REVENUE BONDS, SERIES 2001 A, THE PROCEEDS OF WHICH, TOGETHER WITH OTHER FUNDS OF THE DISTRICT, SHALL BE EXPENDED FOR SUCH REFUNDING AND PAYING COSTS IN CONNECTION THEREWITH; PROVIDING FOR THE RIGHTS AND REMEDIES OF AND SECURITY FOR THE REGISTERED OWNERS OF SUCH BONDS; AUTHORIZING THE EXECUTION AND DELIVERY OF ALL DOCUMENTS RELATING TO THE ISSUANCE OF SUCH BONDS; AUTHORIZING THE SALE AND PROVIDING FOR THE TERMS AND PROVISIONS OF SUCH BONDS AND ADOPTING OTHER PROVISIONS RELATING THERETO.

BE IT RESOLVED BY THE PUBLIC SERVICE BOARD OF GREEN VALLEY COMMUNITY PUBLIC SERVICE DISTRICT:

ARTICLE I

STATUTORY AUTHORITY, FINDINGS AND DEFINITIONS

Section 1.01. Authority for this Resolution. This Resolution (together with any order or resolution supplemental hereto or amendatory hereof, the "Bond Legislation") is adopted pursuant to the provisions of Chapter 16, Article 13A of the Code of West Virginia, 1931, as amended (the "Act"), and other applicable provisions of law.

Section 1.02. Findings. It is hereby found, determined and declared that:

A. Green Valley Community Public Service District (the "Issuer") is a public service district and a public corporation and political subdivision of the State of West Virginia in Kanawha County of said State.

B. The Issuer presently owns and operates a public sewerage system (the "System") and has heretofore financed the acquisition and construction of the System and certain additions, extensions and improvements thereto by issuance of its Sewer Revenue Bonds, Series 1982, dated July 27, 1982, issued in the original aggregate principal amount of \$835,000 (the "Series 1982 A Bonds"); Subordinate Sewer Revenue Bonds, Series 1982, dated July 27, 1982, issued in the original aggregate principal amount of \$250,000 (the "Series 1982 B Bonds"); and Sewer Revenue Bonds, Series 2000 A, (West Virginia SRF Program), dated September 7, 2000, issued in the original aggregate principal amount of \$1,160,000 (the "Series 2000 A Bonds"). The Series 1982 B Bonds and the Series 2000 A Bonds are hereinafter collectively called the "Prior Bonds".

C. The Issuer is authorized and empowered under the Act to issue refunding revenue bonds for the purpose of retiring or refinancing all or any part of the outstanding Series 1982 A Bonds.

D. The registered owner of the Series 1982 A Bonds has consented to the prepayment of the Series 1982 A Bonds and the Issuer is advised that present value debt service savings will be realized as a result of the prepayment and refunding of the Series 1982 A Bonds.

E. The Issuer hereby determines that it would therefore be to the benefit of the Issuer and its residents to prepay and refund the Series 1982 A Bonds in their entirety with proceeds of a series of bonds to be designated "Sewer Refunding Revenue Bonds, Series 2001 A" (the "Series 2001 A Bonds") and other moneys of the Issuer.

F. Capital State Bank, Charleston, West Virginia (the "Original Purchaser"), has offered to purchase the Series 2001 A Bonds by a commitment letter dated August 23, 2001.

G. The Series 2001 A Bonds shall be issued on a parity with the Prior Bonds, with respect to liens, pledge and source of and security for payment and in all other respects. The Issuer has met the parity and coverage requirements of the Prior Bonds and the resolutions authorizing the Prior Bonds and has substantially complied with all other parity requirements, except to the extent that noncompliance with any such other parity requirements is not of a material nature. Prior to the issuance of the Series 2001 A Bonds, the Issuer will obtain (i) a certificate of an Independent Certified Public Accountant stating that the parity and coverage tests of the Prior Bonds have been met; and (ii) the written consent of the Holders of the Prior Bonds to the issuance of the Series 2001 A Bonds on a parity with the Prior Bonds and to the change of the lien position of the Series 1982 B Bonds from a subordinate bond to a first lien bond. Other than the Series 1982 A Bonds and the

Prior Bonds, there are no other outstanding bonds or obligations of the Issuer which are secured by revenues or assets of the System.

H. The estimated revenues to be derived in each year from the operation of the System upon the prepayment and refunding of the Series 1982 A Bonds will be sufficient to pay all costs of operation and maintenance of the System and the principal of and interest on the Series 2001 A Bonds and the Prior Bonds, and to make payments into all funds and accounts and other payments provided for herein.

I. The Issuer has complied with all requirements of West Virginia law relating to authorization of the issuance of the Series 2001 A Bonds, or will have so complied prior to issuance of any thereof, including, among other things and without limitation, the approval of the refunding from the Public Service Commission of West Virginia by final order, the time for rehearing and appeal of which will either have expired prior to the issuance of the Series 2001 A Bonds or such final order will not be subject to appeal or rehearing.

J. The Issuer does not reasonably expect to issue more than \$10,000,000 of tax-exempt obligations (other than private activity bonds and bonds issued to currently refund any obligation of the Issuer) during the calendar year 2001.

Section 1.03. Bond Legislation Constitutes Contract. In consideration of the acceptance of the Series 2001A Bonds by those who shall be the Registered Owners of the same from time to time, this Bond Legislation shall be deemed to be and shall constitute a contract between the Issuer and such Registered Owners, and the covenants and agreements herein set forth to be performed by the Issuer shall be for the equal benefit, protection and security of the Registered Owners of any and all of such Series 2001 A Bonds, all which shall be of equal rank and without preference, priority or distinction between any one Bond of a series and any other Bonds of the same series, by reason of priority of issuance or otherwise, except as expressly provided therein and herein, including the Prior Bonds.

Section 1.04. Definitions. The following terms shall have the following meanings herein unless the context expressly requires otherwise:

"Act" means, collectively, Chapter 16, Article 13A of the Code of West Virginia, 1931, as amended and in effect on the date of adoption hereof.

"Authorized Officer" means the Chairperson of the Governing Body of the Issuer or any temporary Chairperson duly selected by the Governing Body.

"Bondholder", "Holder of the Bonds," "Holder," "Registered Owner" or any similar term whenever used herein with respect to an outstanding Bond or Bonds, means the person in whose name such Bond is registered.

"Bond Legislation", "Bond Resolution," "Resolution" or "Local Act" means this Bond Resolution and all orders and resolutions supplemental hereto or amendatory hereof.

"Bond Registrar" or "Registrar" means the bank to be designated as such in the Supplemental Resolution for the Series 2001 A Bonds and any successor thereto.

"Bonds" means, collectively, the Series 2001 A Bonds, the Prior Bonds and any bonds on a parity therewith subsequently authorized to be issued hereunder or by another resolution of the Issuer.

"Bond Year" means the 12-month period beginning on the anniversary of the Closing Date in each year and ending on the day prior to the anniversary date of the Closing Date in the following year, except that the first Bond Year shall begin on the Closing Date.

"Chairperson" means the Chairperson of the Governing Body of the Issuer.

"Closing Date" means the date upon which there is an exchange of the Series 2001 A Bonds for the proceeds representing the original purchase price thereof.

"Code" means the Internal Revenue Code of 1986, as amended, and the Regulations.

"Commission" means the West Virginia Municipal Bond Commission or any other agency of the State of West Virginia that succeeds to the functions of the Commission.

"Consulting Engineers" means any qualified engineer or firm of engineers, licensed by the State, that shall at any time hereafter be procured by the Issuer as Consulting Engineers for the System or portion thereof.

"Costs" means all those costs now or hereafter permitted by the Act to be financed with the Series 2001 A Bonds, including, without limitation, the costs of refunding the Series 1982 A Bonds, interest accruing or to accrue thereon, redemption premium, premiums for municipal bond insurance and reserve account insurance, letter of credit fees, expenses for fiscal or other agents, legal expenses and any other costs necessary, desirable or incidental to the issuance of the Series 2001 A Bonds and the refunding of the Series 1982 A Bonds.

"Costs of Issuance and Capital Improvement Fund" means the Costs of Issuance and Capital Improvement Fund established by Section 5.02 hereof.

"Depository Bank" means the bank or banks to be designated as such in the Supplemental Resolution, and its successors and assigns, which shall be a member of FDIC.

"FDIC" means the Federal Deposit Insurance Corporation and any successor to the functions of the FDIC.

"Fiscal Year" means each 12-month period beginning on July 1 and ending on the succeeding June 30.

"Governing Body" or "Board" means the public service board of the Issuer, as it may now or hereafter be constituted.

"Government Obligations" means direct obligations of, or obligations the timely payment of the principal of and interest on which is guaranteed by, the United States of America.

"Gross Revenues" means all rates, rents, fees, charges or other income received by or accrued to the Issuer from the operation of the System, as calculated in accordance with generally accepted accounting principles.

"Herein," "hereto" and similar words shall refer to this entire Bond Legislation.

"Independent Certified Public Accountants" shall mean any certified public accountant or firm of certified public accountants that shall at any time hereafter be retained by the Issuer to prepare an independent annual or special audit of the accounts of the System or for any other purpose except keeping the accounts of the System in the normal operation of its business and affairs.

"Investment Property" means

(A) any security (within the meaning of Section 165(g)(2)(A) or (B) of the Code),

(B) any obligation,

(C) any annuity contract,

(D) any investment-type property, or

(E) in the case of a bond other than a private activity bond, any residential rental property for family units which is not located within the jurisdiction of the

Issuer and which is not acquired to implement a court ordered or approved housing desegregation plan.

Except as provided in the following sentence, the term "Investment Property" does not include any tax-exempt bond. With respect to an issue other than an issue a part of which is a specified private activity bond (as defined in section 57(a)(5)(C) of the Code), the term "Investment Property" includes a specified private activity bond (as so defined).

"Issuer" means Green Valley Community Public Service District, a public service district, public corporation and political subdivision of the State of West Virginia in Kanawha County, West Virginia, and, unless the context clearly indicates otherwise, includes the Governing Body of the Issuer.

"Net Proceeds" means the face amount of the Series 2001 A Bonds, plus accrued interest and premium, if any, less original issue discount, if any, and less proceeds, if any, deposited in the Series 2001 A Bonds Reserve Account. For purposes of the Private Business Use limitations set forth herein, the term Net Proceeds shall include any amounts resulting from the investment of proceeds of the Series 2001 A Bonds, without regard to whether or not such investment is made in tax-exempt obligations.

"Net Revenues" means the balance of the Gross Revenues, remaining after deduction of Operating Expenses, as hereinafter defined.

"Nonpurpose Investment" means any Investment Property as defined in Section 148(b) of the Code, that is not a purpose investment.

"Operating Expenses" means the reasonable, proper and necessary costs of repair, maintenance and operation of the System and includes, without limiting the generality of the foregoing, administrative, engineering, legal, auditing and insurance expenses, other than those capitalized as part of the costs, fees and expenses of fiscal agents, the Depository Bank, the Registrar and the Paying Agent (all as herein defined), other than those capitalized as part of the costs, payments to pension or retirement funds, taxes and such other reasonable operating costs and expenses as should normally and regularly be included under generally accepted accounting principles; provided, that "Operating Expenses" does not include payments on account of the principal of or redemption premium, if any, or interest, if any, on the Bonds, charges for depreciation, losses from the sale or other disposition of, or from any decrease in the value of, capital assets, amortization of debt discount or such miscellaneous deductions as are applicable to prior accounting periods.

"Original Purchaser" means Capital State Bank, Charleston, West Virginia, which is expected to be the original purchaser and Registered Owner of the Series 2001 A Bonds.

"Outstanding," when used with reference to Bonds and as of any particular date, describes all Bonds theretofore and thereupon being authenticated (where applicable) and delivered, except (i) any Bond canceled by the Bond Registrar at or prior to said date; (ii) any Bond for the payment of which moneys, equal to its principal amount and redemption premium, if applicable, with interest to the date of maturity or redemption shall be in trust hereunder and set aside for such payment (whether upon or prior to maturity); (iii) any Bond deemed to have been paid as provided in Article X hereof; and (iv) for purposes of consents or other action by a specified percentage of Bondholders, any Bonds registered to the Issuer.

"Parity Bonds" means additional Bonds issued under the provisions and within the limitations prescribed by Section 7.07 hereof.

"Paying Agent" means the bank to be designated as such in the Supplemental Resolution for the Series 2001 A Bonds and any successor thereto.

"Prepayment Agreement" means the Prepayment Agreement to be entered into between the Issuer and the Commission, providing for the payment of the Series 1982 A Bonds, the deposit therein of a portion of the proceeds of the Series 2001 A Bonds, the disposition of moneys in the various funds and accounts of the Series 1982 A Bonds and other matters in connection therewith, the form of which shall be approved by a resolution supplemental hereto.

"Prior Bonds" means, collectively, the Series 1982 B Bonds and the Series 2000 A Bonds.

"Prior Resolution" means, collectively, the resolutions of the Issuer adopted November 20, 1980, December 3, 1980, December 16, 1980, June 4, 1982, June 24, 1982, July 22, 1982, and September 7, 2000, authorizing the Prior Bonds.

"Private Business Use" means use (directly or indirectly) in a trade or business carried on by any person other than a governmental unit; provided that, use as a member of the general public shall not be taken into account.

"Qualified Investments" means and includes any of the following:

- (a) Government Obligations;
- (b) Government Obligations which have been stripped of their unmatured interest coupons, interest coupons stripped from Government Obligations, and receipts or certificates evidencing payments from Government Obligations or interest coupons stripped from Government Obligations;

(c) Bonds, debentures, notes or other evidences of indebtedness issued by any of the following agencies: Banks for Cooperatives; Federal Intermediate Credit Banks; Federal Home Loan Bank System; Export-Import Bank of the United States; Federal Land Banks; Government National Mortgage Association; Tennessee Valley Authority; or Washington Metropolitan Area Transit Authority;

(d) Any bond, debenture, note, participation certificate or other similar obligations issued by the Federal National Mortgage Association to the extent such obligation is guaranteed by the Government National Mortgage Association or issued by any other federal agency and backed by the full faith and credit of the United States of America;

(e) Time accounts (including accounts evidenced by time certificates of deposit, time deposits or other similar banking arrangements) which, to the extent not insured by the FDIC or Federal Savings and Loan Insurance Corporation, shall be secured by a pledge of Government Obligations, provided, that said Government Obligations pledged either must mature as nearly as practicable coincident with the maturity of said time accounts or must be replaced or increased so that the market value thereof is always at least equal to the principal amount of said time accounts;

(f) Money market funds or similar funds whose only assets are investments of the type described in paragraphs (a) through (e) above;

(g) Repurchase agreements or similar banking arrangements, fully secured by investments of the types described in paragraphs (a) through (e) above or fully insured by the FDIC, with member banks of the Federal Reserve system or banks or national banking associations which are members of FDIC or with government bond dealers recognized as primary dealers by the Federal Reserve Bank of New York, provided, that said investments securing said repurchase agreements either must mature as nearly as practicable coincident with the maturity of said repurchase agreements or must be replaced or increased so that the market value thereof is always at least equal to the principal amount of said repurchase agreements, and provided further that the holder of such repurchase agreement shall have a prior perfected security interest in the collateral therefor; must have (or its agent must have) possession of such collateral; and such collateral must be free of all claims by third parties;

(h) The West Virginia "consolidated fund" managed by the West Virginia Investment Management Board pursuant to Chapter 12, Article 6 of the West Virginia Code of 1931, as amended; and

(i) Obligations of states or political subdivisions or agencies thereof, the interest on which is excluded from gross income for federal income tax purposes, and which are rated at least "A" by Moody's Investors Service, Inc. or Standard & Poor's Corporation.

"Redemption Date" means the date fixed for redemption of the Series 1982 A Bonds.

"Redemption Price" means the price at which the Series 1982 A Bonds may be called for redemption and includes the principal of and interest on such Bonds to be redeemed, plus the premium, if any, required to be paid to effect such redemption.

"Regulations" means the temporary and permanent regulations promulgated under the Code or any predecessor to the Code.

"Renewal and Replacement Fund" means the Renewal and Replacement Fund established by the Prior Resolution.

"Reserve Accounts" means, collectively, the respective reserve accounts established for the Series 2001 A Bonds and the Prior Bonds.

"Reserve Requirement" means, collectively, the respective amounts required to be on deposit in any Reserve Account.

"Revenue Fund" means the Revenue Fund established by the Prior Resolution.

"Secretary" means the Secretary of the Governing Body of the Issuer.

"Series 1982 B Bonds Reserve Account" means the Series 1982 B Bonds Reserve Account established by Section 5.02 hereof.

"Series 1982 B Bonds Reserve Requirement" means, as of any date of calculation, the maximum amount of principal and interest which will become due on the Series 1982 B Bonds in the then current or any succeeding year.

"Series 2001 A Bonds" means the Sewer Refunding Revenue Bonds, Series 2001 A, of the Issuer, authorized by this Resolution.

"Series 2001 A Bonds Reserve Account" means the Series 2001 A Bonds Reserve Account established by Section 5.02 hereof.

"Series 2001 A Bonds Reserve Requirement" means, as of any date of calculation, the lesser of (i) 10% of the original stated principal amount of the Series 2001

ARTICLE II

AUTHORIZATION OF REFUNDING

Section 2.01. Authorization of Refunding. All Series 1982 A Bonds Outstanding as of the date of issuance of the Series 2001 A Bonds in the aggregate principal amount of \$745,000, are hereby ordered to be prepaid on September 13, 2001, pursuant to the terms of the Prepayment Agreement, and the pledge of Net Revenues in favor of the Holders of the Series 1982 A Bonds imposed by the Prior Resolution, the moneys in the funds and accounts created by the Prior Resolution pledged to payment of the Series 1982 A Bonds, and any other funds pledged by the Prior Resolution to payment of the Series 1982 A Bonds are hereby ordered terminated, discharged and released upon the payment with the Commission, the paying agent of the Series 1982 A Bonds, from the proceeds of the Series 2001 A Bonds and from other moneys available therefor, of the following: (a) if required, an amount equal to the fiscal and paying agent charges to become due and payable in connection with the Series 1982 A Bonds, and (b) an amount sufficient to pay the Redemption Price of the Series 1982 A Bonds on the Redemption Date, all as set forth in the Prepayment Agreement. Contemporaneously with the deposit of the proceeds of the Series 2001 A Bonds with the Commission, the amounts on deposit in the sinking fund, including the reserve account therein, created and maintained for the Series 1982 A Bonds shall be released from the lien created by the Prior Resolution and shall be applied as set forth into the Prepayment Agreement or in the Supplemental Resolution.

ARTICLE III

AUTHORIZATION, TERMS, EXECUTION, REGISTRATION AND DELIVERY OF BONDS

Section 3.01. Authorization of Bonds. For the purposes of paying a portion of the costs necessary to current refund the Series 1982 A Bonds, funding a reserve account for the Series 2001 A Bonds and paying certain costs of issuance of the Series 2001 A Bonds and related costs, or any one or more of such purposes, as determined by the Supplemental Resolution, there shall be and hereby are authorized to be issued negotiable Series 2001 A Bonds of the Issuer. The Series 2001 A Bonds shall be issued as a single bond, designated as "Sewer Refunding Revenue Bonds, Series 2001 A", in an aggregate principal amount of not more than \$450,000, and shall have such terms as set forth hereinafter and in the Supplemental Resolution.

Section 3.02. Terms of Bonds. The Series 2001 A Bonds shall be issued in such principal amounts; shall bear interest at such rate or rates, not exceeding the then legal maximum rate, payable monthly on such dates; shall mature on such dates and in such amounts; and shall be redeemable, in whole or in part, all as the Issuer shall prescribe in a Supplemental Resolution. The Series 2001 A Bonds shall be payable as to principal at the office of the Paying Agent, in any coin or currency which, on the dates of payment of principal is legal tender for the payment of public or private debts under the laws of the United States of America. Interest on the Series 2001 A Bonds shall be paid by check or draft of the Paying Agent mailed to the Registered Owner thereof at the address as it appears on the books of the Bond Registrar, or by such other method as shall be mutually agreeable so long as the Original Purchaser is the Registered Owner thereof.

Unless otherwise provided by the Supplemental Resolution or herein, the Series 2001 A Bonds shall be issued in the form of a single bond, fully registered to the Original Purchaser, with a debt service schedule attached thereto, representing the aggregate principal amount of the Series 2001 A Bonds. The Series 2001 A Bonds shall be exchangeable at the option and expense of the Registered Owner for another fully registered Series 2001 A Bond or Bonds of the same series in aggregate principal amount equal to the amount of said Bonds then Outstanding and being exchanged, with principal installments or maturities, as applicable, corresponding to the dates of payment of principal installments of said Bonds; provided, that the Original Purchaser shall not be obligated to pay any expenses of such exchange.

Subsequent series of Bonds, if any, shall be issued in fully registered form and in denominations as determined by a Supplemental Resolution. Such Bonds shall be dated and shall have such terms as set forth in a Supplemental Resolution.

Section 3.03. Execution of Bonds. The Series 2001 A Bonds shall be executed in the name of the Issuer by the Chairperson, and the seal of the Issuer shall be affixed thereto or imprinted thereon and attested by the Secretary. In case any one or more of the officers who shall have signed or sealed the Series 2001 A Bonds shall cease to be such officer of the Issuer before the Series 2001 A Bonds so signed and sealed have been actually sold and delivered, such Bonds may nevertheless be sold and delivered as herein provided and may be issued as if the person who signed or sealed such Bonds had not ceased to hold such office. Any Series 2001 A Bonds may be signed and sealed on behalf of the Issuer by such person as at the actual time of the execution of such Bonds shall hold the proper office in the Issuer, although at the date of such Bonds such person may not have held such office or may not have been so authorized.

Section 3.04. Authentication and Registration. No Series 2001 A Bond shall be valid or obligatory for any purpose or entitled to any security or benefit under this Resolution unless and until the Certificate of Authentication and Registration on such Bond, substantially in the form set forth in Section 3.10 shall have been manually executed by the Bond Registrar. Any such executed Certificate of Authentication and Registration upon any such Bond shall be conclusive evidence that such Bond has been authenticated, registered and delivered under this Bond Legislation. The Certificate of Authentication and Registration on any Series 2001 A Bond shall be deemed to have been executed by the Bond Registrar if manually signed by an authorized officer of the Bond Registrar, but it shall not be necessary that the same officer sign the Certificate of Authentication and Registration on all of the Bonds issued hereunder.

Section 3.05. Negotiability, Transfer and Registration. Subject to the provisions for transfer of registration set forth below, the Series 2001 A Bonds shall be and have all of the qualities and incidents of negotiable instruments under the Uniform Commercial Code of the State of West Virginia, and each successive Holder, in accepting any of the Series 2001 A Bonds shall be conclusively deemed to have agreed that such Bonds shall be and have all of the qualities and incidents of negotiable instruments under the Uniform Commercial Code of the State of West Virginia, and each successive Holder shall further be conclusively deemed to have agreed that the Series 2001 A Bonds shall be incontestable in the hands of a bona fide holder for value.

So long as any of the Series 2001 A Bonds remain outstanding, the Issuer, through the Bond Registrar as its agent, shall keep and maintain books for the registration and transfer of the Series 2001 A Bonds.

The registered Bonds shall be transferable only upon the books of the Bond Registrar, by the registered owner thereof in person or by his attorney duly authorized in writing, upon surrender thereto together with a written instrument of transfer satisfactory to the Bond Registrar duly executed by the registered owner or his duly authorized attorney.

In all cases in which the privilege of exchanging Bonds or transferring the registered Bonds are exercised, Bonds shall be delivered in accordance with the provisions

of this Bond Legislation. All Bonds surrendered in any such exchanges or transfers shall forthwith be cancelled by the Bond Registrar. For every such exchange or transfer of Bonds, the Bond Registrar may make a charge sufficient to reimburse it for any tax, fee or other governmental charge required to be paid with respect to such exchange or transfer and the cost of preparing each new Bond upon each exchange or transfer, and any other expenses of the Bond Registrar incurred in connection therewith, which sum or sums shall be paid by the Issuer. The Bond Registrar shall not be obliged to make any such exchange or transfer of Bonds during the period commencing on the 15th day of the month next preceding an interest payment date on the Bonds or, in the case of any proposed redemption of Bonds, next preceding the date of the selection of Bonds to be redeemed, and ending on such interest payment date or redemption date.

Section 3.06. Bonds Mutilated, Destroyed, Stolen or Lost. In case any of the Series 2001 A Bonds shall become mutilated or be destroyed, stolen or lost, the Issuer may, in its discretion, issue, and the Bond Registrar shall, if so advised by the Issuer, authenticate and deliver, a new Bond of the same series and of like tenor as the Bonds so mutilated, destroyed, stolen or lost, in exchange and substitution for such mutilated Bond, upon surrender and cancellation of such mutilated Bond, or in lieu of and substitution for the Bond destroyed, stolen or lost, and upon the Holder's furnishing satisfactory indemnity and complying with such other reasonable regulations and conditions as the Issuer may prescribe and paying such expenses as the Issuer and the Bond Registrar may incur. All Bonds so surrendered shall be canceled by the Bond Registrar and held for the account of the Issuer. If any such Bond shall have matured or be about to mature, instead of issuing a substitute Bond, the Issuer may pay the same, upon being indemnified as aforesaid, and if such Bond be lost, stolen or destroyed, without surrender thereof.

Section 3.07. Bonds not to be Indebtedness of the Issuer. The Series 2001 A Bonds shall not, in any event, be or constitute an indebtedness of the Issuer within the meaning of any constitutional or statutory provision or limitation, but shall be payable solely from the Net Revenues derived from the operation of the System as herein provided. No holder or holders of the Series 2001 A Bonds shall ever have the right to compel the exercise of the taxing power of the Issuer, if any, to pay the Series 2001 A Bonds or the interest thereon.

Section 3.08. Bonds Secured by Pledge of Net Revenues; Lien Positions with respect to Prior Bonds. Simultaneously with the issuance of the Series 2001 A Bonds, the Series 1982 B Bonds shall advance to a first lien parity position. The payment of debt service of the Series 2001 A Bonds shall be secured by a first lien on the Net Revenues, on a parity with the lien on such Net Revenues in favor of the Holders of the Prior Bonds. Such Net Revenues in an amount sufficient to pay the principal of and interest on and other payments for the Series 2001 A Bonds and the Prior Bonds and to make all other payments provided for in this Bond Legislation, are hereby irrevocably pledged to such payments as they become due.

Section 3.09. Delivery of Bonds. The Issuer shall execute and deliver the Series 2001 A Bonds to the Bond Registrar, and the Bond Registrar shall authenticate, register and deliver the Series 2001 A Bonds to the Original Purchaser upon receipt of a request and authorization to the Bond Registrar on behalf of the Issuer, signed by an Authorized Officer, to authenticate and deliver the Series 2001 A Bonds to the Original Purchaser.

Section 3.10. Form of Bonds. The text of the Series 2001 A Bonds shall be in substantially the following form, with such omissions, insertions and variations as may be necessary and desirable and authorized or permitted hereby or by any Supplemental Resolution adopted prior to the issuance thereof:

(FORM OF BOND)

UNITED STATES OF AMERICA
STATE OF WEST VIRGINIA
GREEN VALLEY COMMUNITY PUBLIC SERVICE DISTRICT
SEWER REFUNDING REVENUE BOND, SERIES 2001 A

No. AR-_____

\$_____

KNOW ALL MEN BY THESE PRESENTS: That GREEN VALLEY COMMUNITY PUBLIC SERVICE DISTRICT, a public service district, public corporation and political subdivision of the State of West Virginia in Kanawha County of said State (the "Issuer"), for value received, hereby promises to pay, solely from the special funds provided therefor, as hereinafter set forth, to Capital State Bank (the "Payee") or registered assigns the sum of _____ DOLLARS (\$ _____), in monthly installments on the _____ day of each month, commencing _____, _____, as set forth on the "Debt Service Schedule" attached as EXHIBIT A hereto and incorporated herein by reference, with interest on each installment at the rate of ____% per annum, payable on the _____ day of each month, commencing _____, _____ . Interest shall be calculated using an actual 30-day month/360-day year.

The principal of and interest on this Bond are payable in any coin or currency which, on the respective dates of payment of such installments, is legal tender for the payment of public and private debts under the laws of the United States of America, at the office of Capital State Bank, Charleston, West Virginia (the "Paying Agent"). If any payment is made more than 10 days after the due date, the Issuer shall pay a late charge equal to 5% of the principal and interest then due, with a minimum of \$25 and a maximum of \$250.

This Bond is subject to prepayment without penalty in whole or in part at any time upon the payment of the outstanding principal and the interest accrued to the prepayment date.

This Bond is issued (i) to pay, together with other funds of the Issuer, a portion of the costs necessary to current refund the Issuer's Sewer Revenue Bonds, Series 1982 (the "Series 1982 A Bonds"); (ii) funding a reserve account for this Bond; and (iii) to pay certain costs of issuance of this Bond and related costs. This Bond is issued under the authority of and in full compliance with the Constitution and statutes of the State of West Virginia, including particularly Chapter 16, Article 13A of the Code of West Virginia, 1931, as amended (the "Act"), a Bond Resolution duly adopted by the Issuer on _____, _____, and a Supplemental Resolution duly adopted by the Issuer on _____, _____ (collectively, the "Bond Legislation"), and is subject to all the terms

and conditions thereof. The Bond Legislation provides for the issuance of additional bonds under certain conditions, and such bonds would be entitled to be paid and secured equally and ratably from and by the funds and revenues and other security provided for this Bond under the Bond Legislation.

THIS BOND IS ISSUED ON A PARITY WITH RESPECT TO LIENS, PLEDGE AND SOURCE OF AND SECURITY FOR PAYMENT, AND IN ALL RESPECTS, WITH THE ISSUER'S SUBORDINATE SEWER REVENUE BONDS, SERIES 1982, DATED JULY 27, 1982, ISSUED IN THE ORIGINAL AGGREGATE PRINCIPAL AMOUNT OF \$250,000; AND SEWER REVENUE BONDS, SERIES 2000 A (WEST VIRGINIA SRF PROGRAM), DATED SEPTEMBER 7, 2000, ISSUED IN THE ORIGINAL AGGREGATE PRINCIPAL AMOUNT OF \$1,160,000 (COLLECTIVELY, THE "PRIOR BONDS").

This Bond is payable only from and secured by a pledge of the Net Revenues (as defined in the Bond Legislation) to be derived from the operation of the System, on a parity with the pledge of the Net Revenues in favor of the holders of the Prior Bonds, and from moneys in the reserve account created under the Bond Legislation for this Bond (the "Series 2001 A Bonds Reserve Account") and unexpended proceeds of this Bond. Such Net Revenues shall be sufficient to pay the principal of and interest on all bonds which may be issued pursuant to the Act and which shall be set aside as a special fund hereby pledged for such purpose. This Bond does not constitute an indebtedness of the Issuer within the meaning of any constitutional or statutory provision or limitation, nor shall the Issuer be obligated to pay the same or the interest hereon, except from said special fund provided from the Net Revenues, the moneys in the Series 2001 A Bonds Reserve Account and unexpended proceeds of this Bond. Pursuant to the Bond Legislation, the Issuer has covenanted and agreed to establish and maintain just and equitable rates and charges for the use of the System and the services rendered thereby, which shall be sufficient, together with other revenues of the System, to provide for the reasonable expenses of operation, repair and maintenance of the System, and to leave a balance each year equal to at least 115% of the maximum amount payable in any year for principal of and interest on this Bond, and all other obligations secured by a lien on or payable from such revenues on a parity with this Bond, including the Prior Bonds; provided however, that so long as there exists in the Series 2001 A Bonds Reserve Account an amount at least equal to the maximum amount of principal and interest which will become due on this Bond in the then current or any succeeding year and in the respective reserve accounts established for any other obligations outstanding on a parity with this Bond, including the Prior Bonds, an amount at least equal to the requirement therefor, such percentage may be reduced to 110%. The Issuer has entered into certain further covenants with the registered owner of this Bond for the terms of which reference is made to the Bond Legislation. Remedies provided the registered owner of this Bond are exclusively as provided in the Bond Legislation, to which reference is here made for a detailed description thereof.

Subject to the registration requirements set forth herein, this Bond is transferable, as provided in the Bond Legislation, only upon the books of the Registrar (as

defined in the Bond Legislation) by the registered owner, or by its attorney duly authorized in writing, upon the surrender of this Bond, together with a written instrument of transfer satisfactory to the Registrar, duly executed by the registered owner or its attorney duly authorized in writing.

Subject to the registration requirements set forth herein, this Bond, under the provision of the Act, is and has all the qualities and incidents of a negotiable instrument under the Uniform Commercial Code of the State of West Virginia.

All money received from the sale of this Bond, after reimbursement and repayment of all amounts advanced for preliminary expenses as provided by law and the Bond Legislation, shall be applied solely to the payment of the costs of refunding the Series 1982 A Bonds and costs of issuance described in the Bond Legislation, and there shall be and hereby is created and granted a lien upon such moneys, until so applied, in favor of the registered owner of this Bond.

This Bond is hereby designated a "qualified tax-exempt obligation" within the meaning of Section 265(b)(3)(B) of the Internal Revenue Code of 1986, as amended. This Bond is exempt from taxation by the State of West Virginia and the other taxing bodies of the State under the Act.

IT IS HEREBY CERTIFIED, RECITED AND DECLARED that all acts, conditions and things required to exist, happen and be performed precedent to and upon the issuance of this Bond do exist, have happened, and have been performed in due time, form and manner as required by law, and that the amount of this Bond, together with all other obligations of the Issuer, does not exceed any limit prescribed by the Constitution or statutes of the State of West Virginia and that a sufficient amount of the Net Revenues of the System has been pledged to and will be set aside into said special fund by the Issuer for the prompt payment of the principal of and interest on this Bond.

All provisions of the Bond Legislation, resolutions and statutes under which this Bond is issued shall be deemed to be a part of the contract evidenced by this Bond to the same extent as if written fully herein.

IN WITNESS WHEREOF, GREEN VALLEY COMMUNITY PUBLIC SERVICE DISTRICT has caused this Bond to be signed by its Chairperson and its corporate seal to be hereunto affixed and attested by its Secretary, and has caused this Bond to be dated _____, 2001.

[SEAL]

Chairperson

ATTEST:

Secretary

(Form of)

CERTIFICATE OF AUTHENTICATION AND REGISTRATION

This Bond is one of the Series 2001 A Bonds described in the within-mentioned Bond Legislation and has been duly registered in the name of the registered owner set forth above, as of the date set forth below.

Date: _____, 2001.

CAPITAL STATE BANK, as Registrar

By _____
Its Authorized Officer

EXHIBIT A

DEBT SERVICE SCHEDULE

(Form of)

ASSIGNMENT

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

the within Bond and does hereby irrevocably constitute and appoint
_____, Attorney to transfer the said Bond
on the books kept for registration of the within Bond of the said Issuer with full power of
substitution in the premises.

Dated: _____, _____.

In the presence of:

Section 3.11. Designation of Bonds as “Qualified Tax-Exempt Obligations”.

The Issuer hereby designates the Series 2001 A Bonds as “qualified tax-exempt obligations” for purposes of Section 265(b)(3)(B) of the Code and covenants that the Series 2001 A Bonds do not constitute private activity bonds as defined in Section 141 of the Code, and that not more than \$10,000,000 in aggregate principal amount of obligations the interest on which is excludable (under Section 103(a) of the Code) from gross income for federal income tax purposes (excluding, however, obligations issued to currently refund any obligation of the Issuer to the extent the amount of the refunding obligation does not exceed the amount of the refunded obligation and private activity bonds, as defined in Section 141 of the Code, other than qualified 501(c)(3) bonds as defined in Section 145 of the Code), including the 2001 A Bonds, have been or shall be issued by the Issuer, including all subordinate entities of the Issuer, during the calendar year 2001.

ARTICLE IV
(RESERVED)

ARTICLE V

FUNDS AND ACCOUNTS; SYSTEM REVENUES AND APPLICATION THEREOF

Section 5.01. Establishment of Funds and Accounts with Depository Bank.

The following special funds or accounts are hereby created with (or continued if previously established by the Prior Resolution) and shall be held by the Depository Bank separate and apart from all other funds or accounts of the Depository Bank and the Issuer and from each other:

- (1) Revenue Fund (established by the Prior Resolution).

Section 5.02. Establishment of Funds and Accounts with Commission and

Paying Agent. A. The following special funds or accounts are hereby created with (or continued if previously established by the Prior Resolution) and shall be held by the Commission separate and apart from all other funds or accounts of the Commission and the Issuer and from each other:

- (1) Renewal and Replacement Fund (also known as the Depreciation Fund and established by the Prior Resolution);
- (2) Series 1982 B Bonds Sinking Fund (established by the Prior Resolution);
- (3) Series 1982 B Bonds Reserve Account;
- (4) Series 2000 A Bonds Sinking Fund (established by the Prior Resolution);
- (5) Series 2000 A Bonds Reserve Account (established by the Prior Resolution); and
- (6) Series 2001 A Bonds Reserve Account.

B. The following special funds are hereby created with and shall be held by the Paying Agent separate and apart from all other funds or accounts of the Paying Agent and the Issuer and from each other:

- (1) Series 2001 A Bonds Sinking Fund;
- (2) Costs of Issuance and Capital Improvement Fund; and
- (3) Rebate Fund.

Section 5.03. System Revenues; Flow of Funds. A. The entire Gross Revenues derived from the operation of the System shall be deposited upon receipt in the Revenue Fund. The Revenue Fund shall constitute a trust fund for the purposes provided in this Resolution and shall be kept separate and distinct from all other funds of the Issuer and the Depository Bank and used only for the purposes and in the manner herein provided. All revenues at any time on deposit in the Revenue Fund shall be disposed of only in the following order of priority:

(1) The Issuer shall first, each month, pay from the Revenue Fund all current Operating Expenses of the System.

(2) The Issuer shall next, on or before the due date each month, transfer from the Revenue Fund and remit to the Paying Agent for deposit in the Series 2001 A Bonds Sinking Fund, the amount of the interest which will become due on the Series 2001 A Bonds on such date.

(3) The Issuer shall next, on or before the due date each month, transfer from the Revenue Fund and simultaneously (i) remit to the Commission for deposit in the Series 1982 B Bonds Sinking Fund, the amount required by the Prior Resolution for payment of the principal of the Series 1982 B Bonds; (ii) remit to the Commission for deposit in the Series 2000 A Bonds Sinking Fund, the amount required by the Prior Resolution for payment of the principal of the Series 2000 A Bonds; and (iii) remit to the Paying Agent for deposit in the Series 2001 A Bonds Sinking Fund, the amount of principal which will mature and become due on the Series 2001 A Bonds on such date.

(4) The Issuer shall next, on the first day of each month, transfer from the Revenue Fund and simultaneously remit to the Commission (i) for deposit in the Series 1982 B Bonds Reserve Account, an amount equal to 1/120th of the Series 1982 B Bonds Reserve Requirement; provided that, no further payments shall be made into the Series 1982 B Bonds Reserve Account when there shall have been deposited therein, and as long as there shall remain on deposit therein, an amount equal to the Series 1982 B Bonds Reserve Requirement; (ii) for deposit in the Series 2000 A Bonds Reserve Account, the amount required by the Prior Resolution to be deposited therein; and (iii) if not fully funded upon the issuance of the Series 2001 A Bonds, for deposit in the Series 2001 A Bonds Reserve Account, an amount equal to 1/120th of the Series 2001 A Bonds Reserve Requirement; provided that, no further payments shall be made into the Series 2001 A Bonds Reserve Account when there shall have been deposited therein, and as long as there shall remain on deposit therein, an amount equal to the Series 2001 A Bonds Reserve Requirement.

(5) The Issuer shall next, on the first day of each month, from the moneys remaining in the Revenue Fund, transfer to the Renewal and Replacement Fund, a sum equal to 2 1/2% of the Gross Revenues each month (as previously set forth in the Prior Resolution and not in addition thereto), exclusive of any payments for account of any Reserve Account. All funds in the Renewal and Replacement Fund shall be kept apart from all other funds of

the Issuer or of the Depository Bank and shall be invested and reinvested in accordance with Article VIII hereof. Withdrawals and disbursements may be made from the Renewal and Replacement Fund for replacements, emergency repairs, improvements or extensions to the System; provided, that any deficiencies in any Reserve Account (except to the extent such deficiency exists because the required payments into such account have not, as of the date of determination of a deficiency, funded such account to the maximum extent required hereof) shall be promptly eliminated with moneys from the Renewal and Replacement Fund.

Moneys in the Series 2001 A Bonds Sinking Fund shall be used only for the purposes of paying principal of and interest on the Series 2001 A Bonds as the same shall become due. Moneys in the Series 2001 A Bonds Reserve Account shall be used only for the purposes of paying principal of and interest on the Series 2001 A Bonds as the same shall become due, when other moneys in the Series 2001 A Bonds Sinking Fund are insufficient therefor, and for no other purpose.

Any withdrawals from the Series 2001 A Bonds Reserve Account which result in a reduction in the balance therein to below the Series 2001 A Bonds Reserve Requirement shall be subsequently restored from the first Net Revenues available after all required payments have been made in full in the order set forth above.

As and when additional Bonds ranking on a parity with the Series 2001 A Bonds are issued, provision shall be made for additional payments into the respective sinking funds sufficient to pay the interest on such additional parity Bonds and accomplish retirement thereof at maturity and to accumulate a balance in the respective reserve accounts in an amount equal to the requirement therefor.

The Issuer shall not be required to make any further payments into the Series 2001 A Bonds Sinking Fund or the Series 2001 A Bonds Reserve Account when the aggregate amount of funds therein are at least equal to the aggregate principal amount of the Series 2001 A Bonds then Outstanding and all interest to accrue until the maturity thereof.

Interest, principal or reserve payments, whether made for a deficiency or otherwise, shall be made on a parity and pro rata, with respect to the Prior Bonds and the Series 2001 A Bonds in accordance with the respective principal amounts then Outstanding.

B. Whenever all of the required and provided transfers and payments from the Revenue Fund into the several special funds, as hereinbefore provided, are current and there remains in the Revenue Fund a balance in excess of the estimated amounts required to be so transferred and paid into such funds during the following month or such other period as required by law, such excess shall be considered Surplus Revenues. Surplus Revenues may be used for any lawful purpose of the System.

C. The Issuer shall remit from the Revenue Fund to the Commission, the Registrar, the Paying Agent or the Depository Bank, on such dates as the Commission, the

Registrar, the Paying Agent or the Depository Bank, as the case may be, shall require, such additional sums as shall be necessary to pay their respective charges and fees then due.

D. The moneys in excess of the sum insured by the maximum amounts insured by FDIC in all funds and accounts shall at all times be secured, to the full extent thereof in excess of such insured sum, by Qualified Investments as shall be eligible as security for deposits of state and municipal funds under the laws of the State.

E. If on any monthly payment date the revenues are insufficient to place the required amount in any of the funds and accounts as hereinabove provided, the deficiency shall be made up in the subsequent payments in addition to the payments which would otherwise be required to be made into the funds and accounts on the subsequent payment dates; provided, however, that the priority of curing deficiencies in the funds and accounts herein shall be in the same order as payments are to be made pursuant to this Section 5.03, and the Net Revenues shall be applied to such deficiencies before being applied to any other payments hereunder.

F. All remittances made by the Issuer to the Depository Bank, the Commission and the Paying Agent shall clearly identify the fund or account into which each amount is to be deposited.

G. The Gross Revenues of the System shall only be used for purposes of the System.

ARTICLE VI

APPLICATION OF BOND PROCEEDS

Section 6.01. Application of Bond Proceeds. From the moneys received from the sale of the Series 2001 A Bonds, the following amounts shall be first deducted and deposited in the order set forth below:

A. From the proceeds of the Series 2001 A Bonds, there shall first be deposited with the Commission, the amount set forth in the Prepayment Agreement which, together with other moneys simultaneously deposited therein, shall be sufficient to accomplish the prepayment and refunding of the Series 1982 A Bonds.

B. Next, there shall be deposited with the Commission in the Series 2001 A Bonds Reserve Account, the amount, if any, set forth in the Supplemental Resolution for funding the Series 2001 A Bonds Reserve Account.

C. Next, there shall be deposited with the Paying Agent in the Costs of Issuance and Capital Improvement Fund, the balance of the proceeds of the Series 2001 A Bonds and any moneys released by the Commission. The Issuer shall first pay all costs of issuance of the Series 2001 A Bonds and miscellaneous costs of refunding for the Series 1982 A Bonds. All costs of issuance shall be paid within 60 days following the Closing Date. The remaining funds shall be applied solely to capital improvements of the System and shall be fully expended within one year from the date of delivery of the Series 2001 A Bonds.

ARTICLE VII

ADDITIONAL COVENANTS OF THE ISSUER

Section 7.01. General Covenants of the Issuer. All the covenants, agreements and provisions of this Bond Legislation shall be and constitute valid and legally binding covenants of the Issuer and shall be enforceable in any court of competent jurisdiction by any Holder or Holders of the Series 2001 A Bonds. In addition to the other covenants, agreements and provisions of this Bond Legislation, the Issuer hereby covenants and agrees with the Holders of the Series 2001 A Bonds as hereinafter provided in this Article VII. All such covenants, agreements and provisions shall be irrevocable, except as provided herein, as long as any of the Series 2001 A Bonds or the interest thereon is Outstanding and unpaid.

Section 7.02. Bonds not to be Indebtedness of the Issuer. The Series 2001 A Bonds shall not be nor constitute an indebtedness of the Issuer within the meaning of any constitutional, statutory or charter limitation of indebtedness, but shall be payable solely from the funds pledged for such payment by this Bond Legislation. No Holder or Holders of the Series 2001 A Bonds shall ever have the right to compel the exercise of the taxing power of the Issuer, if any, to pay the Series 2001 A Bonds or the interest thereon.

Section 7.03. Bonds Secured by Pledge of Net Revenues; Lien Positions with respect to Prior Bonds. Simultaneously with the issuance of the Series 2001 A Bonds, the Series 1982 B Bonds shall advance to a first lien parity position. The payment of debt service of the Series 2001 A Bonds shall be secured by a first lien on the Net Revenues, on a parity with the lien on such Net Revenues in favor of the Holders of the Prior Bonds. The Net Revenues in an amount sufficient to pay the principal of and interest and other payments on the Series 2001 A Bonds and the Prior Bonds and to make the other payments provided for in this Bond Legislation, are hereby irrevocably pledged, in the manner provided herein, to such payments as they become due, and for the other purposes provided in this Bond Legislation.

Section 7.04. Initial Schedule of Rates and Charges. The Issuer has obtained any and all approvals of rates and charges required by State law and has taken any other action required to establish and impose such rates and charges, with all requisite appeal periods having expired without successful appeal. Such rates and charges shall be sufficient to comply with the requirements of the Bond Legislation. The initial schedule of rates and charges for the services and facilities of the System shall be as set forth and approved and described in the Order of the Public Service Commission of West Virginia entered November 9, 1999 (Case No. 99-0888-PSD-CN).

So long as the Series 2001 A Bonds are outstanding, the Issuer covenants and agrees to fix and collect rates, fees and other charges for the use of the System and to take all such actions necessary to provide funds sufficient to produce the required sums set forth in the Bond Legislation. In the event the schedule of rates and charges initially established for the System in connection with the Series 2001 A Bonds shall prove to be insufficient to produce the required sums set forth in this Bond Legislation, the Issuer hereby covenants and agrees that it will, to the extent or in the manner authorized by law, immediately adjust and increase such schedule of rates and charges and take all such actions necessary to provide funds sufficient to produce the required sums set forth in this Bond Legislation.

Section 7.05. Sale of the System. So long as the Prior Bonds are outstanding, the Issuer shall not sell, mortgage, lease or otherwise dispose of the System, or any part thereof, except as provided in the Prior Resolution. Additionally, so long as the Series 2001 A Bonds are outstanding and except as otherwise required by law, the System may not be sold, mortgaged, leased or otherwise disposed of, except as a whole, or substantially as a whole, and only if the net proceeds to be realized shall be sufficient to fully pay all the Bonds Outstanding, in accordance with Article X hereof. The proceeds from any such sale, mortgage, lease or other disposition of the System shall immediately be deposited in the respective Sinking Funds and the Issuer shall direct the Paying Agent and the Commission to apply such proceeds to the payment of principal of and interest on the Bonds. Any balance remaining after the payment of the Bonds and interest thereon, shall be remitted to the Issuer by the Paying Agent and the Commission.

The foregoing provision notwithstanding, the Issuer shall have and hereby reserves the right to sell, lease or otherwise dispose of any of the property comprising a part of the System hereinafter determined in the manner provided herein to be no longer necessary, useful or profitable in the operation thereof. Prior to any such sale, lease or other disposition of such property, if the amount to be received therefor, together with all other amounts received during the same Fiscal Year for such sales, leases or other dispositions of such properties, is not in excess of \$10,000, the Issuer shall, by resolution, determine that such property comprising a part of the System is no longer necessary, useful or profitable in the operation thereof and may then provide for the sale of such property. The proceeds of any such sale shall be deposited in the Renewal and Replacement Fund. If the amount to be received from such sale, lease or other disposition of said property, together with all other amounts received during the same Fiscal Year for such sales, leases or other dispositions of such properties, shall be in excess of \$10,000 but not in excess of \$50,000, the Issuer shall first, determine upon consultation with the Consulting Engineers that such property comprising a part of the System is no longer necessary, useful or profitable in the operation thereof and may then, if it be so advised, by resolution duly adopted, authorize such sale, lease or other disposition of such property upon public bidding. The proceeds of any such sale shall be applied only to the purchase of Bonds of the last maturities then Outstanding

at prices not greater than the par value thereof plus 3% of such par value. The payment of such proceeds into the Renewal and Replacement Fund or the Sinking Funds shall not reduce the amount required to be paid into such funds by other provisions of this Bond Legislation. No sale, lease or other disposition of the properties of the System shall be made by the Issuer if the proceeds to be derived therefrom, together with all other amounts received during the same Fiscal Year for such sales, leases, or other dispositions of such properties, shall be in excess of \$50,000 and insufficient to pay all Bonds then Outstanding without the prior approval and consent in writing of the Holders of the Bonds then Outstanding. The Issuer shall prepare the form of such approval and consent for execution by the then Holders of the Bonds for the disposition of the proceeds of the sale, lease or other disposition of such properties of the System.

Section 7.06. Issuance of Other Obligations Payable Out of Revenues and General Covenant Against Encumbrances. Except as provided in this Section 7.06 and Section 7.07 hereof, the Issuer shall not issue any other obligations whatsoever payable from revenues of the System which rank prior to, or equally, as to lien on and source of and security for payment from such revenues with the Series 2001 A Bonds. All obligations issued by the Issuer after the issuance of the Series 2001 A Bonds and payable from revenues of the System, except such additional parity Bonds, shall contain an express statement that such obligations are junior and subordinate, as to lien on and source of and security for payment from such revenues and in all other respects, to the Series 2001 A Bonds; provided, that no such subordinate obligations shall be issued unless all payments required to be made into all funds and accounts set forth herein have been made and are current at the time of the issuance of such subordinate obligations.

Except as provided above, the Issuer shall not create, or cause or permit to be created, any debt, lien, pledge, assignment, encumbrance or any other charge having priority over or being on a parity with the lien of the Series 2001 A Bonds, and the interest thereon, upon any or all of the income and revenues of the System pledged for payment of the Series 2001 A Bonds and the interest thereon in this Bond Legislation, or upon the System or any part thereof.

Section 7.07. Parity Bonds. So long as the Prior Bonds are outstanding, the limitations on the issuance of parity obligations set forth in the Prior Resolution shall be applicable. In addition, no Parity Bonds payable out of revenues of the System shall be issued after the issuance of the Series 2001 A Bonds pursuant to this Bond Legislation, except under the conditions and in the manner herein provided.

All Parity Bonds issued hereunder shall be on a parity in all respects with the Series 2001 A Bonds.

No such Parity Bonds shall be issued except for the purposes of financing the costs of design, acquisition or construction of extensions and improvements to the System or refunding the Bonds or both such purposes.

No Parity Bonds shall be issued at any time, however, unless there has been procured and filed with the Secretary a written statement by the Independent Certified Public Accountants, reciting the conclusion that the Net Revenues actually derived, subject to the adjustments hereinafter provided for, from the System during any 12 consecutive months, within the 18 months immediately preceding the date of the actual issuance of such Parity Bonds, plus the estimated average increased annual Net Revenues to be received in each of the 3 succeeding years after the completion of the improvements to be financed by such Parity Bonds, if any, shall not be less than 115% of the largest aggregate amount that will mature and become due in any succeeding Fiscal Year for principal of and interest on the following:

- (1) The Bonds then Outstanding;
- (2) Any Parity Bonds theretofore issued pursuant to the provisions contained in this Resolution then Outstanding; and
- (3) The Parity Bonds then proposed to be issued.

The "estimated average increased annual Net Revenues to be received in each of the 3 succeeding years," as that term is used in the computation provided in the above paragraph, shall refer only to the increased Net Revenues estimated to be derived from (a) the improvements to be financed by such Parity Bonds and (b) any increase in rates adopted by the Issuer and approved by the Public Service Commission of West Virginia, the period for appeal of which has expired prior to the date of delivery of such Parity Bonds, and shall not exceed the amount to be stated in a certificate of the Independent Certified Public Accountants, which shall be filed in the office of the Secretary prior to the issuance of such Parity Bonds.

The Net Revenues actually derived from the System during the 12-consecutive-month period hereinabove referred to may be adjusted by adding to such Net Revenues such additional Net Revenues which would have been received, in the opinion of the Independent Certified Public Accountants, on account of increased rates, rentals, fees and charges for the System adopted by the Issuer, the period for appeal of which has expired prior to issuance of such Parity Bonds.

All covenants and other provisions of this Resolution (except as to details of such Parity Bonds inconsistent herewith) shall be for the equal benefit, protection and security of the Holders of the Bonds and the Holders of any Parity Bonds subsequently issued from time to time within the limitations of and in compliance with this section. Bonds issued on a parity, regardless of the time or times of their issuance, shall rank equally with respect to their lien on the revenues of the System and their source of and security for payment from said revenues, without preference of any Bond of one series over any other Bond of the same series. The Issuer shall comply fully with all the increased payments into the various funds and accounts created in this Bond Legislation required for and on account

of such Parity Bonds, in addition to the payments required for Bonds theretofore issued pursuant to this Bond Legislation.

Parity Bonds shall not be deemed to include bonds, notes, certificates or other obligations subsequently issued, the lien of which on revenues of the System is subject to the prior and superior liens of the Series 2001 A Bonds on such revenues. The Issuer shall not issue any obligations whatsoever payable from revenues of the System, or any part thereof, which rank prior to or, except in the manner and under the conditions provided in this section, equally, as to lien on and source of and security for payment from such revenues, with the Series 2001 A Bonds.

No Parity Bonds shall be issued any time, however, unless all the payments into the respective funds and accounts provided for in this Bond Legislation with respect to the Series 2001 A Bonds then Outstanding, and any other payments provided for in this Bond Legislation, shall have been made in full as required to the date of delivery of such Parity Bonds, and the Issuer shall then be in full compliance with all the covenants, agreements and terms of this Bond Legislation.

Section 7.08. Books; Records and Audit. So long as the Prior Bonds are outstanding, the provisions for record keeping and audits set forth in the Prior Resolution shall be applicable. The Issuer will keep books and records of the System, which shall be separate and apart from all other books, records and accounts of the Issuer, in which complete and correct entries shall be made of all transactions relating to the System, and any Holder of a Bond or Bonds issued pursuant to this Bond Legislation shall have the right at all reasonable times to inspect the System and all parts thereof and all records, accounts and data of the Issuer relating thereto.

The accounting system for the System shall follow current generally accepted accounting principles and safeguards to the extent allowed and as prescribed by the Public Service Commission of West Virginia. Separate control accounting records shall be maintained by the Issuer. Subsidiary records as may be required shall be kept in the manner and on the forms, books and other bookkeeping records as prescribed by the Governing Body. The Governing Body shall prescribe and institute the manner by which subsidiary records of the accounting system which may be installed remote from the direct supervision of the Governing Body shall be reported to such agent of the Issuer as the Governing Body shall direct.

Section 7.09. Rates. Prior to the issuance of the Series 2001 A Bonds, equitable rates or charges for the use of and service rendered by the System shall be established all in the manner and form required by law, and copies of such rates and charges so established will be continuously on file with the Secretary, which copies will be open to inspection by all interested parties. The schedule of rates and charges shall at all times be adequate to produce Gross Revenues from the System sufficient to pay Operating Expenses and to make the prescribed payments into the funds created hereunder. Such schedule of rates and charges shall be changed and readjusted whenever necessary so that the aggregate of the rates and charges will be sufficient for such purposes. In order to assure full and

continuous performance of this covenant, with a margin for contingencies and temporary unanticipated reduction in income and revenues, the Issuer hereby covenants and agrees that the schedule of rates or charges from time to time in effect shall be sufficient, together with other revenues of the System (i) to provide for all Operating Expenses of the System and (ii) to leave a balance each year equal to at least 115% of the maximum amount required in any year for payment of principal of and interest on the Series 2001 A Bonds and all other obligations secured by a lien on or payable from such revenues on a parity with the Series 2001 A Bonds, including the Prior Bonds; provided that, in the event that amounts equal to or in excess of the Reserve Requirements are on deposit in the Reserve Accounts and in the reserve accounts for obligations on a parity with the Series 2001 A Bonds, including the Prior Bonds, are funded at least at the requirement therefor, such balance each year need only equal at least 110% of the maximum amount required in any year for payment of principal of and interest on the Series 2001 A Bonds and all other obligations secured by a lien on or payable from such revenues on a parity with the Series 2001 A Bonds. In any event, the Issuer shall not reduce the rates or charges for services described in Section 7.04.

Section 7.10. Operating Budget. The Issuer shall annually, at least 45 days preceding the beginning of each Fiscal Year, prepare and adopt by resolution a detailed, balanced budget of the estimated revenues and expenditures for operation and maintenance of the System during the succeeding Fiscal Year and shall submit a copy of such budget to the Original Purchaser within 30 days of adoption thereof. No expenditures for the operation and maintenance of the System shall be made in any Fiscal Year in excess of the amounts provided therefor in such budget without a written finding and recommendation by a professional engineer, which finding and recommendation shall state in detail the purpose of and necessity for such increased expenditures for the operation and maintenance of the System, and no such increased expenditures shall be made until the Issuer shall have approved such finding and recommendation by a resolution duly adopted. No increased expenditures in excess of 10% of the amount of such budget shall be made except upon the further certificate of a professional engineer that such increased expenditures are necessary for the continued operation of the System. The Issuer shall mail copies of such annual budget and all resolutions authorizing increased expenditures for operation and maintenance to any Holder of any Bonds who shall file his or her address with the Issuer and request in writing that copies of all such budgets and resolutions be furnished him or her and shall make available such budgets and all resolutions authorizing increased expenditures for operation and maintenance of the System at all reasonable times to any Holder of any Bonds, or anyone acting for and in behalf of such Holder of any Bonds.

Section 7.11. Operating Personnel. The Issuer shall employ qualified operating personnel properly certified by the State so long as the Series 2001 A Bonds are outstanding.

Section 7.12. No Competing Franchise. To the extent legally allowable, the Issuer shall not grant or cause, consent to or allow the granting of, any franchise or permit

to any person, firm, corporation, body, agency or instrumentality whatsoever for the providing of any services which would compete with services provided by the System.

Section 7.13. Enforcement of Collections. The Issuer shall diligently enforce and collect all fees, rentals or other charges for the services and facilities of the System, and take all steps, actions and proceedings for the enforcement and collection of such fees, rentals or other charges which shall become delinquent to the full extent permitted or authorized by the Act, the rules and regulations of the Public Service Commission of West Virginia and other laws of the State of West Virginia.

Whenever any fees, rates, rentals or other charges for the services and facilities of the System shall remain unpaid for a period of 30 days after the same shall become due and payable, the property and the owner thereof, as well as the user of the services and facilities, shall be delinquent until such time as all such rates and charges are fully paid. To the extent authorized by the laws of the State and the rules and regulations of the Public Service Commission of West Virginia, rates, rentals and other charges, if not paid, when due, shall become a lien on the premises served by the System. The Issuer further covenants and agrees that, it will, to the full extent permitted by law and the rules and regulations promulgated by the Public Service Commission of West Virginia, discontinue and shut off the services of the System and any services and facilities of the water system, if so owned by the Issuer, to all users of the services of the System delinquent in payment of charges for the services of the System and will not restore such services of either system until all delinquent charges for the services of the System, plus reasonable interest and penalty charges for the restoration of service, have been fully paid and shall take all further actions to enforce collections to the maximum extent permitted by law or, if the waterworks facilities are not owned by the Issuer, the Issuer will use diligent efforts to enter into a similar termination agreement with the provider of such water, subject to any required approval of such agreement by the Public Service Commission of West Virginia and all rules, regulations and orders of the Public Service Commission of West Virginia.

Section 7.14. No Free Services. The Issuer shall not render or cause to be rendered any free services of any nature by the System, or any part thereof, nor shall any preferential rates be established for users of the same class; and in the event the Issuer, or any department, agency, instrumentality, officer or employee of the Issuer shall avail itself or themselves of the facilities or services provided by the System, or any part thereof, the same rates, fees or charges applicable to other customers receiving like services under similar circumstances shall be charged the Issuer and any such department, agency, instrumentality, officer or employee. The revenues so received shall be deemed to be revenues derived from the operation of the System, and shall be deposited and accounted for in the same manner as other revenues derived from such operation of the System.

Section 7.15. Insurance. A. The Issuer hereby covenants and agrees that so long as the Series 2001 A Bonds remain Outstanding, the Issuer shall, as an Operating

Expense, procure, carry and maintain insurance with a reputable insurance carrier or carriers as is customarily covered with respect to works and properties similar to the System. Such insurance shall initially cover the following risks and be in the following amounts:

(1) FIRE, LIGHTNING, VANDALISM, MALICIOUS MISCHIEF AND EXTENDED COVERAGE INSURANCE, on all above-ground insurable portions of the System in an amount equal to the actual cost thereof. In time of war the Issuer will also carry and maintain insurance to the extent available against the risks and hazards of war. The proceeds of all such insurance policies shall be placed in the Renewal and Replacement Fund and used only for the repairs and restoration of the damaged or destroyed properties, or for the other purposes provided herein for the Renewal and Replacement Fund.

(2) PUBLIC LIABILITY INSURANCE, with limits of not less than \$1,000,000 per occurrence to protect the Issuer from claims for bodily injury and/or death and not less than \$500,000 per occurrence from claims for damage to property of others which may arise from the operation of the System, and insurance with the same limits to protect the Issuer from claims arising out of operation or ownership of motor vehicles of or for the System.

(3) WORKER'S COMPENSATION COVERAGE FOR ALL EMPLOYEES OF OR FOR THE SYSTEM ELIGIBLE THEREFOR in compliance with State law.

(4) FLOOD INSURANCE, if the System facilities are or will be located in designated special flood or mudslide-prone areas and to the extent available at reasonable cost to the Issuer.

(5) BUSINESS INTERRUPTION INSURANCE, to the extent available at reasonable cost to the Issuer.

(6) FIDELITY BONDS will be provided for every officer, member and employee of the Issuer having custody of the revenues or of any other funds of the System, in an amount at least equal to the total funds in the custody of any such person at any one time.

Section 7.16. Mandatory Connections. The mandatory use of the System is essential and necessary for the protection and preservation of the public health, comfort, safety, convenience and welfare of the inhabitants and residents of, and the economy of, the Issuer and in order to assure the rendering harmless of sewage and water-borne waste matter produced or arising within the territory served by the System. Accordingly, every owner, tenant or occupant of any house, dwelling or building located near the System, where sewage will flow by gravity or be transported by such other methods approved by the State Department of Health from such house, dwelling or building into the System, to the extent permitted by the laws of the State and the rules and regulations of the Public Service

Commission of West Virginia, shall connect with and use the System and shall cease the use of all other means for the collection, treatment and disposal of sewage and waste matters from such house, dwelling or building where there is such gravity flow or transportation by such other method approved by the State Department of Health and such house, dwelling or building can be adequately served by the System, and every such owner, tenant or occupant shall, after a 30-day notice of the availability of the System, pay the rates and charges established therefor.

Any such house, dwelling or building from which emanates sewage or water-borne waste matter and which is not so connected with the System is hereby declared and found to be a hazard to the health, safety, comfort and welfare of the inhabitants of the Issuer and a public nuisance which shall be abated to the extent permitted by law and as promptly as possible by proceedings in a court of competent jurisdiction.

Section 7.17. Operation of System; Permits and Orders. The Issuer shall operate and maintain the System as a revenue-producing utility in good condition and in compliance with all federal and state requirements and standards.

The Issuer has obtained all permits required by State and federal laws for the operation of the System and all orders and approvals from the Public Service Commission of West for issuance of the Series 2001 A Bonds required by State law, with all requisite appeal periods having expired without successful appeal.

Section 7.18. Tax Covenants. The Issuer hereby further covenants and agrees as follows:

A. PRIVATE BUSINESS USE LIMITATION. The Issuer shall assure that (i) not in excess of 10% of the Net Proceeds of the Series 2001 A Bonds are used for Private Business Use if, in addition, the payment of more than 10% of the principal or 10% of the interest due on the Series 2001 A Bonds during the term thereof is, under the terms of the Series 2001 A Bonds or any underlying arrangement, directly or indirectly, secured by any interest in property used or to be used for a Private Business Use or in payments in respect of property used or to be used for a Private Business Use or is to be derived from payments, whether or not to the Issuer, in respect of property or borrowed money used or to be used for a Private Business Use; and (ii) and that, in the event that both (A) in excess of 5% of the Net Proceeds of the Series 2001 A Bonds are used for a Private Business Use, and (B) an amount in excess of 5% of the principal or 5% of the interest due on the Series 2001 A Bonds during the term thereof is, under the terms of the Series 2001 A Bonds or any underlying arrangement, directly or indirectly, secured by any interest in property used or to be used for said Private Business Use or in payments in respect of property used or to be used for said Private Business Use or is to be derived from payments, whether or not to the Issuer, in respect of property or borrowed money used or to be used for said Private Business Use, then said excess over 5% of Net Proceeds of the Series 2001 A Bonds used for a Private Business Use shall be used for a Private Business Use related to the governmental use of the project, or if the Series 2001 A Bonds are for the purpose of financing more than one project, a portion of the project, and shall not exceed the proceeds used for the governmental use of

that portion of the project to which such Private Business Use is related. All of the foregoing shall be determined in accordance with the Code.

B. PRIVATE LOAN LIMITATION. The Issuer shall assure that not in excess of 5% of the Net Proceeds of the Series 2001 A Bonds or \$5,000,000 are used, directly or indirectly, to make or finance a loan (other than loans constituting Nonpurpose Investments) to persons other than state or local government units.

C. FEDERAL GUARANTEE PROHIBITION. The Issuer shall not take any action or permit or suffer any action to be taken if the result of the same would be to cause the Series 2001 A Bonds to be "federally guaranteed" within the meaning of Section 149(b) of the Code.

D. INFORMATION RETURN. The Issuer will timely file all statements, instruments and returns necessary to assure the tax-exempt status of the Series 2001 A Bonds and the interest thereon including, without limitation, the information return required under Section 149(e) of the Code.

E. FURTHER ACTIONS. The Issuer will take any and all actions that may be required of it so that the interest on the Series 2001 A Bonds will be and remain excluded from gross income for federal income tax purposes, and will not take any actions or fail to take any actions, the result of which would adversely affect such exclusion.

Section 7.19. Statutory Mortgage Lien. For the further protection of the Holders of the Series 2001 A Bonds, a statutory mortgage lien upon the System is granted and created by the Act, which statutory mortgage lien is hereby recognized and declared to be valid and binding, shall take effect immediately upon delivery of the Series 2001 A Bonds, and shall be on a parity with the statutory mortgage lien in favor of the Holders of the Prior Bonds.

Section 7.20. Additional Covenants with respect to the Original Purchaser. So long as the Series 2001 A Bonds are outstanding, the Issuer shall:

A. Promptly advise the Original Purchaser in writing of (i) any event or act which comes to its attention that would or might materially adversely affect the Issuer's financial condition or operations, or the Original Purchaser's rights under the Bond documents, (ii) any litigation filed by or against the Issuer, (iii) any event that has occurred that would constitute an event of default under any Bond documents and (iv) any loss through fire, theft, liability or property damage in excess of an aggregate of \$25,000.

B. Furnish to the Original Purchaser prepared financial statements of the Issuer for each fiscal year, within 60 days after the close of each such fiscal year and audited financial statements within 180 days after the close of each such fiscal year.

C. Notify the Original Purchaser in writing if the Issuer becomes a defendant in any future litigation.

ARTICLE VIII

INVESTMENT OF FUNDS; NON-ARBITRAGE

Section 8.01. Investments. Any moneys held as a part of the funds and accounts created by this Resolution, other than the Revenue Fund, shall be invested and reinvested by the Commission, the Depository Bank, the Paying Agent or such other bank or national banking association holding such fund or account, as the case may be, at the written direction of the Issuer in any Qualified Investments to the fullest extent possible under applicable laws, this Resolution, the need for such moneys for the purposes set forth herein and the specific restrictions and provisions set forth in this Section 8.01.

Any investment shall be held in and at all times deemed a part of the fund or account in which such moneys were originally held, and the interest accruing thereon and any profit or loss realized from such investment shall be credited or charged to the appropriate fund or account. The investments held for any fund or account shall be valued at the lower of cost or then current market value, or at the redemption price thereof if then redeemable at the option of the holder, including the value of accrued interest and giving effect to the amortization of discount, or at par if such investment is held in the "Consolidated Fund." The Commission shall sell and reduce to cash a sufficient amount of such investments whenever the cash balance in any fund or account is insufficient to make the payments required from such fund or account, regardless of the loss on such liquidation. The Depository Bank may make any and all investments permitted by this section through its own bond department and shall not be responsible for any losses from such investments, other than for its own negligence or willful misconduct.

The Depository Bank and the Paying Agent shall keep complete and accurate records of all funds, accounts and investments, and shall distribute to the Issuer, at least once each year, or more often as reasonably requested by the Issuer, a summary of such funds, accounts and investment earnings. The Issuer shall retain all such records and any additional records with respect to such funds, accounts and investment earnings so long as any of the Series 2001 A Bonds are Outstanding and as long thereafter as necessary to comply with the Code and to assure the exclusion of interest on the Series 2001 A Bonds from gross income for federal income tax purposes.

Section 8.02. Arbitrage and Tax Exemption. The Issuer covenants that (i) it shall not take, or permit or suffer to be taken, any action with respect to the gross or other proceeds of the Series 2001 A Bonds which would cause the Series 2001 A Bonds to be "arbitrage bonds" within the meaning of Section 148 of the Code, and (ii) it will take any and all actions that may be required of it (including, without implied limitation, the timely filing of a federal information return with respect to the Series 2001 A Bonds) so that the interest on the Series 2001 A Bonds will be and remain excluded from gross income for federal income tax purposes, and will not take any actions which would adversely affect such exclusion.

Section 8.03. Tax Certificate and Rebate. The Issuer shall deliver a certificate of arbitrage, a tax certificate or other similar certificate to be prepared by nationally recognized bond counsel or tax counsel relating to payment of arbitrage rebate and other tax matters as a condition to issuance of the Series 2001 A Bonds. In addition, the Issuer covenants to comply with all Regulations from time to time in effect and applicable to the Series 2001 A Bonds as may be necessary in order to fully comply with Section 148(f) of the Code, and covenants to take such actions, and refrain from taking such actions, as may be necessary to fully comply with such Section 148(f) of the Code and the Regulations, regardless of whether such actions may be contrary to any of the provisions of this Resolution.

The Issuer shall calculate, annually, the rebatable arbitrage, determined in accordance with Section 148(f) of the Code. Upon completion of each such annual calculation, the Issuer shall deposit, or cause to be deposited, in the Rebate Fund such sums as are necessary to cause the aggregate amount on deposit in the Rebate Fund to equal the sum determined to be subject to rebate to the United States, which, notwithstanding anything herein to the contrary, shall be paid from investment earnings on the underlying fund or account established hereunder and on which such rebatable arbitrage was earned or from other lawfully available sources. Notwithstanding anything herein to the contrary, the Rebate Fund shall be held free and clear of any lien or pledge hereunder and shall be used only for payment of rebatable arbitrage to the United States. The Issuer shall pay, or cause to be paid, to the United States, from the Rebate Fund, the rebatable arbitrage in accordance with Section 148(f) of the Code and the Regulations. In the event that there are any amounts remaining in the Rebate Fund following all such payments required by the preceding sentence, the Paying Agent shall pay said amounts to the Issuer to be used for any lawful purpose of the System. The Issuer shall remit payments to the United States at the time and at the address prescribed by the Regulations as the same may be from time to time in effect with such reports and statements as may be prescribed by the Regulations. In the event that, for any reason, amounts in the Rebate Fund are insufficient to make the payments to the United States which are required, the Issuer shall assure that such payments are made by the Issuer to the United States, on a timely basis, from any funds lawfully available therefor. The Issuer may provide for the employment of independent attorneys, accountants or consultants compensated on such reasonable basis as the Issuer may deem appropriate in order to assure compliance with this Section 8.03. The Issuer shall keep and retain, or cause to be kept and retained, records of the determinations made pursuant to this Section 8.03 in accordance with the requirements of Section 148(f) of the Code and the Regulations. In the event the Issuer fails to make such rebates as required, the Issuer shall pay the required rebate amount and all penalties and other amounts, from lawfully available sources, and obtain a waiver from the Internal Revenue Service, if necessary, in order to maintain the exclusion of interest on the Series 2001 A Bonds from gross income for federal income tax purposes.

ARTICLE IX

DEFAULT AND REMEDIES

Section 9.01. Events of Default. Each of the following events shall constitute an "Event of Default" with respect to the Series 2001 A Bonds:

(1) If default occurs in the due and punctual payment of the principal of or interest, if any, on the Series 2001 A Bonds; or

(2) If default occurs in the Issuer's observance of any of the covenants, agreements or conditions on its part relating to the Series 2001 A Bonds set forth in this Bond Legislation, any supplemental resolution or in the Series 2001 A Bonds, and such default shall have continued for a period of 30 days after the Issuer shall have been given written notice of such default by the Commission, the Depository Bank, the Registrar, the Paying Agent or a Holder of a Bond; or

(3) If the Issuer files a petition seeking reorganization or arrangement under the federal bankruptcy laws or any other applicable law of the United States of America; or

(4) If default occurs with respect to the Prior Bonds or the Prior Resolution.

Section 9.02. Remedies. Upon the happening and continuance of any Event of Default, any Registered Owner of a Bond, as the case may be, may exercise any available remedy and bring any appropriate action, suit or proceeding to enforce his or her rights and, in particular, (i) bring suit for any unpaid principal or interest then due, (ii) by mandamus or other appropriate proceeding enforce all rights of such Registered Owners including the right to require the Issuer to perform its duties under the Act and this Bond Legislation relating thereto, including but not limited to the making and collection of sufficient rates or charges for services rendered by the System, (iii) bring suit upon the Bonds, (iv) by action at law or bill in equity require the Issuer to account as if it were the trustee of an express trust for the Registered Owners of the Bonds, and (v) by action or bill in equity enjoin any acts in violation of this Bond Legislation with respect to the Bonds, or the rights of such Registered Owners, provided that, all rights and remedies of the Holders of the Series 2001 A Bonds shall be on a parity with the Holders of the Prior Bonds.

Section 9.03. Appointment of Receiver. Any Registered Owner of a Bond may, by proper legal action, compel the performance of the duties of the Issuer under this Bond Legislation and the Act, including, the making and collection of sufficient rates and charges for services rendered by the System and segregation of the revenues therefrom and the application thereof. If there be any Event of Default with respect to such Bonds any Registered Owner of a Bond shall, in addition to all other remedies or rights, have the right

by appropriate legal proceedings to obtain the appointment of a receiver to administer the System on behalf of the Issuer, with power to charge rates, rentals, fees and other charges sufficient to provide for the payment of Operating Expenses of the System, the payment of the Bonds and interest and the deposits into the funds and accounts hereby established, and to apply such rates, rentals, fees, charges or other revenues in conformity with the provisions of this Bond Legislation and the Act.

The receiver so appointed shall forthwith, directly or by his or her or its agents and attorneys, enter into and upon and take possession of all facilities of said System and shall hold, operate and maintain, manage and control such facilities, and each and every part thereof, and in the name of the Issuer exercise all the rights and powers of the Issuer with respect to said facilities as the Issuer itself might do.

Whenever all that is due upon the Bonds and interest thereon and under any covenants of this Bond Legislation for reserve, sinking or other funds and upon any other obligations and interest thereon having a charge, lien or encumbrance upon the revenues of the System shall have been paid and made good, and all defaults under the provisions of this Bond Legislation shall have been cured and made good, possession of the System shall be surrendered to the Issuer upon the entry of an order of the court to that effect. Upon any subsequent default, any Registered Owner of any Bonds shall have the same right to secure the further appointment of a receiver upon any such subsequent default.

Such receiver, in the performance of the powers hereinabove conferred upon him or her or it, shall be under the direction and supervision of the court making such appointment, shall at all times be subject to the orders and decrees of such court and may be removed thereby, and a successor receiver may be appointed in the discretion of such court. Nothing herein contained shall limit or restrict the jurisdiction of such court to enter such other and further orders and decrees as such court may deem necessary or appropriate for the exercise by the receiver of any function not specifically set forth herein.

Any receiver appointed as provided herein shall hold and operate the System in the name of the Issuer and for the joint protection and benefit of the Issuer and Registered Owners of the Bonds. Such receiver shall have no power to sell, assign, mortgage or otherwise dispose of any assets of any kind or character belonging or pertaining to the System, but the authority of such receiver shall be limited to the possession, operation and maintenance of the System for the sole purpose of the protection of both the Issuer and Registered Owners of such Bonds and the curing and making good of any Event of Default with respect thereto under the provisions of this Bond Legislation, and the title to and ownership of the System shall remain in the Issuer, and no court shall have any jurisdiction to enter any order or decree permitting or requiring such receiver to sell, assign, mortgage or otherwise dispose of any assets of the System.

ARTICLE X

PAYMENT OF BONDS

Section 10.01. Payment of Bonds. If the Issuer shall pay or cause to be paid, or there shall otherwise be paid, to the Holders of the Series 2001 A Bonds, the principal of and interest, if any, due or to become due thereon, at the times and in the manner set forth in the Bonds and/or this Bond Legislation, then this Bond Legislation and the pledges of Net Revenues and other moneys and securities pledged under this Bond Legislation and all covenants, agreements and other obligations of the Issuer to the Registered Owners of the Series 2001 A Bonds shall thereupon cease, terminate and become void and be discharged and satisfied, except as may otherwise be necessary to assure the exclusion of interest on the Series 2001 A Bonds for gross income for federal income tax purposes.

ARTICLE XI

MISCELLANEOUS

Section 11.01. Amendment or Modification of Bond Legislation. Prior to issuance of the Series 2001 A Bonds, this Resolution may be amended or supplemented in any way by the Supplemental Resolution. Following issuance of the Series 2001 A Bonds, no material modification or amendment of this Resolution, or of any resolution amendatory or supplemental hereto, that would materially and adversely affect the rights of Registered Owners of the Bonds shall be made without the consent in writing of the Registered Owners of the Bonds so affected and then Outstanding; provided, that no change shall be made in the maturity of the Bonds or the rate of interest thereon, or in the principal amount thereof, or affecting the unconditional promise of the Issuer to pay such principal and interest out of the funds herein pledged therefor without the consent of the Registered Owner thereof. No amendment or modification shall be made that would reduce the percentage of the principal amount of Bonds required for consent to the above-permitted amendments or modifications. Notwithstanding the foregoing, this Bond Legislation may be amended without the consent of any Bondholder as may be necessary to assure compliance with Section 148(f) of the Code relating to rebate requirements or otherwise as may be necessary to assure the exclusion of interest on the Series 2001 A Bonds from gross income of the holders thereof.

Section 11.02. Bond Legislation Constitutes Contract. The provisions of this Bond Legislation shall constitute a contract between the Issuer and the Registered Owners of the Bonds, and no change, variation or alteration of any kind of the provisions of this Bond Legislation shall be made in any manner, except as in this Bond Legislation provided.

Section 11.03. Severability of Invalid Provisions. If any section, paragraph, clause or provision of this Resolution should be held invalid by any court of competent jurisdiction, the invalidity of such section, paragraph, clause or provision shall not affect any of the remaining provisions of this Resolution, the Supplemental Resolution or the Series 2001 A Bonds.

Section 11.04. Headings, Etc. The headings and catchlines of the articles, sections and subsections hereof are for convenience of reference only, and shall not affect in any way the meaning or interpretation of any provision hereof.

Section 11.05. Conflicting Provisions Repealed. All orders and resolutions, or parts thereof, in conflict with the provisions of this Resolution are, to the extent of such conflict, hereby repealed, provided that, in the event of any conflict between this Resolution and the Prior Resolution, the Prior Resolution shall control (unless less restrictive), so long as the Prior Bonds are Outstanding.

Section 11.06. Covenant of Due Procedure, Etc. The Issuer covenants that all acts, conditions, things and procedures required to exist, to happen, to be performed or to be taken precedent to and in the adoption of this Resolution do exist, have happened, have

been performed and have been taken in regular and due time, form and manner as required by and in full compliance with the laws and Constitution of the State of West Virginia applicable thereto; and that the Chairperson, Secretary and members of the Governing Body were at all times when any actions in connection with this Resolution occurred and are duly in office and duly qualified for such office.

Section 11.07. Effective Date. This Resolution shall be effective immediately following adoption hereof.

Adopted this 7th day of September, 2001.

Betty J. Thompson
Chairperson and Member

Harold D. Tolbert
Member

Eugene Moss
Member

CERTIFICATION

Certified a true copy of a Resolution duly adopted by the Public Service Board of GREEN VALLEY COMMUNITY PUBLIC SERVICE DISTRICT on the 7th day of September, 2001.

Dated this 13th day of September, 2001.

[SEAL]



Secretary

09/06/01
001487/00304

GREEN VALLEY COMMUNITY PUBLIC SERVICE DISTRICT
SEWER REFUNDING REVENUE BONDS, SERIES 2001 A

SUPPLEMENTAL RESOLUTION

SUPPLEMENTAL RESOLUTION PROVIDING AS TO THE PRINCIPAL AMOUNT, DATE, MATURITY DATE, INTEREST RATE, PAYMENT SCHEDULE, SALE PRICE AND OTHER TERMS OF THE GREEN VALLEY COMMUNITY PUBLIC SERVICE DISTRICT SEWER REFUNDING REVENUE BONDS, SERIES 2001 A; AUTHORIZING AND APPROVING THE SALE AND DELIVERY OF SUCH BONDS TO CAPITAL STATE BANK; DESIGNATING A REGISTRAR, PAYING AGENT AND DEPOSITORY BANK; APPROVING THE PREPAYMENT AGREEMENT; AND MAKING OTHER PROVISIONS AS TO THE BONDS.

WHEREAS, the Public Service Board (the "Governing Body") of Green Valley Community Public Service District (the "Issuer") has duly and officially adopted a Bond Resolution on September 7, 2001 (the "Resolution"), entitled:

RESOLUTION AUTHORIZING THE REFUNDING OF THE SEWER REVENUE BONDS, SERIES 1982, OF GREEN VALLEY COMMUNITY PUBLIC SERVICE DISTRICT AND THE ISSUANCE BY THE DISTRICT OF NOT MORE THAN \$450,000 IN AGGREGATE PRINCIPAL AMOUNT OF SEWER REFUNDING REVENUE BONDS, SERIES 2001 A, THE PROCEEDS OF WHICH, TOGETHER WITH OTHER FUNDS OF THE DISTRICT, SHALL BE EXPENDED FOR SUCH REFUNDING AND PAYING COSTS IN CONNECTION THEREWITH; PROVIDING FOR THE RIGHTS AND REMEDIES OF AND SECURITY FOR THE REGISTERED OWNERS OF SUCH BONDS; AUTHORIZING THE EXECUTION AND DELIVERY OF ALL DOCUMENTS RELATING TO THE ISSUANCE OF SUCH BONDS; AUTHORIZING THE SALE AND PROVIDING FOR THE TERMS AND PROVISIONS OF SUCH BONDS AND ADOPTING OTHER PROVISIONS RELATING THERETO.

WHEREAS, the capitalized terms used herein and not otherwise defined herein shall have the same meaning set forth in the Resolution when used herein;

WHEREAS, the Resolution provides for the refunding of the Issuer's Sewer Revenue Bonds, Series 1982, dated July 27, 1982 (the "Series 1982 A Bonds"), and the issuance of the Sewer Refunding Revenue Bonds, Series 2001 A, of the Issuer, in an aggregate principal amount not to exceed \$450,000 (the "Series 2001 A Bonds" or the "Bonds"), for the purposes of paying a portion of the costs of such refunding, funding a reserve account for the Series 2001 A Bonds and paying the costs of issuance thereof, all in accordance with Chapter 16, Article 13A of the Code of West Virginia, 1931, as amended (the "Act"); and in the Resolution it is provided that the exact principal amount, date, maturity date, interest rate, payment schedule, sale price and other terms of the Bonds should be established by a supplemental resolution, and that other matters relating to the Bonds be herein provided for;

WHEREAS, the Prepayment Agreement has been presented to the Issuer at this meeting;

WHEREAS, the Bonds are proposed to be purchased by Capital State Bank, Charleston, West Virginia, pursuant to a commitment letter dated August 23, 2001; and

WHEREAS, the Governing Body deems it essential and desirable that this resolution (the "Supplemental Resolution") be adopted, that the Prepayment Agreement be approved, that the exact principal amount, date, maturity date, interest rate, payment schedule, sale price and other terms of the Bonds be fixed hereby in the manner stated herein, and that other matters relating to the Bonds be herein provided for.

NOW, THEREFORE, BE IT RESOLVED BY THE GOVERNING BODY OF GREEN VALLEY COMMUNITY PUBLIC SERVICE DISTRICT:

Section 1. Pursuant to the Resolution and the Act, this Supplemental Resolution is adopted and there are hereby authorized and ordered to be issued the Sewer Refunding Revenue Bonds, Series 2001 A, of the Issuer, originally represented by a single bond, numbered AR-1, in the original principal amount of \$450,000. The Bonds shall be dated the date of delivery, shall finally mature September 10, 2017, and shall bear interest at the rate of .5.8% per annum. Interest shall be calculated using an actual 30-day month /360-day year. The principal of and interest on the Bonds shall be payable on the 10th day of each month, commencing October 10, 2001, in the amounts set forth in the "Debt Service Schedule" incorporated in and made a part of the Bonds. If any payment is made more than 10 days after the due date, the Issuer shall pay a late charge equal to 5% of the principal and interest then due, with a minimum of \$25 and a maximum of \$250. The Bonds shall be subject to prepayment without penalty in whole or in part at any time upon the payment of the outstanding principal and the interest accrued to the prepayment date.

Section 2. All other provisions relating to the Bonds and the text of the Bonds shall be in substantially the form provided in the Resolution.

Section 3. The Issuer hereby approves and accepts the Prepayment Agreement by and between the Issuer and the West Virginia Municipal Bond Commission (the "Commission"), the paying agent for the Series 1982 A Bonds, to be dated as of the date of delivery of the Bonds, substantially in the form submitted to this meeting, and the execution and delivery (in multiple counterparts) by the Chairperson thereof shall be and the same are hereby authorized, approved and directed.

Section 4. The Issuer hereby appoints and designates Capital State Bank, Charleston, West Virginia, to serve as Registrar (the "Registrar") and Paying Agent (the "Paying Agent") for the Bonds under the Resolution and approves and accepts the Registrar and Paying Agent Agreement to be dated the date of delivery of the Bonds, by and between the Issuer and the Registrar and Paying Agent, and the execution and delivery of the Registrar and Paying Agent Agreement by the Chairperson, and the performance of the obligations contained therein, on behalf of the Issuer, are hereby authorized, directed and approved.

Section 5. The Issuer hereby reappoints and redesignates Bank One, West Virginia, National Association, Charleston, West Virginia, to serve as Depository Bank under the Resolution.

Section 6. The Issuer hereby approves and accepts the offer of Capital State Bank, Charleston, West Virginia (the "Original Purchaser"), to purchase the Bonds at a purchase price of \$450,000 (100% of par value), there being no interest accrued thereon.

Section 7. The proceeds of the Bonds in the amount of \$325,377.98 shall be deposited with the Commission, together with other moneys of the Issuer in the Series 1982 A Bonds Sinking Fund, the Series 1982 A Bonds Reserve Account and the Series 1982 A & B Sewer Revenue Escrow Account in the amount of \$566,272.02, to accomplish the prepayment and refunding of the Series 1982 A Bonds.

Section 8. The proceeds of the Bonds in the amount of \$43,452 shall be deposited with the Commission in the Series 2001 A Bonds Reserve Account.

Section 9. The remaining proceeds of the Bonds in the amount of \$81,170.02 shall be deposited with the Paying Agent in the Costs of Issuance and Capital Improvement Fund for payment of the costs of issuance of the Bonds and capital improvements of the System. All such costs of issuance shall be paid within 60 days from the date from delivery of the Bonds. The remaining proceeds of the Bonds, including any moneys released by the Commission, shall be applied solely to capital improvements of the System and shall be fully

expended within one year from the date of delivery of the Bonds.

Section 10. The Issuer hereby approves the costs of issuance, including without limitation, the 1% origination fee in the amount of \$4,500 to the Original Purchaser, and authorizes the payment of all such costs (list attached).

Section 11. The Chairperson and Secretary are hereby authorized and directed to execute and deliver such other documents and certificates required or desirable in connection with the Bonds hereby and by the Resolution approved and provided for, to the end that the Bonds may be delivered to the Original Purchaser on or about September 13, 2001.

Section 12. The prepayment and refunding of the Series 1982 A Bonds and the financing thereof in part with proceeds of the Bonds will result in present value debt service savings for the Issuer, are in the public interest, serve a public purpose of the Issuer and will promote the health, welfare and safety of the residents of the Issuer.

Section 13. The Issuer shall not permit at any time or times any of the proceeds of the Bonds or any other funds of the Issuer to be used directly or indirectly in a manner which would result in the exclusion of the Bonds from the treatment afforded by Section 103(a) of the Internal Revenue Code of 1986, as amended, and any regulations promulgated thereunder or under any predecessor thereto (the "Code"), by reason of the classification of the Bonds as "private activity bonds" within the meaning of the Code. The Issuer will take all actions necessary to comply with the Code and the Regulations to be promulgated thereunder.

Section 14. The Issuer hereby approves and directs the creation of the Series 1982 B Bonds Reserve Account with the Commission in an amount equal to the maximum amount of principal and interest which will mature and become due on the Series 1982 B Bonds in any year, being \$6,756.76. Such account will be funded from moneys in the Series 1982 A & B Sewer Revenue Escrow Account held by the Commission on the date of delivery of the Bonds.

Section 15. This Supplemental Resolution shall be effective immediately following adoption hereof.

Adopted this 7th day of September, 2001.



Chairperson and Member



Member



Member

CERTIFICATION

Certified a true copy of a Supplemental Resolution duly adopted by the Public Service Board of Green Valley Community Public Service District on the 7th day of September, 2001.

Dated this 13th day of September, 2001.

[SEAL]


Secretary

09/06/01
001487/00304

First Union Securities

David P. Kirby

Financial Advisor

500 Virginia Street East, Suite 1200

Charleston, WV 25327

304 340-2949 · 888 645-4638

Green Valley Public Service District
Prepaying 1982A WDA Bonds
by September 14, 2001

Costs of Issuance

Capital State Bank, origination fee	\$4,500
Jackson & Kelly, bond counsel	8,000
First Union Securities, Inc., financial advisor	10,975
Bob Rodecker, Esq, counsel to the District	5,000
Bowles Rice McDavid Graff & Love, bank counsel	2,500
Misc Ellis & Ellis, CPAs	<u>4,000</u>
Total	<u>\$34,975</u>

While the information herein has been obtained from sources we believe to be reliable, its accuracy and completeness is not guaranteed.

Prepared by: First Union Securities, Inc.

GREEN VALLEY COMMUNITY PUBLIC SERVICE DISTRICT
SEWER REFUNDING REVENUE BONDS, SERIES 2001 A

MINUTES ON ADOPTION OF BOND
RESOLUTION AND SUPPLEMENTAL RESOLUTION

The undersigned duly appointed Secretary of the Public Service Board of Green Valley Community Public Service District hereby certifies that the following is a true and correct excerpt of the minutes of a special meeting of said Public Service Board:

The Public Service Board of Green Valley Community Public Service District met in special session, pursuant to notice duly posted, on the 7th day of September, 2001, in South Charleston, West Virginia, at the hour of 9:00 a.m.

PRESENT:	Betty Thompson	-	Chairperson and Member
	Harold Dean Tolbert	-	Secretary - Treasurer and Member
	Eugene Moss	-	Member
	Robert Rodecker	-	Counsel to District
	James Kelsh	-	Counsel to District
	Samme Gee	-	Bond Counsel

ABSENT: None

Betty Thompson, Chairperson, presided, and Harold Dean Tolbert acted as Secretary. The Chairperson announced that a quorum of members was present and that the meeting was open for any business properly before it.

Thereupon, the Chairperson presented a proposed Bond Resolution in writing entitled:

RESOLUTION AUTHORIZING THE REFUNDING OF THE SEWER REVENUE BONDS, SERIES 1982, OF GREEN VALLEY COMMUNITY PUBLIC SERVICE DISTRICT AND THE ISSUANCE BY THE DISTRICT OF NOT MORE THAN \$450,000 IN AGGREGATE PRINCIPAL AMOUNT OF SEWER REFUNDING REVENUE BONDS, SERIES 2001 A, THE

PROCEEDS OF WHICH, TOGETHER WITH OTHER FUNDS OF THE DISTRICT, SHALL BE EXPENDED FOR SUCH REFUNDING AND PAYING COSTS IN CONNECTION THEREWITH; PROVIDING FOR THE RIGHTS AND REMEDIES OF AND SECURITY FOR THE REGISTERED OWNERS OF SUCH BONDS; AUTHORIZING THE EXECUTION AND DELIVERY OF ALL DOCUMENTS RELATING TO THE ISSUANCE OF SUCH BONDS; AUTHORIZING THE SALE AND PROVIDING FOR THE TERMS AND PROVISIONS OF SUCH BONDS AND ADOPTING OTHER PROVISIONS RELATING THERETO.

and caused the same to be read and there was discussion. Thereupon, on motion duly made and seconded, it was unanimously ordered that said Bond Resolution be adopted and be in full force and effect on and from the date hereof.

Next, the Chairperson presented a proposed Supplemental Resolution in writing entitled:

SUPPLEMENTAL RESOLUTION PROVIDING AS TO THE PRINCIPAL AMOUNT, DATE, MATURITY DATE, INTEREST RATE, PAYMENT SCHEDULE, SALE PRICE AND OTHER TERMS OF THE GREEN VALLEY COMMUNITY PUBLIC SERVICE DISTRICT SEWER REFUNDING REVENUE BONDS, SERIES 2001 A; AUTHORIZING AND APPROVING THE SALE AND DELIVERY OF SUCH BONDS TO CAPITAL STATE BANK; DESIGNATING A REGISTRAR, PAYING AGENT AND DEPOSITORY BANK; APPROVING THE PREPAYMENT AGREEMENT; AND MAKING OTHER PROVISIONS AS TO THE BONDS.

and caused the same to be read and there was discussion. Thereupon, on motion duly made and seconded, it was unanimously ordered that said Supplemental Resolution be adopted and be in full force and effect on and from the date hereof.

There being no further business to come before the meeting, on motion duly made and seconded, it was unanimously ordered that the meeting adjourn.


Chairperson

Secretary

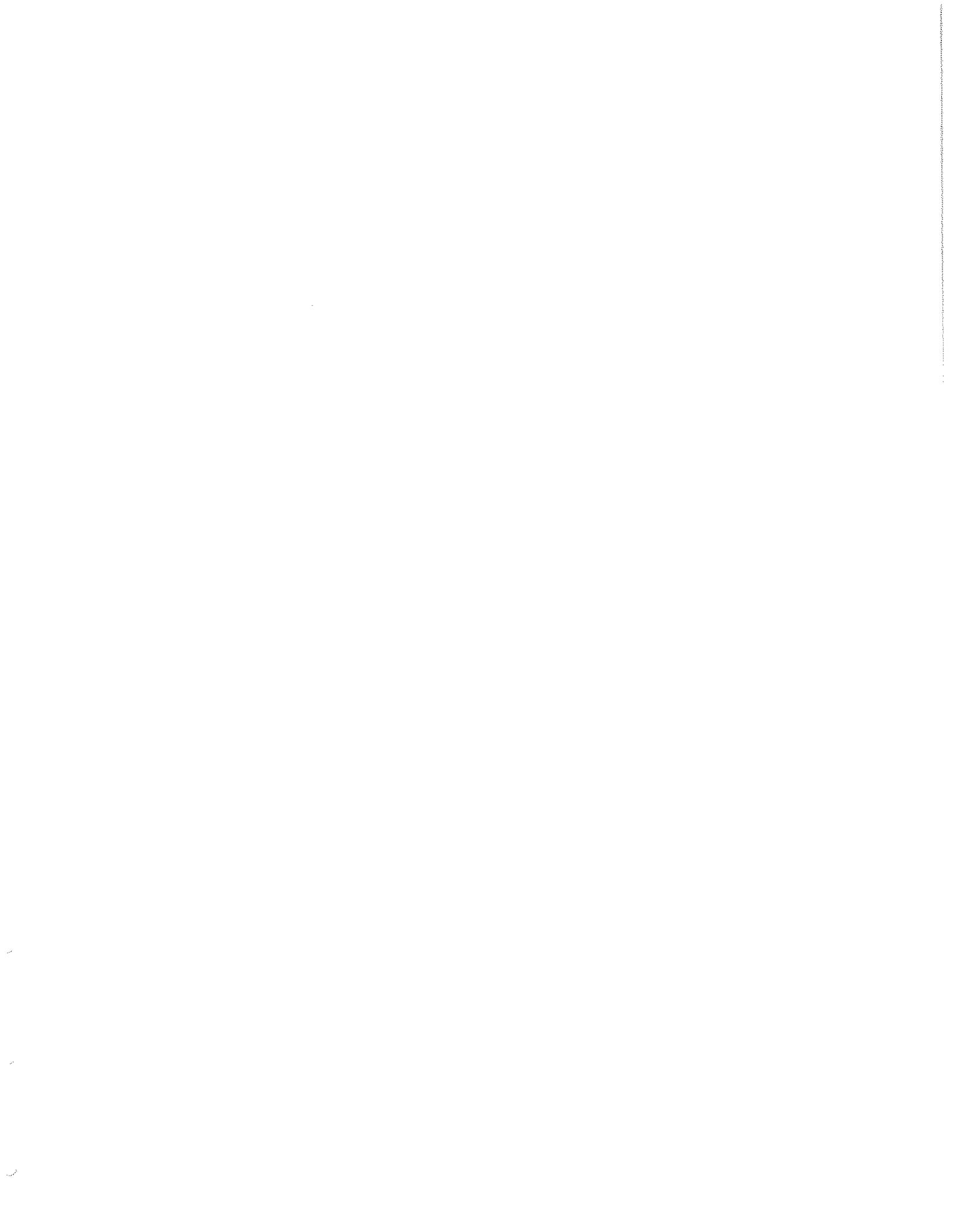
CERTIFICATION

I hereby certify that the foregoing action of Green Valley Community Public Service District remains in full force and effect and has not been amended, rescinded, superseded, repealed or changed.

WITNESS my signature on this 13th day of September, 2001.


Secretary

08/28/01
001487/00304





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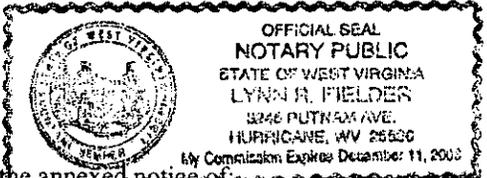
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State of West Virginia, AFFIDAVIT OF PUBLICATION

I, Sandra Logg of



THE CHARLESTON GAZETTE, A DAILY DEMOCRATIC NEWSPAPER published in the city of Charleston, Kanawha County, West Virginia, do solemnly swear that the annexed notice of GVC PSD was duly published in said paper(s) during the dates listed below, and was posted at the front door of the court house of said Kanawha County, West Virginia, on the 29TH day of AUGUST 2001. Published during the following dates: 08/28/01-08/28/01. Subscribed and sworn to before me this 30 day of August. Printers fee \$ 26.95. Notary Public of Kanawha County, West Virginia.

AR-1



SPECIMEN

UNITED STATES OF AMERICA
STATE OF WEST VIRGINIA
GREEN VALLEY COMMUNITY PUBLIC SERVICE DISTRICT
SEWER REFUNDING REVENUE BOND, SERIES 2001 A

No. AR-1

\$450,000

KNOW ALL MEN BY THESE PRESENTS: That GREEN VALLEY COMMUNITY PUBLIC SERVICE DISTRICT, a public service district, public corporation and political subdivision of the State of West Virginia in Kanawha County of said State (the "Issuer"), for value received, hereby promises to pay, solely from the special funds provided therefor, as hereinafter set forth, to Capital State Bank (the "Payee") or registered assigns the sum of FOUR HUNDRED FIFTY THOUSAND DOLLARS (\$450,000), in monthly installments on the tenth day of each month, commencing October 10, 2001, as set forth on the "Debt Service Schedule" attached as EXHIBIT A hereto and incorporated herein by reference, with interest on each installment at the rate of 5.8% per annum, payable on the tenth day of each month, commencing October 10, 2001. Interest shall be calculated using an actual 30-day month/360-day year.

The principal of and interest on this Bond are payable in any coin or currency which, on the respective dates of payment of such installments, is legal tender for the payment of public and private debts under the laws of the United States of America, at the office of Capital State Bank, Charleston, West Virginia (the "Paying Agent"). If any payment is made more than 10 days after the due date, the Issuer shall pay a late charge equal to 5% of the principal and interest then due, with a minimum of \$25 and a maximum of \$250.

This Bond is subject to prepayment without penalty in whole or in part at any time upon the payment of the outstanding principal and the interest accrued to the prepayment date.

This Bond is issued (i) to pay, together with other funds of the Issuer, a portion of the costs necessary to current refund the Issuer's Sewer Revenue Bonds, Series 1982 (the "Series 1982 A Bonds"); (ii) funding a reserve account for this Bond; and (iii) to pay certain costs of issuance of this Bond and related costs. This Bond is issued under the authority of and in full compliance with the Constitution and statutes of the State of

West Virginia, including particularly Chapter 16, Article 13A of the Code of West Virginia, 1931, as amended (the "Act"), a Bond Resolution duly adopted by the Issuer on September 7, 2001, and a Supplemental Resolution duly adopted by the Issuer on September 7, 2001 (collectively, the "Bond Legislation"), and is subject to all the terms and conditions thereof. The Bond Legislation provides for the issuance of additional bonds under certain conditions, and such bonds would be entitled to be paid and secured equally and ratably from and by the funds and revenues and other security provided for this Bond under the Bond Legislation.

THIS BOND IS ISSUED ON A PARITY WITH RESPECT TO LIENS, PLEDGE AND SOURCE OF AND SECURITY FOR PAYMENT, AND IN ALL RESPECTS, WITH THE ISSUER'S SUBORDINATE SEWER REVENUE BONDS, SERIES 1982, DATED JULY 27, 1982, ISSUED IN THE ORIGINAL AGGREGATE PRINCIPAL AMOUNT OF \$250,000; AND SEWER REVENUE BONDS, SERIES 2000 A (WEST VIRGINIA SRF PROGRAM), DATED SEPTEMBER 7, 2000, ISSUED IN THE ORIGINAL AGGREGATE PRINCIPAL AMOUNT OF \$1,160,000 (COLLECTIVELY, THE "PRIOR BONDS").

This Bond is payable only from and secured by a pledge of the Net Revenues (as defined in the Bond Legislation) to be derived from the operation of the System, on a parity with the pledge of the Net Revenues in favor of the holders of the Prior Bonds, and from moneys in the reserve account created under the Bond Legislation for this Bond (the "Series 2001 A Bonds Reserve Account") and unexpended proceeds of this Bond. Such Net Revenues shall be sufficient to pay the principal of and interest on all bonds which may be issued pursuant to the Act and which shall be set aside as a special fund hereby pledged for such purpose. This Bond does not constitute an indebtedness of the Issuer within the meaning of any constitutional or statutory provision or limitation, nor shall the Issuer be obligated to pay the same or the interest hereon, except from said special fund provided from the Net Revenues, the moneys in the Series 2001 A Bonds Reserve Account and unexpended proceeds of this Bond. Pursuant to the Bond Legislation, the Issuer has covenanted and agreed to establish and maintain just and equitable rates and charges for the use of the System and the services rendered thereby, which shall be sufficient, together with other revenues of the System, to provide for the reasonable expenses of operation, repair and maintenance of the System, and to leave a balance each year equal to at least 115% of the maximum amount payable in any year for principal of and interest on this Bond, and all other obligations secured by a lien on or payable from such revenues on a parity with this Bond, including the Prior Bonds; provided however, that so long as there exists in the Series 2001 A Bonds Reserve Account an amount at least equal to the maximum amount of principal and interest which will become due on this Bond in the then current or any succeeding year and in the respective reserve accounts established for any other obligations outstanding on a parity with this Bond, including the Prior Bonds, an amount at least equal to the requirement therefor, such percentage may be reduced to 110%. The Issuer has entered into certain

further covenants with the registered owner of this Bond for the terms of which reference is made to the Bond Legislation. Remedies provided the registered owner of this Bond are exclusively as provided in the Bond Legislation, to which reference is here made for a detailed description thereof.

Subject to the registration requirements set forth herein, this Bond is transferable, as provided in the Bond Legislation, only upon the books of the Registrar (as defined in the Bond Legislation) by the registered owner, or by its attorney or authorized in writing, upon the surrender of this Bond, together with a written instrument of transfer satisfactory to the Registrar, duly executed by the registered owner or its attorney duly authorized in writing.

Subject to the registration requirements set forth herein, this Bond, under the provision of the Act, is and has all the qualities and incidents of a negotiable instrument under the Uniform Commercial Code of the State of West Virginia.

All money received from the sale of this Bond, after reimbursement and repayment of all amounts advanced for preliminary expenses as provided by law and the Bond Legislation, shall be applied solely to the payment of the costs of refunding the Series 1982 A Bonds and costs of issuance described in the Bond Legislation, and there shall be and hereby is created and granted a lien upon such moneys, until so applied, in favor of the registered owner of this Bond.

This Bond is hereby designated a "qualified tax-exempt obligation" within the meaning of Section 265(b)(3)(B) of the Internal Revenue Code of 1986, as amended. This Bond is exempt from taxation by the State of West Virginia and the other taxing bodies of the State under the Act.

IT IS HEREBY CERTIFIED, RECITED AND DECLARED that all acts, conditions and things required to exist, happen and be performed precedent to and upon the issuance of this Bond do exist, have happened, and have been performed in due time, form and manner as required by law, and that the amount of this Bond, together with all other obligations of the Issuer, does not exceed any limit prescribed by the Constitution or statutes of the State of West Virginia and that a sufficient amount of the Net Revenues of the System has been pledged to and will be set aside into said special fund by the Issuer for the prompt payment of the principal of and interest on this Bond.

All provisions of the Bond Legislation, resolutions and statutes under which this Bond is issued shall be deemed to be a part of the contract evidenced by this Bond to the same extent as if written fully herein.

IN WITNESS WHEREOF, GREEN VALLEY COMMUNITY PUBLIC SERVICE DISTRICT has caused this Bond to be signed by its Chairperson and its corporate seal to be hereunto affixed and attested by its Secretary, and has caused this Bond to be dated September 13, 2001.

[SEAL]

Betty J. Thompson
Chairperson

SPECIMEN

ATTEST:

Harold D. Tolbert
Secretary

SPECIMEN

CERTIFICATE OF AUTHENTICATION AND REGISTRATION

This Bond is one of the Series 2001 A Bonds described in the within-mentioned Bond Legislation and has been duly registered in the name of the registered owner set forth above, as of the date set forth below.

Date: September 13, 2001.

CAPITAL STATE BANK's Registrar

By [Signature]
Its Authorized Officer

SPECIMEN

AR-1

ASSIGNMENT

FOR VALUE RECEIVED the undersigned sells, assigns, and transfers unto _____ the within Bond and does hereby irrevocably constitute and appoint _____, Attorney to transfer the said Bond on the books kept for registration of the within Bond of the said Issuer with full power of substitution in the premises.

Dated: _____, _____.

SPECIMEN

In the presence of:

AR-1

EXHIBIT A

09-07-2001

** AMORTIZATION SCHEDULE **
(Actual/360)

15:12:51

Page 1

Payment #	Date	Interest	Principal	Balance
192	09/13/01	5.8004	\$450000.00	\$450000.00
1	10/10/01	1957.50	1663.50	448336.50
2	11/10/01	2239.19	1381.81	446954.69
3	12/10/01	2160.28	1460.72	445493.97
YEAR	2001	6356.97	4506.03	445493.97
4	01/10/02	2224.99	1396.01	444097.96
5	02/10/02	2218.02	1402.98	442694.98
6	03/10/02	1997.05	1623.95	441071.03
7	04/10/02	2202.90	1418.10	439652.93
8	05/10/02	2124.99	1496.01	438156.92
9	06/10/02	2188.35	1432.65	436724.27
10	07/10/02	2110.83	1510.17	435214.10
11	08/10/02	2173.65	1447.35	433766.75
12	09/10/02	2166.42	1454.58	432312.17
13	10/10/02	2089.51	1531.49	430780.68
14	11/10/02	2151.51	1469.49	429311.19
15	12/10/02	2075.00	1546.00	427765.19
YEAR	2002	25723.22	17728.78	427765.19
16	01/10/03	2136.45	1484.55	426280.64
17	02/10/03	2129.03	1491.97	424788.67
18	03/10/03	1916.27	1704.73	423083.94
19	04/10/03	2113.07	1507.93	421576.01
20	05/10/03	2037.62	1583.38	419992.63
21	06/10/03	2097.63	1523.37	418469.26
22	07/10/03	2022.60	1598.40	416870.86
23	08/10/03	2082.04	1538.96	415331.90
24	09/10/03	2074.35	1546.65	413785.25
25	10/10/03	1999.96	1621.04	412164.21
26	11/10/03	2058.53	1562.47	410601.74
27	12/10/03	1984.58	1636.42	408965.32
YEAR	2003	24652.13	18799.87	408965.32
28	01/10/04	2042.55	1578.45	407386.87
29	02/10/04	2034.67	1586.33	405800.54
30	03/10/04	1895.99	1725.01	404075.53
31	04/10/04	2018.13	1602.87	402472.66
32	05/10/04	1945.28	1675.72	400796.94
33	06/10/04	2001.76	1619.24	399177.70
34	07/10/04	1929.36	1691.64	397486.06
35	08/10/04	1985.22	1635.78	395850.28
36	09/10/04	1977.05	1643.95	394206.33
37	10/10/04	1905.33	1715.67	392490.66
38	11/10/04	1960.27	1660.73	390829.93
39	12/10/04	1889.01	1731.99	389097.94
YEAR	2004	23584.62	19867.38	389097.94
40	01/10/05	1943.33	1677.67	387420.27
41	02/10/05	1934.95	1686.05	385734.22
42	03/10/05	1740.09	1880.92	383853.31
43	04/10/05	1917.13	1703.87	382149.44
44	05/10/05	1847.06	1773.94	380375.50
45	06/10/05	1899.76	1721.24	378654.26
46	07/10/05	1830.16	1790.84	376863.42
47	08/10/05	1882.22	1738.78	375124.64
48	09/10/05	1873.54	1747.46	373377.18
49	10/10/05	1804.66	1816.34	371560.84
50	11/10/05	1855.74	1765.26	369795.58
51	12/10/05	1787.35	1833.65	367961.93
YEAR	2005	22315.99	21136.01	367961.93
52	01/10/06	1837.77	1783.23	366178.70
53	02/10/06	1828.86	1792.14	364386.56
54	03/10/06	1643.79	1977.21	362409.35
55	04/10/06	1810.03	1810.97	360598.38
56	05/10/06	1742.89	1878.11	358720.27
57	06/10/06	1791.61	1829.39	356890.88
58	07/10/06	1724.97	1896.03	354994.85
59	08/10/06	1773.00	1848.00	353146.85
60	09/10/06	1763.77	1857.23	351289.62
61	10/10/06	1697.90	1923.10	349366.52
62	11/10/06	1744.89	1876.11	347490.41
63	12/10/06	1679.54	1941.46	345548.95
YEAR	2006	21039.02	22412.98	345548.95
64	01/10/07	1725.83	1895.17	343653.78

SPECIMEN

09-07-2001

** AMORTIZATION SCHEDULE **
(Actual/360)

15:12:51

Page 2

Payment #	Date	Interest	Principal	Balance
192	09/13/01	5.800%	\$450000.00	\$450000.00
65	02/10/07	1716.36	1904.64	341749.14
66	03/10/07	1541.67	2079.33	339669.81
67	04/10/07	1696.46	1924.54	337745.27
68	05/10/07	1632.44	1988.56	335756.71
69	06/10/07	1676.92	1944.08	333812.63
70	07/10/07	1613.43	2007.57	331805.06
71	08/10/07	1657.18	1963.82	329841.24
72	09/10/07	1647.37	1973.63	327867.61
73	10/10/07	1584.69	2036.31	325831.30
74	11/10/07	1627.35	1993.65	323837.65
75	12/10/07	1565.22	2055.78	321781.87
YEAR	2007	19684.92	23767.08	321781.87
76	01/10/08	1607.12	2013.88	319767.99
77	02/10/08	1597.06	2023.94	317744.05
78	03/10/08	1484.57	2136.43	315607.62
79	04/10/08	1576.28	2044.72	313562.90
80	05/10/08	1515.55	2105.45	311457.45
81	06/10/08	1555.56	2065.44	309392.01
82	07/10/08	1495.39	2125.61	307266.40
83	08/10/08	1534.62	2086.38	305180.02
84	09/10/08	1524.20	2096.80	303083.22
85	10/10/08	1464.90	2156.10	300927.12
86	11/10/08	1502.96	2118.04	298809.08
87	12/10/08	1444.24	2176.76	296632.32
YEAR	2009	18302.45	25149.55	296632.32
88	01/10/09	1481.51	2139.49	294492.83
89	02/10/09	1470.83	2150.17	292342.66
90	03/10/09	1318.79	2302.21	290040.45
91	04/10/09	1448.59	2172.41	287868.04
92	05/10/09	1391.36	2229.64	285638.40
93	06/10/09	1426.61	2194.39	283444.01
94	07/10/09	1369.98	2251.02	281192.99
95	08/10/09	1404.40	2216.60	278976.39
96	09/10/09	1393.33	2227.67	276748.72
97	10/10/09	1337.62	2283.38	274465.34
98	11/10/09	1370.80	2250.20	272215.14
99	12/10/09	1315.71	2305.29	269909.85
YEAR	2009	16729.53	26722.47	269909.85
100	01/10/10	1348.05	2272.95	267636.90
101	02/10/10	1336.70	2284.30	265352.60
102	03/10/10	1197.04	2423.96	262928.64
103	04/10/10	1313.18	2307.82	260620.82
104	05/10/10	1259.67	2361.33	258259.49
105	06/10/10	1289.86	2331.14	255928.35
106	07/10/10	1236.95	2384.01	253544.34
107	08/10/10	1266.31	2354.69	251189.65
108	09/10/10	1254.55	2366.45	248823.20
109	10/10/10	1202.65	2418.35	246404.85
110	11/10/10	1230.66	2390.34	244014.51
111	12/10/10	1179.40	2441.60	241572.91
YEAR	2010	15115.06	28336.94	241572.91
112	01/10/11	1206.52	2414.48	239158.43
113	02/10/11	1194.46	2426.54	236731.89
114	03/10/11	1067.92	2553.08	234178.81
115	04/10/11	1169.59	2451.41	231727.40
116	05/10/11	1120.02	2500.98	229226.42
117	06/10/11	1144.86	2476.14	226750.28
118	07/10/11	1095.96	2525.04	224225.24
119	08/10/11	1119.88	2501.12	221724.12
120	09/10/11	1107.39	2513.61	219210.51
121	10/10/11	1059.52	2561.48	216649.03
122	11/10/11	1082.04	2538.96	214110.07
123	12/10/11	1034.87	2586.13	211523.94
YEAR	2011	13403.03	30048.97	211523.94
124	01/10/12	1056.44	2564.56	208959.38
125	02/10/12	1043.64	2577.36	206382.02
126	03/10/12	964.26	2656.74	203725.28
127	04/10/12	1017.49	2603.51	201121.77
128	05/10/12	972.09	2648.91	198472.86
129	06/10/12	991.26	2629.74	195843.12

SPECIMEN

09-07-2001

**** AMORTIZATION SCHEDULE ****
(Actual/360)

15:12:51

Page 3

Payment #	Date	Interest	Principal	Balance
192	09/13/01	5.800%	\$450000.00	\$450000.00
130	07/10/12	946.58	2674.42	193168.70
131	08/10/12	964.77	2656.23	190512.47
132	09/10/12	951.50	2669.50	187842.97
133	10/10/12	907.91	2713.09	185129.88
134	11/10/12	924.62	2696.38	182433.50
135	12/10/12	881.76	2739.24	179694.26
YEAR	2012	11622.32	31829.68	179694.26
136	01/10/13	897.47	2723.53	176970.73
137	02/10/13	883.87	2737.13	174233.60
138	03/10/13	785.99	2835.01	171398.59
139	04/10/13	856.04	2764.96	168633.63
140	05/10/13	815.06	2805.94	165827.69
141	06/10/13	828.22	2792.78	163034.91
142	07/10/13	788.00	2833.00	160201.91
143	08/10/13	800.12	2820.88	157381.03
144	09/10/13	786.03	2834.97	154546.06
145	10/10/13	746.97	2874.03	151672.03
146	11/10/13	757.52	2863.48	148808.55
147	12/10/13	719.24	2901.76	145906.79
YEAR	2013	9664.53	33787.47	145906.79
148	01/10/14	728.72	2892.28	143014.51
149	02/10/14	714.28	2906.72	140107.79
150	03/10/14	632.04	2988.96	137118.83
151	04/10/14	684.83	2936.17	134182.66
152	05/10/14	648.55	2972.45	131210.21
153	06/10/14	655.32	2965.68	128244.53
154	07/10/14	619.85	3001.15	125243.38
155	08/10/14	625.52	2995.48	122247.90
156	09/10/14	610.56	3010.44	119237.46
157	10/10/14	576.31	3044.69	116192.77
158	11/10/14	580.32	3040.68	113152.09
159	12/10/14	546.90	3074.10	110077.99
YEAR	2014	7623.20	35828.80	110077.99
160	01/10/15	549.78	3071.22	107006.77
161	02/10/15	534.44	3066.56	103920.21
162	03/10/15	468.80	3152.20	100768.01
163	04/10/15	503.28	3117.72	97650.29
164	05/10/15	471.98	3149.02	94501.27
165	06/10/15	471.98	3149.02	91352.25
166	07/10/15	441.54	3179.46	88172.79
167	08/10/15	440.37	3180.63	84992.16
168	09/10/15	424.49	3196.51	81795.65
169	10/10/15	395.35	3225.65	78570.00
170	11/10/15	392.41	3228.59	75341.41
171	12/10/15	364.15	3256.85	72084.56
YEAR	2015	5458.57	37993.43	72084.56
172	01/10/16	360.02	3260.98	68823.58
173	02/10/16	343.74	3277.26	65546.32
174	03/10/16	306.25	3314.75	62231.57
175	04/10/16	310.81	3310.19	58921.38
176	05/10/16	284.79	3335.21	55585.17
177	06/10/16	277.62	3343.38	52241.79
178	07/10/16	252.50	3368.50	48873.29
179	08/10/16	244.09	3376.91	45496.38
180	09/10/16	227.23	3393.77	42102.61
181	10/10/16	203.50	3417.50	38685.11
182	11/10/16	193.21	3427.79	35257.32
183	12/10/16	170.41	3450.59	31806.73
YEAR	2016	3174.17	40277.83	31806.73
184	01/10/17	158.86	3462.14	28344.59
185	02/10/17	141.57	3479.43	24865.16
186	03/10/17	112.17	3508.83	21356.33
187	04/10/17	106.66	3514.34	17841.99
188	05/10/17	86.24	3534.76	14307.23
189	06/10/17	71.46	3549.54	10757.69
190	07/10/17	52.00	3569.00	7188.69
191	08/10/17	35.90	3585.10	3603.59
192	09/10/17	18.00	3603.59	0.00
YEAR	2017	782.86	31806.73	0.00

SPECIMEN



State of West Virginia
WATER DEVELOPMENT AUTHORITY

180 Association Drive, Charleston, WV 25311-1571
(304) 558-3612 - (304) 558-0299 (Fax)
Internet: www.wvwda.org - Email: contact@wvwda.org

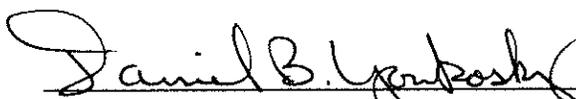
GREEN VALLEY COMMUNITY PUBLIC SERVICE DISTRICT
SEWER REFUNDING REVENUE BONDS, SERIES 2001 A

CONSENT

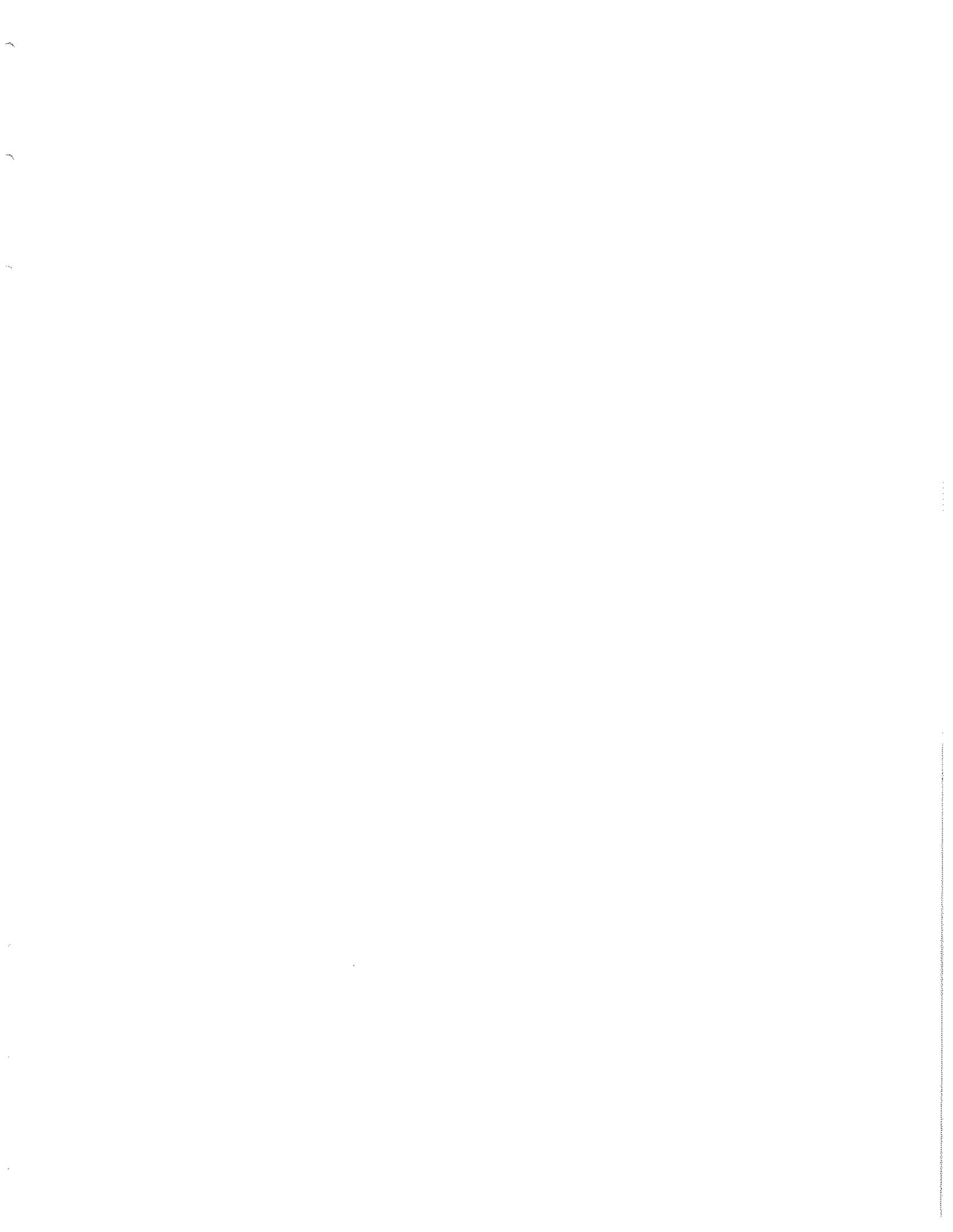
In reliance upon the defeasance opinion and the certificate of the certified public accountant of the Issuer of even date hereof, the undersigned duly authorized representative of the West Virginia Water Development Authority, the registered owner of the entire outstanding aggregate principal amount of the Prior Bonds, hereinafter defined and described, hereby consents to (1) the issuance of the Sewer Refunding Revenue Bonds, Series 2001 A (the "Bonds"), in the original aggregate principal amount of \$450,000, by Green Valley Community Public Service District (the "Issuer"), under the terms of the resolution authorizing the Bonds, on a parity with respect to liens, pledge and source of and security for payment with the Issuer's Subordinate Sewer Revenue Bonds, Series 1982, and Sewer Revenue Bonds, Series 2000 A (West Virginia SRF Program) (collectively, the "Prior Bonds"); (2) the prepayment of the Issuer's Sewer Revenue Bonds, Series 1982; and (3) the advance of the lien position of the Issuer's Subordinate Sewer Revenue Bonds, Series 1982, from a second lien to a first lien.

WITNESS my signature on this 13th day of September, 2001.

WEST VIRGINIA WATER DEVELOPMENT AUTHORITY



Authorized Representative



GREEN VALLEY COMMUNITY PUBLIC SERVICE DISTRICT
SEWER REFUNDING REVENUE BONDS, SERIES 2001 A

GENERAL CERTIFICATE ON:

1. TERMS
2. NO LITIGATION
3. GOVERNMENTAL APPROVALS
4. NO ADVERSE FINANCIAL CHANGE; INDEBTEDNESS
5. SIGNATURES, DELIVERY AND PAYMENT
6. PUBLIC SERVICE COMMISSION ORDER
7. RATES
8. INCUMBENCY AND OFFICIAL NAME
9. PREPAYMENT OF SERIES 1982 A BONDS
10. MEETINGS
11. SPECIMEN BOND
12. CONFLICTS OF INTEREST
13. IRS INFORMATION RETURN
14. RELIANCE
15. CERTIFICATIONS WITH RESPECT TO THE ORIGINAL PURCHASER
16. COUNTERPARTS

We, the undersigned CHAIRPERSON and the undersigned SECRETARY of the Public Service Board of Green Valley Community Public Service District (the "Issuer") and the undersigned ATTORNEY for the Issuer, hereby certify in connection with the Green Valley Community Public Service District Sewer Refunding Revenue Bonds, Series 2001 A, numbered AR-1, dated the date hereof, in the principal amount of \$450,000 (the "Bonds" or the "Series 2001 A Bonds"), as follows:

1. **TERMS:** All capitalized words and terms used in this General Certificate and not otherwise defined shall have the same meaning set forth in the Bond Resolution duly adopted by the Issuer on September 7, 2001, and the Supplemental Resolution duly adopted by the Issuer on September 7, 2001 (collectively, the "Resolution").

2. **NO LITIGATION:** No controversy or litigation of any nature is now pending or, to the knowledge of any of the undersigned, threatened, restraining, enjoining or affecting in any manner the issuance, sale and delivery of the Bonds, the prepayment and

refunding of the Series 1982 A Bonds, the collection or use of the revenues of the System, or the pledge and security of the Net Revenues for the Bonds; nor affecting the validity of the Bonds or any provisions made or authorized for the payment thereof; nor questioning the existence of the Issuer or the title of the members or officers of the Issuer or the Board thereof to their respective offices; nor questioning any proceedings of the Issuer taken with respect to the issuance, sale or delivery of the Bonds, the prepayment and refunding of the Series 1982 A Bonds, the collection or use of the revenues of the System, or the pledge and security of the Net Revenues for the Bonds.

3. **GOVERNMENTAL APPROVALS:** All applicable approvals, permits, exemptions, consents, authorizations, registrations and certificates required by law for the operation of the System and the issuance of the Bonds have been duly and timely obtained and remain in full force and effect.

4. **NO ADVERSE FINANCIAL CHANGE; INDEBTEDNESS:** There has been no adverse change in the financial condition of the Issuer as of the date hereof.

The Series 2001 A Bonds shall be issued on a parity with the Prior Bonds, with respect to liens, pledge and source of and security for payment and in all other respects. The Issuer has met the parity and coverage requirements of the Prior Bonds and the resolutions authorizing the Prior Bonds and has substantially complied with all other parity requirements, except to the extent that noncompliance with any such other parity requirements is not of a material nature. The Issuer has obtained (i) a certificate of an Independent Certified Public Accountant stating that the parity and coverage tests of the Prior Bonds have been met; and (ii) the written consent of the Holders of the Prior Bonds to the issuance of the Series 2001 A Bonds on a parity with the Prior Bonds and to the change of the lien position of the Series 1982 B Bonds from a subordinate bond to a first lien bond. Other than the Prior Bonds, there are no other outstanding bonds or obligations of the Issuer which are secured by revenues or assets of the System.

5. **SIGNATURES, DELIVERY AND PAYMENT:** The undersigned Chairperson and Secretary are the duly elected or appointed, qualified and acting officers of the Issuer as indicated by the official titles opposite their signatures below, and are duly authorized to execute and seal the Bonds for the Issuer. The seal impressed upon the Bonds and this Certificate is the duly authorized, proper and only seal of the Issuer. On the date hereof, the undersigned Chairperson did officially sign all of the Bonds, consisting upon original issuance of a single Bond, dated the date hereof, by his or her manual signature; the undersigned Secretary did officially cause the seal of the Issuer to be affixed upon the Bonds and to be attested by his or her manual signature; and the Registrar did officially authenticate and deliver the Bonds to a representative of the Original Purchaser of the Bonds. At the time

of delivery of the Bonds, \$450,000, the agreed purchase price of the Bonds, was paid to the Issuer (or others, on behalf of the Issuer) by the Original Purchaser.

6. PUBLIC SERVICE COMMISSION ORDER: The Issuer has received the PSC order entered September 4, 2001, in Case No. 01-1026-PSD-PC, approving the issuance of the Bonds for the purpose of refunding the Series 1982 A Bonds. The time for appeal of the PSC order has not expired prior to the date hereof. However, the parties to the PSC order have stated that they will not appeal such order. The Issuer hereby certifies that it will not appeal such order. Such order is not subject to appeal, further hearing, reopening or rehearing by any customer, protestant, intervenor or other person not a party to the original application.

7. RATES: The rates for the System, as approved by the PSC, are in full force and effect.

8. INCUMBENCY AND OFFICIAL NAME: The proper corporate title of the Issuer is "Green Valley Community Public Service District", and it is a public service district organized and existing under the laws of, and a public corporation and political subdivision of, the State of West Virginia in Kanawha County of said State. The governing body of the Issuer is its Board, consisting of three members, whose names and dates of termination of their current terms are as follows:

<u>Name</u>	<u>Date Of Termination Of Office</u>
Betty Thompson	December 1, 2002
Harold Dean Tolbert	December 1, 2004
Eugene Moss	December 1, 2006

The duly elected or appointed officers of the Board for 2001 are as follows:

Betty Thompson	-	Chairperson
Harold Dean Tolbert	-	Secretary - Treasurer

The duly appointed and acting attorney for the Issuer is Robert R. Rodecker, Esquire, Charleston, West Virginia.

9. PREPAYMENT OF SERIES 1982 A BONDS: The funds on deposit with the Commission pursuant to the Prepayment Agreement by and between the Issuer and the Commission, the paying agent of the Series 1982 A Bonds, dated as of the date hereof, are sufficient to fully pay the entire outstanding principal of, the redemption premium and all interest accrued on the Series 1982 A Bonds on October 1, 2001, the Redemption Date. As

of the date of hereof, the Series 1982 A Bonds have been prepaid and refunded and the liens and pledges securing the Series 1982 A Bonds have been discharged and defeased.

10. **MEETINGS:** All actions, resolutions, orders and agreements taken, adopted and entered into by or on behalf of the Issuer in any way connected with the issuance of the Bonds and the refunding of the Series 1982 A Bonds were authorized or adopted at meetings of the Board duly and regularly or specifically called and held pursuant to all applicable statutes and the rules of procedure of the Board, and a quorum of duly appointed, qualified and acting members of the Board was present and acting at all times during all such meetings. All notices required to be posted and/or published were so posted and/or published.

11. **SPECIMEN BOND:** Attached hereto as Exhibit A is a specimen of the Bond which, except as to execution and authentication, is identical in all respects with such Bond this day delivered to the Purchaser and being substantially in the form prescribed in the Resolution.

12. **CONFLICTS OF INTEREST:** No member, officer or employee of the Issuer has a substantial financial interest, direct, indirect or by reason of ownership of stock in any corporation, in any contract with the Issuer or the sale of any land, materials, supplies or services to the Issuer, or to any contractor supplying the Issuer, relating to the Bonds and the Resolution, including, without limitation, with respect to the Original Purchaser. For purposes of this paragraph, a "substantial financial interest" shall include, without limitation, an interest amounting to more than 5% of the particular business enterprise or contract.

13. **IRS INFORMATION RETURN:** On the date hereof, the undersigned Chairperson did officially sign a properly completed IRS Form 8038-G and will cause such executed Form 8038-G to be filed in a timely manner. The information set forth in such Form 8038-G is true, correct and complete in all respects.

14. **RELIANCE:** The undersigned acknowledge that it is intended that interest on the Bonds be exempt from federal income tax in the hands of the owners thereof, that the firm of Jackson & Kelly PLLC is rendering opinions on the date hereof to said effect and with respect to other matters, and that in rendering said opinions, said firm is relying, among other things, upon the statements made herein.

15. **CERTIFICATIONS WITH RESPECT TO THE ORIGINAL PURCHASER:**
The Issuer hereby represents and warrants that (i) all taxes if any are current; (ii) except as otherwise disclosed, there is not pending litigation in which the Issuer is named as a defendant; and (iii) all financial information is true, correct and accurate, including the financial position of the Issuer and the results of the operations for the periods covered thereby. None of the information disclosed by the Issuer in connection with the loan

contains any untrue statement of facts or omits to state any fact necessary in order to have made the statement therein not misleading.

16. COUNTERPARTS: This Certificate may be executed in counterparts and all counterparts shall be deemed to be the Certificate.

WITNESS our signatures and the official corporate seal of Green Valley Community Public Service District on this 13th day of September, 2001.

[SEAL]

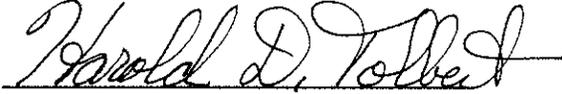
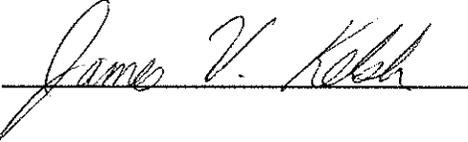
<u>Signature</u>	<u>Official Title</u>
	Chairperson
	Secretary
	Attorney

EXHIBIT A

See Specimen Bond (Tab No. 12).

09/06/01
001487/00304

GREEN VALLEY COMMUNITY PUBLIC SERVICE DISTRICT
SEWER REFUNDING REVENUE BONDS, SERIES 2001 A

CERTIFICATE AS TO ARBITRAGE

The undersigned Chairperson of the Public Service Board of Green Valley Community Public Service District in Kanawha County, West Virginia (the "Issuer"), being one of the officials of the Issuer duly charged with the responsibility for the issuance of \$450,000 Sewer Refunding Revenue Bonds, Series 2001 A, of the Issuer, dated September 13, 2001 (the "Bonds"), hereby certifies as follows:

1. This certificate is being executed and delivered pursuant to Section 148 of the Internal Revenue Code of 1986, as amended, and the temporary and permanent regulations promulgated thereunder or under any predecessor thereto (collectively, the "Code"). I am one of the officers of the Issuer duly charged with the responsibility of issuing the Bonds. I am familiar with the facts, circumstances and estimates herein certified and duly authorized to execute and deliver this certificate on behalf of the Issuer. Capitalized terms used herein and not otherwise defined herein shall have the same meaning as set forth in the Bond Resolution duly adopted by the Issuer on September 7, 2001 (the "Bond Resolution"), authorizing the Bonds.

2. This certificate may be relied upon as the certificate of the Issuer.

3. The Issuer has not been notified by the Internal Revenue Service of any listing or proposed listing of it as an issuer that may not certify its bonds or the certification of which may not be relied upon by holders of obligations of the Issuer or that there is any disqualification of the Issuer by the Internal Revenue Service because a certification made by the Issuer contains a material misrepresentation.

4. This certificate is based upon facts, circumstances, estimates and expectations of the Issuer in existence on September 13, 2001, the date on which the Bonds are to be physically delivered in exchange for the purchase price of the Bonds, and to the best of my knowledge and belief, the expectations of the Issuer set forth herein are reasonable.

5. In the Bond Resolution pursuant to which the Bonds are issued, the Issuer has covenanted that (i) it shall not take, or permit or suffer to be taken, any action with respect to the gross or other proceeds of the Bonds which would cause the Bonds to be

"arbitrage bonds" within the meaning of Section 148 of the Code, and (ii) it will take all actions that may be required of it (including, without implied limitation, the timely filing of a federal information return with respect to the Bonds) so that the interest on the Bonds will be and remain excluded from gross income for federal income tax purposes, and will not take any actions which would adversely affect such exclusion. The Issuer has, therefore, covenanted to not intentionally use any portion of the proceeds of the Bonds to acquire higher yielding investments or to replace funds which were used directly or indirectly to acquire higher yielding investments, except as otherwise allowed under Sections 103 and 148 of the Code.

6. The Bonds were sold on September 13, 2001, to Capital State Bank, Charleston, West Virginia (the "Purchaser") for an aggregate purchase price of \$450,000 (100% of par value). No accrued interest has been or will be paid on the Bonds.

7. The Bonds are being delivered simultaneously with the delivery of this certificate and are issued for the purposes of (i) paying a portion of the costs necessary to current refund the Issuer's Sewer Revenue Bonds, Series 1982 (the "Series 1982 A Bonds"); (ii) funding a reserve account for the Bonds; and (iii) paying certain costs of issuance of the Bonds and related costs.

8. The Series 1982 A Bonds were issued for the purpose of paying the costs of acquisition and construction of the public sewer facilities of the Issuer.

9. The sources and uses of the proceeds of the Bonds and the moneys in the Series 1982 A Bonds Sinking Fund, the Series 1982 A Bonds Reserve Account and the Series 1982 A & B Sewer Revenue Escrow Account (collectively, "Issuer's Funds") are as follows:

SOURCES

Series 2001 A Bonds Proceeds	\$ 450,000.00
Issuer's Funds	<u>\$ 566,272.02</u>
Total Sources	<u>\$1,016,272.02</u>

USES

Prepay Series 1982 A Bonds	\$ 891,650.00
Fund Series 2001 A Bonds Reserve Account	\$ 43,452.00
Pay Costs of Issuance and Capital Improvements	<u>\$</u>
	<u>81,170.</u>
	<u>02</u>
Total Uses	<u>\$1,016,272.02</u>

10. The Issuer has entered into a Prepayment Agreement (the "Prepayment Agreement"), dated September 13, 2001, with the West Virginia Municipal Bond Commission (the "Commission"), the paying agent of the Series 1982 A Bonds. Provision will be made for the payment of the Series 1982 A Bonds by depositing with the Commission, cash in the amount of \$891,650.00, consisting of 1) \$325,377.98 from the proceeds of the Bonds and 2) \$566,272.02 from the Issuer's Funds, which will provide sufficient funds to pay the Redemption Price of the Series 1982 A Bonds on the Redemption Date.

11. The Series 2001 A Bonds Sinking Fund is created under the Resolution. Moneys deposited in the Series 2001 A Bonds Sinking Fund will be spent within a 13-month period beginning on the date of deposit and will be depleted at least once a year, except for a reasonable carryover amount not in excess of the greater of 1/12th of annual debt service on the Bonds. The Bonds all bear interest at a fixed interest rate and the average maturity of the Bonds is in excess of 5 years. The Series 2001 A Bonds Sinking Fund is intended primarily to achieve a proper matching of the Issuer's revenues and debt service on the Bonds each year. All moneys held in the Series 2001 A Bonds Sinking Fund will be used to pay debt service on the Bonds. The Series 2001 A Bonds Sinking Fund qualifies as a bona fide debt service fund and moneys in such fund will be invested without restriction as to yield and are not subject to rebate.

12. The Series 2001 A Bonds Reserve Account is created under the Resolution in an amount equal to the maximum amount of principal and interest which will become due on the Bonds (the "Series 2001 A Bonds Reserve Requirement"). The Series 2001 A Bonds Reserve Account is being funded from proceeds of the Bonds in the amount of \$43,452. The Series 2001 A Bonds Reserve Requirement is equal to the maximum annual principal and interest requirements of the Bonds, is not in excess of 10% of the stated principal amount of the Bonds and is not in excess of 125% of the average annual principal and interest requirements of the Bonds. The moneys in the Series 2001 A Bonds Reserve Account will be invested without restriction as to yield. All earnings on amounts deposited in the Series 2001 A Bonds Reserve Account will, to the extent the yield thereon exceeds the yield on the Bonds, be subject to rebate.

Other than the Series 2001 A Bonds Sinking Fund and the Series 2001 A Bonds Reserve Account, there are no other funds or accounts of the Issuer which (i) are reasonably expected to be used to pay debt service on the Bonds or which are pledged as collateral to secure repayment of debt service on the Bonds and (ii) for which there is reasonable assurance that amounts therein will be available to pay debt service on the Bonds.

13. The Costs of Issuance and Capital Improvement Fund is created under the Resolution, to be funded from proceeds of the Bonds in the amount of \$81,170.02, which will be used to pay costs of issuance of the Bonds and capital improvements of the System.

All costs of issuance shall be fully paid within 60 days from the date hereof. The remaining funds shall be applied solely to capital improvements of the System and shall be fully expended within 1 year from the date hereof. Pending such disbursement, such moneys may be invested without restriction as to yield and are not subject to rebate.

14. The amount designated as cost of issuance of the Bonds consists only of costs which are directly related to and necessary for the issuance of the Bonds.

15. No more than 10% of the proceeds of the Bonds will be used (directly or indirectly) in any trade or business carried on by, and less than 5% of the proceeds of the Bonds or \$5,000,000 have been or will be used to make or finance loans to, any person who is not a governmental unit.

16. The original proceeds of the Bonds will not exceed the amount necessary for the purposes of the issue, except to the extent any such proceeds are required for rebate to the United States.

17. The Issuer shall use the proceeds of the Bonds solely to prepay and current refund the Series 1982 A Bonds, to fund the Series 2001 A Bonds Reserve Account and to pay the costs of issuance thereof.

18. The Issuer shall not permit at any time or times any of the proceeds of the Bonds or any other funds of the Issuer to be used directly or indirectly in a manner which would result in the exclusion of the Bonds from treatment afforded by Section 103(a) of the Code by reason of classification of the Bonds as "private activity bonds" within the meaning of the Code. The Issuer will take all actions necessary to comply with the Code and the Regulations promulgated or to be promulgated thereunder in order to assure that the interest on the Bonds is excluded from gross income for federal income tax purposes.

19. The Bonds are not, and will not be, in whole or part, directly or indirectly, federally guaranteed within the meaning of Section 149(b) of the Code.

20. The Issuer will rebate to the United States the amount, if any, required by the Code and take all steps necessary to make such rebates. In the event the Issuer fails to make such rebates as required, the Issuer shall pay the required rebate amount and any and all penalties and other amounts from lawfully available sources, and obtain a waiver from the Internal Revenue Service, if necessary, in order to maintain the exclusion of interest on the Bonds from gross income for federal income tax purposes.

21. The Issuer has retained the right to amend the Bond Resolution authorizing the issuance of the Bonds if such amendment is necessary to assure compliance

with Section 148(f) of the Code or as may otherwise be necessary to assure the exclusion of interest on the Bonds from gross income for federal income tax purposes.

22. The Issuer shall comply with the yield restriction on the proceeds of the Bonds as set forth in the Code.

23. The Issuer covenants and agrees to comply with the rebate requirements of the Code if not exempted therefrom, and with all other requirements of the Code necessary, proper or desirable to maintain the tax-exempt status of the Bonds and the interest thereon. In addition, the Issuer has covenanted to comply with all Regulations from time to time in effect and applicable to the Bonds as may be necessary in order to fully comply with Section 148(f) of the Code and has covenanted to take such actions, or refrain from taking such actions, as may be necessary to fully comply with Section 148(f) of the Code and the Regulations, regardless of whether such actions may be contrary to any of the provisions of the Resolution authorizing issuance of the Bonds.

The Issuer has further covenanted to calculate, annually, the rebatable arbitrage, determined in accordance with Section 148 (f) of the Code. Upon completion of each such annual calculation, the Issuer shall deposit, or cause to be deposited, in the Rebate Fund such sums as are necessary to cause the aggregate amount on deposit in the Rebate Fund to equal the sum determined to be subject to rebate to the United States, which shall be paid from investment earnings on the underlying fund or account established in the Resolution and on which such rebatable arbitrage was earned or from other lawfully available sources. The Issuer has further covenanted to pay, or cause to be paid, to the United States, from the Rebate Fund, the rebatable arbitrage in accordance with Section 148 (f) of the Code and the Regulations. The Issuer shall remit payments to the United States at the time and at the address prescribed by the Regulations as the same may be from time to time in effect with such reports and statements as may be prescribed by the Regulations. In the event that, for any reason, amounts in the Rebate Fund are insufficient to make the payments to the United States which are required, the Issuer shall assure that such payments are made by the Issuer to the United States, on a timely basis, from any funds lawfully available therefor.

24. The Issuer shall at all times take, and refrain from taking, and shall not fail to take, any and all actions necessary in order to assure the initial and continued tax-exempt status of the Bonds and the interest thereon. Less than 10% of the proceeds of the Bonds will be used, directly or indirectly, for any private business use, and less than 10% of the payment of principal of, or the interest on, such issue, under the terms of such issue or any underlying arrangement, is, directly or indirectly, secured by any interest in property used or to be used for a private business use, or payments in respect of such property, or to be derived from payments (whether or not to the Issuer) in respect of property, or borrowed money, used or to be used for a private business use. None of the proceeds of the Bonds will

be used, directly or indirectly, for any private business use which is not related to the governmental use of the proceeds of the Bonds, including the disproportionate related business use of the proceeds of the Bonds, and none of the payment of principal of, or the interest on, such issue, under the terms of any underlying arrangement, is, directly or indirectly, secured by any interest in property used, or to be used for a private business use, payments in respect of such property or to be derived from payments (whether or not to the Issuer) in respect of property, or borrowed money, used or to be used for a private business use with respect to such private business use, which is not related to any government use of such proceeds, including the disproportionate business use of the issue of the Bonds. None of the proceeds of the issue of the Bonds will be used, directly or indirectly, to make or finance loans to persons other than governmental units. For purposes of this paragraph, private business use means use, directly or indirectly, in a trade or business carried on by any person, including related persons, other than a governmental unit or other than use as a member of the general public. All of the foregoing shall be determined in accordance with and within the meaning of the Code.

25. The Bonds are a fixed yield issue. No interest or other amount payable on the Bonds (other than in the event of an unanticipated contingency) is determined by reference to (or by reference to an index that reflects) market interest rates or stock or commodity prices after the date of issue.

26. None of the Bonds has a yield-to-maturity more than one-fourth of one percent higher than the yield on the Bonds determined by assuming the Bonds are retired on the date that when used in computing the yield on the Bonds produces the lowest yield.

27. No portion of the proceeds of the Bonds will be used, directly or indirectly to acquire higher yieldings investments, or to replace funds which were used, directly or indirectly, to acquire higher yielding investments, all within the meaning of Section 148 of the Code.

28. There are no other obligations of the Issuer which (a) are to be issued at substantially the same time as the Bonds, (b) are to be sold pursuant to a common plan of financing together with the Bonds and (c) will be paid out of substantially the same source of funds or will have substantially the same claim to be paid out of substantially the same source of funds as the Bonds.

29. The transaction contemplated herein does not represent an exploitation of the difference between taxable and tax-exempt interest rates and the execution and delivery of the Bonds is not occurring sooner than otherwise necessary, nor are the Bonds in principal amounts greater than otherwise necessary or to be outstanding longer than otherwise necessary.

30. On the basis of the foregoing, it is not expected that the proceeds of the Bonds will be used in a manner that would cause the Bonds to be "arbitrage bonds" within the meaning of Section 148 of the Code.

31. On the date hereof, the undersigned Chairperson did officially execute a properly completed IRS Form 8038-G in connection with the Bonds and will cause such executed IRS Form 8038-G to be filed in a timely manner pursuant to Section 149(e) of the Code with the applicable Internal Revenue Service Center. The information contained in such executed Form 8038-G is true, correct and complete.

32. The Issuer does not reasonably expect to issue more than \$10,000,000 of tax-exempt obligations (other than private activity bonds and bonds issued to currently refund any obligation of the Issuer) during the calendar year 2001 and hereby and in the Resolution designates the Bonds as "qualified tax-exempt obligations" within the meaning of Section 265(b)(3) of the Code.

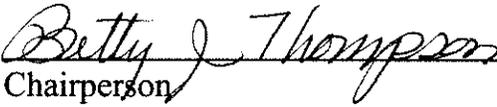
33. To the best of my knowledge, information and belief, there are no other facts, estimates and circumstances which would materially change the expectations herein expressed.

34. Jackson & Kelly PLLC is entitled to rely upon the representations, expectations, covenants, certifications and statements contained herein in rendering its opinions regarding the tax-exempt status of interest on the Bonds.

35. To the best of my knowledge, information and belief, the foregoing expectations are reasonable.

WITNESS my signature on this 13th day of September, 2001.

GREEN VALLEY COMMUNITY
PUBLIC SERVICE DISTRICT


Chairperson

09/06/01
001487/00304

GREEN VALLEY COMMUNITY PUBLIC SERVICE DISTRICT
SEWER REFUNDING REVENUE BONDS, SERIES 2001 A

CERTIFICATE OF SECRETARY
AS TO TRUTH AND ACCURACY OF DOCUMENTS DELIVERED

The undersigned duly appointed Secretary of Green Valley Community Public Service District (the "Issuer") hereby certifies that the copies of the following documents being delivered in connection with the closing of the sale of the \$450,000 Green Valley Community Public Service District Sewer Refunding Revenue Bonds, Series 2001 A (the "Bonds") are, as of the date hereof, true and accurate copies of the originals of those documents maintained on file with the Issuer and delivered in the transcript of proceedings, that said documents have been duly adopted or approved by the Public Service Board (the "Board") of the Issuer and that said documents are still in full force and effect as of the date hereof and have not been repealed, rescinded, superseded, amended or modified in any way unless the document effecting such repeal, rescission, supersedence, amendment or modification is also listed below:

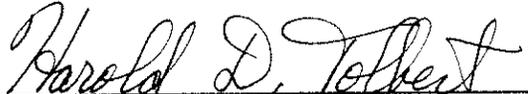
1. Orders of the County Commission of Kanawha County Creating and Enlarging the Issuer.
2. Orders of the County Commission of Kanawha County Appointing the Members of the Board.
3. Oaths of Office of the Board Members.
4. Rules of Procedure.
5. Minutes of Current Year Organizational Meeting.
6. Public Service Commission Order.
7. Bond Resolution.
8. Supplemental Resolution.

9. Minutes of the Board Meeting regarding Adoption of Bond Resolution and Supplemental Resolution.
10. Affidavit of Publication.
11. WDA Consent.
12. Prepayment Agreement.
13. Bank Commitment Letter.
14. Bank Investment Letter.
15. Resolution adopted August 23, 2001.

[The remainder of this page is intentionally left blank.]

WITNESS my signature and the official seal of the Issuer on this 13th
day of September, 2001.

GREEN VALLEY COMMUNITY
PUBLIC SERVICE DISTRICT


Secretary

[SEAL]

08/30/01
001487/00304



Ellis & Ellis, PLLC
Certified Public Accountants

WILLIAM M. ELLIS, SR.
(1919-1990)
ROBERT V. ELLIS
WILLIAM M. ELLIS, JR.
MICHAEL C. ELLIS
MARK E. ELLIS
ALAN M. HEDGE
KIMBERLY K. WILLIAMS

GREEN VALLEY COMMUNITY PUBLIC SERVICE DISTRICT
SEWER REFUNDING REVENUE BONDS, SERIES 2001 A

Green Valley Community Public Service District
South Charleston, West Virginia

West Virginia Water Development Authority
Charleston, West Virginia

Capital State Bank
Charleston, West Virginia

Jackson & Kelly PLLC
Charleston, West Virginia

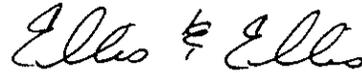
Ladies and Gentlemen:

In connection with the issuance and delivery of the above-captioned bonds (the "Series 2001 A Bonds"), a portion of the proceeds of which will be used to prepay and current refund the Green Valley Community Public Service District's (the "Issuer") Sewer Revenue Bonds, Series 1982 A (the "Series 1982 A Bonds"), we have reviewed the debt service schedules (copies of which are attached hereto and incorporated herein by reference) for the Series 1982 A Bonds and the proposed Series 2001 A bonds, and based upon such review, it is our opinion that the savings to be achieved by such refunding will be approximately \$434,769, determined by deducting from \$1,684,800 in future debt service of the Series 1982 A Bonds, the expected available funds currently held in escrow of \$558,378, and the amount of \$691,653 required to amortize the proposed Series 2001 A Bonds.

We have also reviewed the sewer rates of the Issuer, as approved by the order of the Public Service Commission of West Virginia entered November 9, 1999, in Case No. 99-0888-PSD-CN, and the current operating expenses and customer usage as provided by the Issuer. It is our opinion that such rates are sufficient (i) to provide for all operating expenses of the sewerage system of the Issuer (the "System"), and (ii) to leave a balance each year equal to at least 115% of the maximum amount required in any year for the payment of principal of and interest on the Issuer's Subordinate Sewer Revenue Bonds, Series 1982, and Sewer Revenue Bonds, Series 2000 A (West Virginia SRF Program) (collectively, the "Prior Bonds"), and the Series 2001 A Bonds proposed to be used on September 13, 2001.

BANK ONE CENTER SUITE 900
707 VIRGINIA STREET EAST CHARLESTON, WEST VIRGINIA 25301
TELEPHONE 304/342-4169 TELECOPY 304/344-0442
3060 MT. VERNON ROAD HURRICANE, WEST VIRGINIA 25526
TELEPHONE 304/757-6428 TELECOPY 304/757-6437
WWW.ELLISCPA.COM

It is further our opinion that the Net Revenues actually derived from the System during any 12 consecutive months within the 18 months immediately preceding the date of the actual issuance of the Series 2001 A Bonds are not less than 115% of the largest aggregate amount that will mature and become due in any succeeding fiscal year for principal of and interest on the Prior Bonds and the Series 2001 A Bonds.

A handwritten signature in cursive script, appearing to read "Ellis & Ellis".

Ellis & Ellis, PLLC

September 13, 2001
Charleston, West Virginia

GREEN VALLEY COMMUNITY PUBLIC SERVICE DISTRICT
 1982 SERIES A BOND AND INTEREST MATURITY SCHEDULE
 LESS PLEDGED ASSET MATURITY
 COMPARED TO REFINANCING

MATURITY DATE	1982 SERIES A BONDS			ESCRROW ACCOUNT			NET DEBT SERVICE			REFINANCE \$450,000 AT 5.8% FIXED				
	ANNUAL PRINCIPAL	INTEREST RATE	TOTAL ANNUAL INTEREST	FLEDGED ASSET MATURITY	1982 SERIES B BONDS	AVAILABLE FOR SERIES A	SERIES A	INTEREST	PRINCIPAL	SERIES A	INTEREST	PRINCIPAL	TOTAL DEBT SERVICE	SAVINGS
10/01/2002	15,000	12	1,800	35,000	6,757	28,243	66,857	25,637	17,591	60,057	24,589	18,639	43,228	23,629
10/01/2003	15,000	12	1,800	40,000	6,757	33,243	60,057	24,589	18,639	63,257	23,479	19,749	43,228	16,829
10/01/2004	15,000	12	1,800	35,000	6,757	28,243	61,457	22,303	20,926	61,457	22,303	20,926	43,228	20,029
10/01/2005	20,000	12	2,400	40,000	6,757	33,243	64,057	21,056	22,172	61,657	19,736	23,493	43,228	18,228
10/01/2006	20,000	12	2,400	35,000	6,757	28,243	63,657	18,736	24,892	60,657	18,736	24,892	43,228	20,829
10/01/2007	25,000	12	3,000	40,000	6,757	33,243	67,057	16,853	26,375	67,057	16,853	26,375	43,228	17,429
10/01/2008	25,000	12	3,000	35,000	6,757	28,243	62,857	15,282	27,946	62,857	15,282	27,946	43,228	23,829
10/01/2009	30,000	12	3,600	40,000	6,757	33,243	63,057	13,618	29,611	63,057	13,618	29,611	43,228	19,628
10/01/2010	35,000	12	4,200	35,000	6,757	28,243	63,257	11,854	31,374	63,257	11,854	31,374	43,228	19,829
10/01/2011	40,000	12	4,800	40,000	6,757	33,243	57,257	8,005	33,243	57,257	8,005	33,243	43,228	20,029
10/01/2012	40,000	10	5,000	35,000	6,757	28,243	67,257	5,907	35,224	67,257	5,907	37,322	43,228	14,028
10/01/2013	50,000	10	6,000	40,000	6,757	33,243	61,257	3,683	39,545	61,257	3,683	39,545	43,228	18,029
10/01/2014	50,000	10	6,000	35,000	6,757	28,243	57,757	1,330	41,898	57,757	1,330	41,898	43,228	21,529
10/01/2015	60,000	10	7,000	40,000	6,757	33,243	60,257	-	-	60,257	-	-	-	57,757
10/01/2016	65,000	10	7,500	40,000	6,757	33,243	60,257	-	-	60,257	-	-	-	60,257
10/01/2017	70,000	10	8,500	680,000	121,622	558,378	1,126,422	-	-	1,126,422	-	-	-	434,769
10/01/2018	75,000	10	8,500	680,000	121,622	558,378	1,126,422	-	-	1,126,422	-	-	-	434,769
10/01/2019	85,000	10	8,500	680,000	121,622	558,378	1,126,422	-	-	1,126,422	-	-	-	434,769
	735,000		949,800	680,000	121,622	558,378	1,126,422	-	-	1,126,422	-	-	-	434,769

GREEN VALLEY COMMUNITY PUBLIC SERVICE DISTRICT
SEWER REFUNDING REVENUE BONDS, SERIES 2001 A

RECEIPT FOR BONDS

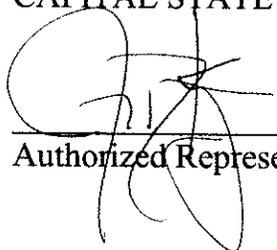
The undersigned authorized representative of Capital State Bank, Charleston, West Virginia (the "Original Purchaser"), for and on behalf of the Original Purchaser, hereby certifies as follows:

1. On the 13th day of September, 2001, in Charleston, West Virginia, the Original Purchaser received the entire original issue of \$450,000 in aggregate principal amount of the Sewer Refunding Revenue Bonds, Series 2001 A, of Green Valley Community Public Service District (the "Issuer"), dated September 13, 2001, issued in the form of one bond, fully registered to the Original Purchaser, and numbered AR-1 (the "Bonds").

2. At the time of receipt of the Bonds, they had been executed by the Chairperson of the Issuer and attested by the Secretary of the Issuer, by their respective manual signatures, and the official seal of the Issuer had been impressed upon the Bonds.

WITNESS my signature on this 13th day of September, 2001.

CAPITAL STATE BANK



Authorized Representative

08/28/01
001487/00304

M0347598.1



GREEN VALLEY COMMUNITY PUBLIC SERVICE DISTRICT
SEWER REFUNDING REVENUE BONDS, SERIES 2001 A

RECEIPT FOR BOND PROCEEDS

The undersigned Chairperson of Green Valley Community Public Service District (the "Issuer"), for and on behalf of the Issuer, hereby certifies as follows:

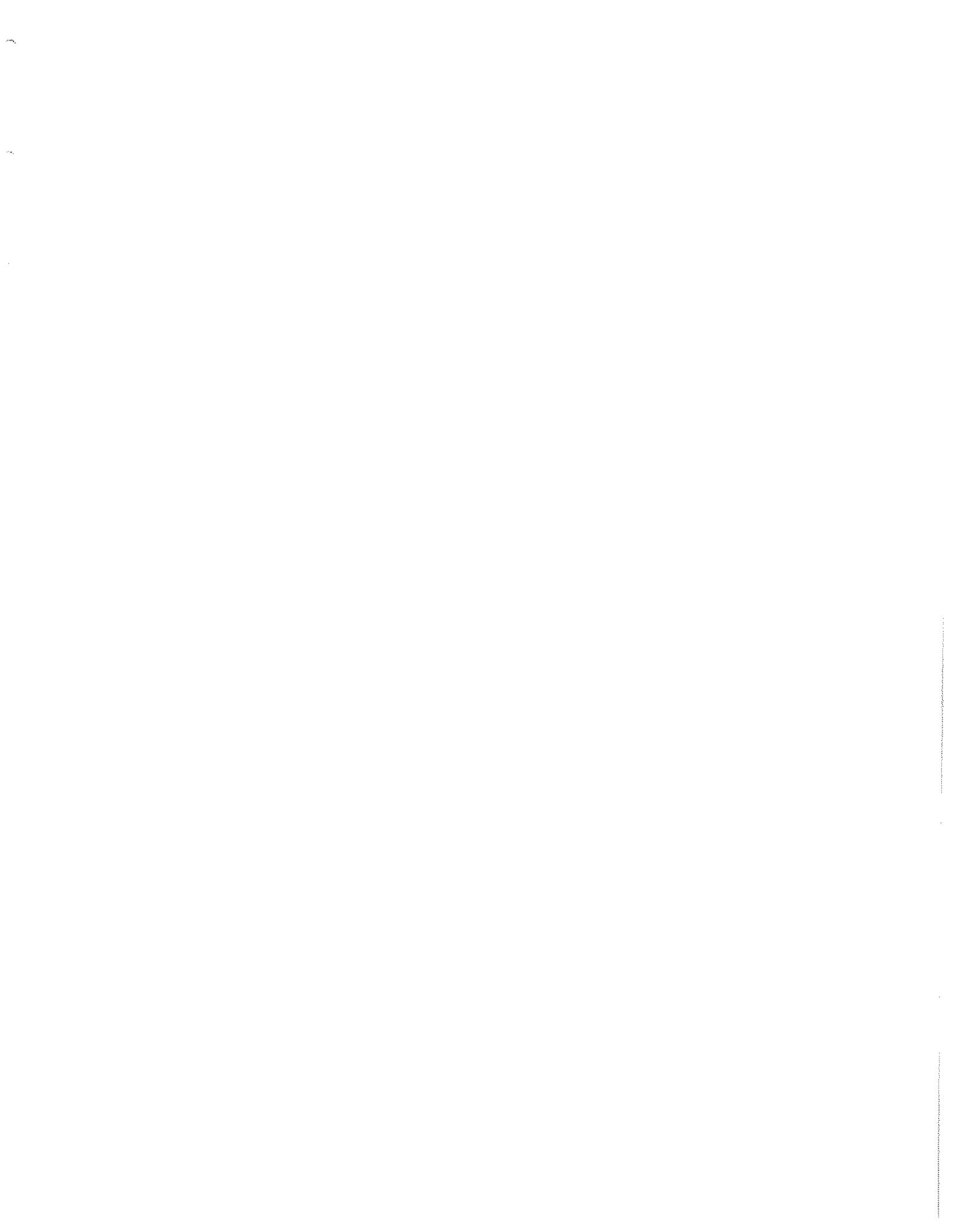
On the 13th day of September, 2001, the Issuer received and hereby acknowledges receipt from Capital State Bank, as the original purchaser of the \$450,000 Green Valley Community Public Service District Sewer Refunding Revenue Bonds, Series 2001 A (the "Bonds"), of the sum of \$450,000, being the agreed purchase price of the Bonds (100% of par value), there being no interest accrued thereon.

WITNESS my signature on this 13th day of September, 2001.

GREEN VALLEY COMMUNITY
PUBLIC SERVICE DISTRICT


Chairperson

08/27/01
001487/00304



GREEN VALLEY COMMUNITY PUBLIC SERVICE DISTRICT
SEWER REFUNDING REVENUE BONDS, SERIES 2001 A

REQUEST AND AUTHORIZATION TO
AUTHENTICATE AND DELIVER BONDS

September 13, 2001

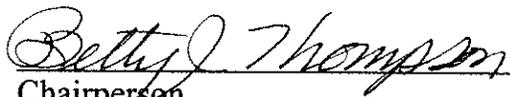
Capital State Bank, as Registrar
Charleston, West Virginia

Ladies and Gentlemen:

We herewith hand to you, duly executed, the \$450,000 Sewer Refunding Revenue Bonds, Series 2001 A, in the form of one bond, numbered AR-1 (the "Bonds"), of Green Valley Community Public Service District (the "Issuer"), authorized to be issued under and pursuant to a Bond Resolution duly adopted by the Issuer on September 7, 2001, and a Supplemental Resolution duly adopted by the Issuer on September 7, 2001.

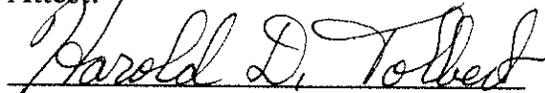
You are hereby requested and authorized to register, authenticate and deliver the Bonds on behalf of the Issuer to Capital State Bank, the original purchaser of the Bonds, upon payment to the account of the Issuer of the sum of \$450,000, which represents the agreed purchase price of the Bonds (100% of par value), there being no interest accrued thereon.

GREEN VALLEY COMMUNITY
PUBLIC SERVICE DISTRICT


Chairperson

(SEAL)

Attest:


Secretary



GREEN VALLEY COMMUNITY PUBLIC SERVICE DISTRICT
SEWER REFUNDING REVENUE BONDS, SERIES 2001 A

REGISTRAR AND PAYING AGENT AGREEMENT

THIS AGREEMENT, dated as of the 13th day of September, 2001, by and between GREEN VALLEY COMMUNITY PUBLIC SERVICE DISTRICT, a public corporation (the "Issuer"), and CAPITAL STATE BANK, Charleston, West Virginia (the "Bank").

WHEREAS, the Issuer has, contemporaneously with the execution hereof, issued and sold its \$450,000 Sewer Refunding Revenue Bonds, Series 2001 A (the "Bonds"), in the form of one bond, numbered AR-1, in fully registered form, pursuant to a Bond Resolution and a Supplemental Resolution, both adopted by the Issuer on September 7, 2001 (collectively the "Resolution");

WHEREAS, capitalized words and terms used in this Agreement and not otherwise defined herein shall have the respective meanings given them in the Resolution, a copy of which is attached as Exhibit A hereto and incorporated herein by reference;

WHEREAS, the Resolution provides for an appointment by the Issuer of a Registrar and Paying Agent for the Bonds; and

WHEREAS, the Issuer desires to appoint, and by the Resolution and this Agreement does appoint, the Bank to act as Registrar and Paying Agent under the Resolution and to take certain other actions hereinafter set forth;

NOW, THEREFORE, it is agreed by and between the parties hereto as follows:

1. Upon the execution of this Agreement by the Issuer and the Bank and during the term hereof, the Bank does accept and shall have and carry out the powers and duties of Registrar and Paying Agent for the Bonds, all as set forth in the Resolution, such duties including, among other things, the duties to authenticate, register and deliver Bonds upon original issuance and when properly presented for exchange or transfer, and shall do so with the intention of maintaining the exclusion of interest on the Bonds from gross income for federal income tax purposes, in accordance with any rules and regulations promulgated by the United States Treasury Department or by the Municipal Securities Rulemaking Board or similar regulatory bodies as the Issuer advises it of and with generally accepted industry standards.

2. The Bank agrees to furnish the Issuer with appropriate records of all transactions carried out by it as Registrar and Paying Agent and to furnish the Issuer with the names and specimen signatures of the Bank's authorized officers for the purposes of acting as the Registrar and Paying Agent and with such other information and reports as the Issuer may from time to time reasonably require.

3. The Bank shall have no responsibility or liability for any action taken by it at the specific direction of the Issuer.

4. As compensation for acting as Registrar and Paying Agent pursuant to this Agreement, the Issuer hereby agrees to pay to the Bank the compensation, if any, for services rendered as provided in the annexed schedule.

5. It is intended that this Agreement shall carry out and implement provisions of the Resolution with respect to the Registrar and Paying Agent. In the event of any conflict between the terms of this Agreement and the Resolution, the terms of the Resolution shall govern.

6. The Issuer and the Bank each warrants and represents that it is duly authorized and empowered to execute and enter into this Agreement and that neither such execution nor the performance of its duties hereunder or under the Resolution will violate any order, decree or agreement to which it is a party or by which it is bound.

7. This Agreement may be terminated by either party upon 60 days' written notice sent by registered or certified mail to the other party, at the following respective address:

ISSUER:

Green Valley Community Public Service District
P.O. Box 8497
South Charleston, WV 25303
Attention: Chairperson

REGISTRAR AND PAYING AGENT:

Capital State Bank
2402 Mountaineer Blvd.
Southridge Centre
Charleston, WV 25309
Attention: Corporate Trust Department

The Issuer and the Bank shall notify the other in writing of any change of address.

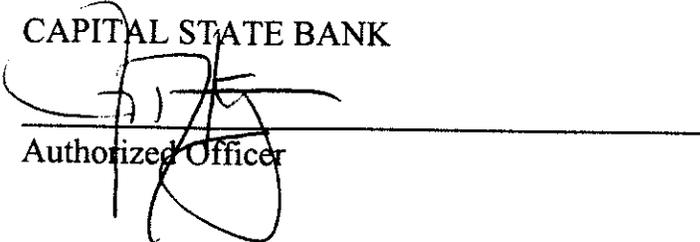
8. The Bank is hereby requested and authorized to authenticate and deliver the Bonds in accordance with the Resolution.

IN WITNESS WHEREOF, the parties hereto have respectively caused this Agreement to be signed in their names and on their behalf, all as of the date first above-written.

GREEN VALLEY COMMUNITY
PUBLIC SERVICE DISTRICT


Chairperson

CAPITAL STATE BANK


Authorized Officer

08/27/01
001487/00304

EXHIBIT A

See Bond Resolution (Tab No. 8)

See Supplemental Resolution (Tab No. 9)

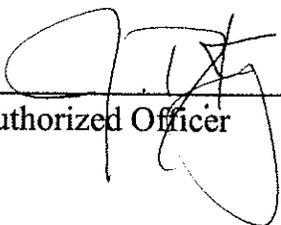
GREEN VALLEY COMMUNITY PUBLIC SERVICE DISTRICT
SEWER REFUNDING REVENUE BONDS, SERIES 2001 A

CERTIFICATE OF REGISTRATION OF BONDS

CAPITAL STATE BANK, Charleston, West Virginia, as Registrar (the "Registrar"), hereby certifies that on the date hereof, the single, fully registered Sewer Refunding Revenue Bonds, Series 2001 A, of Green Valley Community Public Service District (the "Issuer"), dated September 13, 2001, in the principal amount of \$450,000, numbered AR-1, was registered as to principal and interest in the name of "Capital State Bank" in the books of the Issuer kept for that purpose at our office, by a duly authorized officer on behalf of the Registrar.

WITNESS my signature on this 13th day of September, 2001.

CAPITAL STATE BANK, as Registrar



Authorized Officer

08/27/01
001487/00304

Information Return for Tax-Exempt Governmental Obligations

Under Internal Revenue Code section 149(e)

See separate instructions.

OMB No. 1545-0720

Caution: If the issue price is under \$100,000, use Form 8038-GC.

Part I Reporting Authority If Amended Return, check here

1 Issuer's name Green Valley Community Public Service District		2 Issuer's employer identification number 55 : 0607810	
3 Number and street (or P.O. box if mail is not delivered to street address) P.O. Box 8497		Room/suite	4 Report number 3 01
5 City, town, or post office, state, and ZIP code South Charleston, WV 25303		6 Date of issue 09/13/01	
7 Name of issue Green Valley Community Public Service District Sewer Refunding Revenue Bonds, Series 2001 A		8 CUSIP number None	
9 Name and title of officer or legal representative whom the IRS may call for more information Samme L. Gee, Esquire		10 Telephone number of officer or legal representative (304) 340-1318	

Part II Type of Issue (check applicable box(es) and enter the issue price) See instructions and attach schedule

11 <input type="checkbox"/> Education	11
12 <input type="checkbox"/> Health and hospital	12
13 <input type="checkbox"/> Transportation	13
14 <input type="checkbox"/> Public safety	14
15 <input checked="" type="checkbox"/> Environment (including sewage bonds)	15 \$ 450,000
16 <input type="checkbox"/> Housing	16
17 <input type="checkbox"/> Utilities	17
18 <input type="checkbox"/> Other. Describe ▶	18
19 If obligations are TANs or RANs, check box <input type="checkbox"/> If obligations are BANs, check box <input type="checkbox"/>	
20 If obligations are in the form of a lease or installment sale, check box <input type="checkbox"/>	

Part III Description of Obligations. Complete for the entire issue for which this form is being filed.

	(a) Final maturity date	(b) Issue price	(c) Stated redemption price at maturity	(d) Weighted average maturity	(e) Yield
21	9/10/2017	\$ 450,000	\$ 450,000	11.25 years	5.876 %

Part IV Uses of Proceeds of Bond Issue (including underwriters' discount)

22 Proceeds used for accrued interest	22	0
23 Issue price of entire issue (enter amount from line 21, column (b))	23	450,000
24 Proceeds used for bond issuance costs (including underwriters' discount)	24	34,975
25 Proceeds used for credit enhancement	25	0
26 Proceeds allocated to reasonably required reserve or replacement fund	26	43,452
27 Proceeds used to currently refund prior issues	27	325,377.98
28 Proceeds used to advance refund prior issues	28	0
29 Total (add lines 24 through 28)	29	403,804.98
30 Nonrefunding proceeds of the issue (subtract line 29 from line 23 and enter amount here)	30	46,195.02

Part V Description of Refunded Bonds (Complete this part only for refunding bonds.)

31 Enter the remaining weighted average maturity of the bonds to be currently refunded	▶	14.833 years
32 Enter the remaining weighted average maturity of the bonds to be advance refunded	▶	N/A years
33 Enter the last date on which the refunded bonds will be called	▶	October 1, 2001
34 Enter the date(s) the refunded bonds were issued	▶	July 27, 1982

Part VI Miscellaneous

35 Enter the amount of the state volume cap allocated to the issue under section 141(b)(5)	35	N/A
36a Enter the amount of gross proceeds invested or to be invested in a guaranteed investment contract (see instructions)	36a	N/A
b Enter the final maturity date of the guaranteed investment contract	▶	
37 Pooled financings: a Proceeds of this issue that are to be used to make loans to other governmental units	37a	N/A
b If this issue is a loan made from the proceeds of another tax-exempt issue, check box <input type="checkbox"/> and enter the name of the issuer	▶	
38 If the issuer has designated the issue under section 265(b)(3)(B)(i)(III) (small issuer exception), check box	▶	<input checked="" type="checkbox"/>
39 If the issuer has elected to pay a penalty in lieu of arbitrage rebate, check box	▶	<input type="checkbox"/>
40 If the issuer has identified a hedge, check box	▶	<input type="checkbox"/>

Under penalties of perjury, I declare that I have examined this return and accompanying schedules and statements, and to the best of my knowledge and belief, they are true, correct, and complete.

Sign Here

Betty J Thompson
 Signature of issuer's authorized representative

09/13/01
 Date

Betty Thompson, Chairperson
 Type or print name and title



JACKSON & KELLY PLLC

ATTORNEYS AT LAW

1800 LAIDLEY TOWER

P. O. BOX 553

CHARLESTON, WEST VIRGINIA 25322

TELEPHONE 304-340-1000

TELECOPIER 304-340-1130

<http://www.jacksonkelly.com>

1144 MARKET STREET
WHEELING, WEST VIRGINIA 26003
TELEPHONE 304-233-4000

1089 18TH STREET
DENVER, COLORADO 80264
TELEPHONE 303-380-0003

175 EAST MAIN STREET
LEXINGTON, KENTUCKY 40506
TELEPHONE 606-256-8600

2401 PENNSYLVANIA AVENUE N.W.
WASHINGTON, D.C. 20037
TELEPHONE 202-873-0200

MEMBER OF LEX MUNDI
THE WORLD'S LEADING ASSOCIATION
OF INDEPENDENT LAW FIRMS

217 WEST BURKE STREET
MARTINSBURG, WEST VIRGINIA 25401
TELEPHONE 304-263-8800

256 RUSSELL AVENUE
NEW MARTINSVILLE, WEST VIRGINIA 26155
TELEPHONE 304-455-1751

8000 HAMPTON CENTER
MORGANTOWN, WEST VIRGINIA 26505
TELEPHONE 304-698-3000

412 MARKET STREET
PARKERSBURG, WEST VIRGINIA 26101
TELEPHONE 304-424-3490

1000 TECHNOLOGY DRIVE
FAIRMONT, WEST VIRGINIA 26554
TELEPHONE 304-368-2000

September 13, 2001

CERTIFIED MAIL - RETURN RECEIPT REQUESTED

Internal Revenue Service
Internal Revenue Service Center
Ogden, Utah 84201

3.10

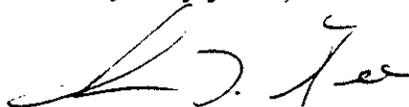
Re: Green Valley Community Public Service District
Sewer Refunding Revenue Bonds, Series 2001 A
J&K Reference No. 001487/00304

Ladies and Gentlemen:

Enclosed herewith is a completed and executed Internal Revenue Service Form 8038-G and a file copy thereof with regard to the above-captioned issue. Please file the original form in the appropriate Internal Revenue Service records and return the copy marked in red as the "File Copy" to me (after acknowledging receipt of the same) in the enclosed self-addressed, stamped envelope.

Thank you for your attention to this matter.

Very truly yours,



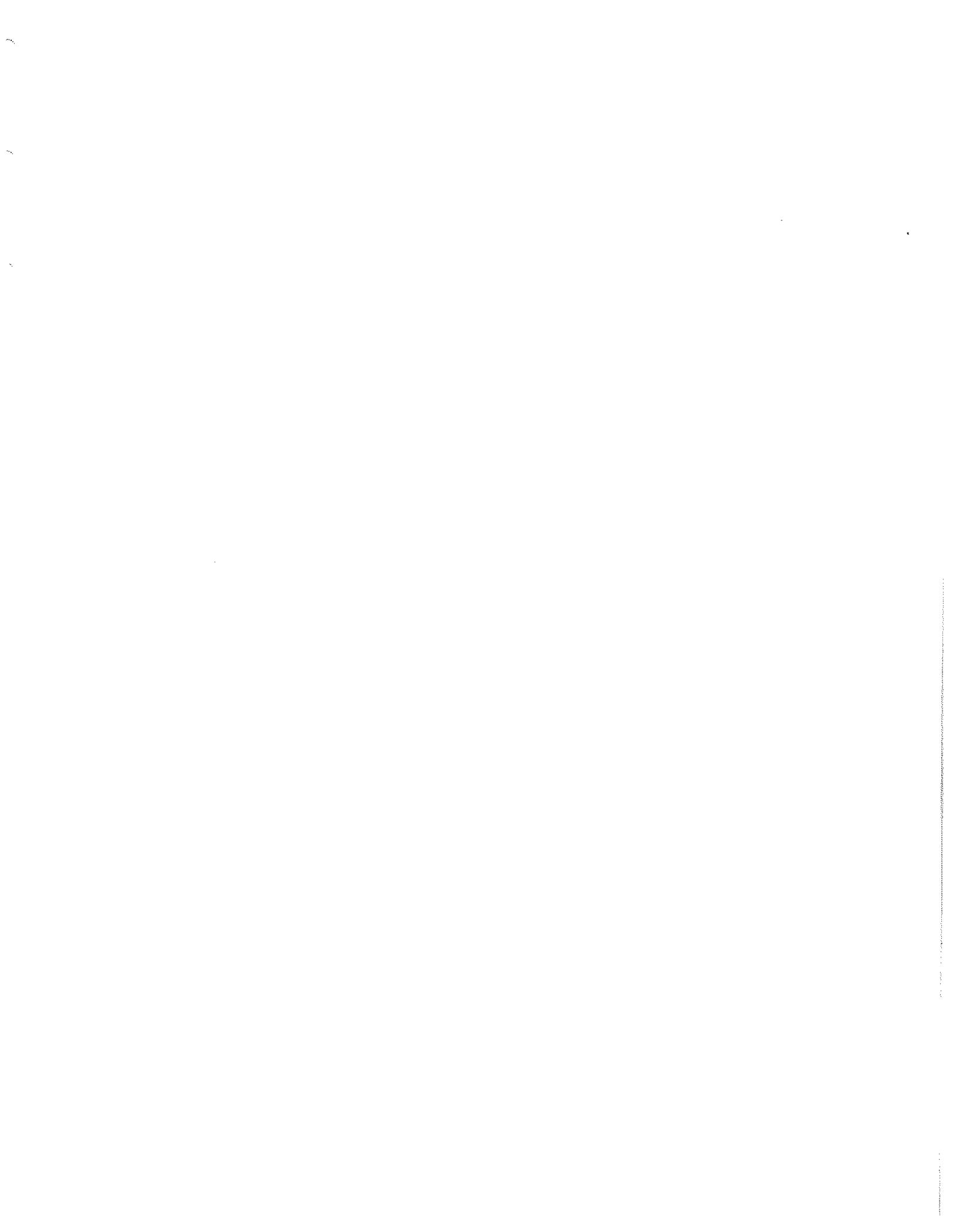
Samme L. Gee

SLG/lp
Enclosure

cc: Robert R. Rodecker, Esquire (w/enc.)

001487/00304

M0347632.1



JACKSON & KELLY PLLC

ATTORNEYS AT LAW

1600 LAIDLEY TOWER

P. O. BOX 553

CHARLESTON, WEST VIRGINIA 25322

TELEPHONE 304-340-1000

TELECOPIER 304-340-1130

<http://www.jacksonkelly.com>

1144 MARKET STREET
WHEELING, WEST VIRGINIA 26003
TELEPHONE 304-233-4000

1099 18TH STREET
DENVER, COLORADO 80264
TELEPHONE 303-390-0003

175 EAST MAIN STREET
LEXINGTON, KENTUCKY 40568
TELEPHONE 859-255-9500

2401 PENNSYLVANIA AVENUE N.W.
WASHINGTON, D.C. 20037
TELEPHONE 202-973-0200

MEMBER OF LEX MUNDI,
THE WORLD'S LEADING ASSOCIATION
OF INDEPENDENT LAW FIRMS.

217 WEST BURKE STREET
MARTINSBURG, WEST VIRGINIA 25401
TELEPHONE 304-263-8800

256 RUSSELL AVENUE
NEW MARTINSVILLE, WEST VIRGINIA 26155
TELEPHONE 304-455-1751

6000 HAMPTON CENTER
MORGANTOWN, WEST VIRGINIA 26505
TELEPHONE 304-599-3000

412 MARKET STREET
PARKERSBURG, WEST VIRGINIA 26101
TELEPHONE 304-424-3490

1000 TECHNOLOGY DRIVE
FAIRMONT, WEST VIRGINIA 26554
TELEPHONE 304-368-2000

September 13, 2001

Green Valley Community Public Service District
South Charleston, West Virginia

Capital State Bank
Charleston, West Virginia

Re: Green Valley Community Public Service District
Sewer Refunding Revenue Bonds, Series 2001 A

4.1

Ladies and Gentlemen:

We have served as bond counsel to Green Valley Community Public Service District (the "Issuer") in connection with the issuance of its Sewer Refunding Revenue Bonds, Series 2001 A, dated the date hereof (the "Bonds").

We have examined certified copies of proceedings and other papers relating to the authorization of the Bonds to be purchased by Capital State Bank (the "Original Purchaser"), pursuant to its commitment letter dated August 23, 2001. The Bonds are issued in the principal amount of \$450,000, in the form of one bond, registered as to principal and interest to the Original Purchaser, with interest at the rate of 5.8% per annum, and with principal and interest payable monthly on the 10th day of each month, commencing October 10, 2001, all as set forth in the debt service schedule incorporated in and made a part of the Bonds.

The Bonds are issued under the authority of and in full compliance with the Constitution and statutes of the State of West Virginia, including particularly, Chapter 16, Article 13A of the Code of West Virginia, 1931, as amended (the "Act"), for the purposes of (i) paying a portion of the costs necessary to current refund the Issuer's Sewer Revenue Bonds, Series 1982 (the "Series 1982 A Bonds"); (ii) funding a reserve account for the Bonds; and (iii) paying certain costs of issuance and related costs.

We have also examined the applicable provisions of the Act and a Bond Resolution duly adopted by the Issuer on September 7, 2001, as supplemented by a Supplemental Resolution duly adopted by the Issuer on September 7, 2001 (collectively, the "Resolution"), pursuant to and under which Act and Resolution the Bonds are authorized and issued. All capitalized terms used herein and not otherwise defined herein shall have the same meaning set forth in the Resolution when used herein.

In connection with the issuance of the Bonds, the Issuer has executed a Certificate as to Arbitrage, dated as of the date hereof (the "Certificate as to Arbitrage"), which, among other things, sets forth restrictions on the investment and expenditure of the Bond proceeds and earnings thereon, to ensure that the arbitrage requirements of the Internal Revenue Code of 1986, as amended, and regulations thereunder (collectively, the "Code"), necessary to establish and maintain the excludability of interest on the Bonds from gross income for federal income tax purposes, are and will continue to be met.

Based upon the foregoing and upon our examination of such other documents as we have deemed necessary, we are of the opinion, under existing law, as follows:

1. The Issuer is a duly created and validly existing public service district and is a public corporation and political subdivision of the State of West Virginia, with full power and authority to refund the Series 1982 A Bonds, to operate and maintain the System, to adopt the Resolution and to issue and sell the Bonds, all under the Act and other applicable provisions of law.

2. The Prepayment Agreement has been duly authorized by and executed on behalf of the Issuer and is a valid and binding agreement of the Issuer, enforceable in accordance with the terms thereof.

3. The Issuer has legally and effectively adopted the Resolution and all other necessary resolutions in connection with the issuance and sale of the Bonds. The Resolution constitutes a valid and binding obligation of the Issuer, enforceable against the Issuer in accordance with its terms thereof.

4. The Bonds have been duly authorized, issued, executed and delivered by the Issuer to the Original Purchaser and are valid, legally enforceable and binding special obligations of the Issuer, payable from the Net Revenues of the System and secured by a first lien on and a pledge of the Net Revenues of the System, on a parity with respect to liens, pledge and source of and security for payment with the Issuer's Prior Bonds, all in accordance with the terms of the Bonds and the Resolution. In rendering the opinion set

forth in this paragraph, we have relied upon the Certificate of the Issuer's certified public accountant dated the date hereof, certifying that the coverage and parity requirements have been met.

5. Under existing laws, regulations, rulings and judicial decisions of the United States of America, as presently written and applied, the interest on the Bonds (a) is excludable from gross income of the owners thereof for federal income tax purposes pursuant to the Code and (b) is not an item of tax preference for purposes of the federal alternative minimum tax imposed upon individuals and corporations under the Code. It should be noted, however, that interest on the Bonds is included in the adjusted current earnings of certain corporations for purposes of computing the alternative minimum tax that may be imposed with respect to corporations. The opinions set forth above are subject to the condition that the Issuer comply, on a continuing basis, with all requirements of the Code that must be satisfied subsequent to issuance of the Bonds for interest thereon to be or continue to be excludable from gross income for federal income tax purposes and all certifications, covenants and representations which may affect the excludability from gross income of the interest on the Bonds set forth in the Resolution and the Certificate as to Arbitrage, and other certificates delivered in connection with the issuance of the Bonds. The Issuer has covenanted to comply with all such requirements. Failure to comply with certain of such Code provisions or such certifications, covenants and representations could cause the interest on the Bonds to be includable in gross income retroactive to the date of issuance of the Bonds. We express no opinion regarding other federal tax consequences arising with respect to the Bonds, except as expressly set forth in paragraph 6.

6. The Issuer has designated the Bonds as "qualified tax-exempt obligations" for purposes of the Code, and has covenanted that it does not reasonably expect to issue more than \$10,000,000 of tax-exempt obligations (other than private activity bonds and obligations issued to currently refund any obligation of the Issuer to the extent the amount of the refunding obligation does not exceed the outstanding amount of the refunded obligations) during the calendar year 2001. Therefore, the Bonds are "qualified tax-exempt obligations" within the meaning of Section 265(b)(3) of the Code, and the provision of the Code which disallows all deductibility of interest expense incurred by financial institutions on debt incurred or continued to purchase or carry most tax-exempt obligations does not apply to the Bonds; accordingly, 80% of the interest expense of a financial institution incurred for the purpose of purchasing or carrying the Bonds is deductible for federal income tax purposes.

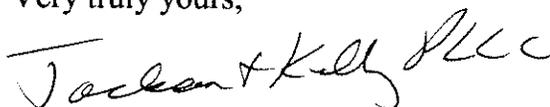
7. Under the Act, the Bonds and the interest thereon are exempt from taxation by the State of West Virginia and the other taxing bodies of the State.

8. The Series 1982 A Bonds have been paid within the meaning and with the effect expressed in the Prior Resolution, and the covenants, agreements and other obligations of the Issuer to the holders of the Series 1982 A Bonds have been satisfied and discharged. In rendering the opinion set forth in this paragraph, we have relied upon the Certificate of Redemption Date and Price from the West Virginia Water Development Authority, relating to the sufficiency of the moneys on deposit with the Commission to provide for the full payment of the entire outstanding principal of, the redemption premium and all interest accrued on the Series 1982 A Bonds on October 1, 2001, the Redemption Date.

No opinion is given herein as to the effect upon the enforceability of the Bonds under any applicable bankruptcy, insolvency, reorganization, moratorium or other laws affecting creditors' rights or the exercise of judicial discretion or principles of equity in appropriate cases.

We have examined the executed and authenticated Bond numbered AR-1 and in our opinion, the form of said Bond and its execution and authentication are regular and proper.

Very truly yours,

A handwritten signature in cursive script that reads "Jackson & Kelly PLLC". The signature is written in dark ink and is positioned below the typed name "Jackson & Kelly PLLC".

LAW OFFICES
ROBERT R. RODECKER
BB&T SQUARE
300 SUMMERS STREET, SUITE 1230
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CHARLESTON, WEST VIRGINIA 25337

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OF COUNSEL
KELSHLAW@YAHOO.COM

AREA CODE 304
343-1654
FACSIMILE
343-1657

September 13, 2001

Green Valley Community Public Service District
South Charleston, West Virginia

Capital State Bank
Charleston, West Virginia

Jackson & Kelly PLLC
Charleston, West Virginia

Re: Green Valley Community Public Service District
Sewer Refunding Revenue Bonds, Series 2001 A

Ladies and Gentlemen:

I am counsel to Green Valley Community Public Service District (the "Issuer"). As such counsel, I have examined copies of the approving opinion of Jackson & Kelly PLLC, as bond counsel, relating to the above-captioned bonds of the Issuer (the "Bonds"), a commitment letter dated August 23, 2001, from Capital State Bank to the Issuer, a Bond Resolution duly adopted by the Issuer on September 7, 2001, as supplemented by a Supplemental Resolution duly adopted on September 7, 2001 (collectively, the "Resolution"), a prepayment agreement dated September 13, 2001 (the "Prepayment Agreement"), by and between the Issuer and the West Virginia Municipal Bond Commission (the "Commission"), orders of The County Commission of Kanawha County relating to the Issuer and the appointment of members of the Public Service Board of the Issuer (the "Board") and other documents relating to the Bonds and the Issuer. All capitalized terms used herein and not otherwise defined herein shall have the same meanings set forth in the Resolution when used herein.

I am of the opinion that:

1. The Issuer is a duly created and validly existing public service district and is a public corporation and political subdivision of the State of West Virginia.
2. The members and officers of the Board have been duly and properly appointed and elected, have taken the requisite oaths and are thereby authorized to act on behalf of the Issuer in their respective capacities.
3. The Prepayment Agreement has been duly authorized, executed and delivered by the Issuer and, assuming due authorization, execution and delivery by the Commission, constitutes a valid and binding agreement of the Issuer, enforceable in accordance with its terms.
4. The Resolution has been duly adopted by the Board and is in full force and effect.
5. The execution and delivery of the Bonds and the Prepayment Agreement and the consummation of the transactions contemplated by the Bonds, the Prepayment Agreement and the Resolution, and the carrying out of the terms thereof, do not and will not, in any material respect, conflict with or constitute, on the part of the Issuer, a breach of or default under any resolution, agreement or other instrument to which the Issuer is a party or any existing law, regulation, court order or consent decree to which the Issuer is subject.
6. The Issuer has received all permits, licenses, approvals, consents, exemptions, orders, certificates and authorizations necessary for the creation and existence of the Issuer, the issuance of the Bonds, the prepayment and refunding of the Series 1982 A Bonds, the operation of the System and the imposition of rates and charges, including, without limitation, all requisite permits, approvals, orders and certificates from the Public Service Commission of West Virginia (the "PSC"), and the Issuer has taken any other action required for the imposition of such rates and charges, including, without limitation, the adoption of a resolution prescribing such rates and charges. The Issuer has received the PSC order entered on September 4, 2001, in Case No.01-1026-PSD-PC, approving the issuance of the Bonds for the purpose of refunding the Series 1982 A Bonds. The time for appeal of

Green Valley Community Public Service District
Capital State Bank
Jackson & Kelly PLLC
September 13, 2001
Page 3

the PSC order has not expired prior to the date hereof. However, the parties to the PSC order have stated that they will not appeal such order. Such order is not subject to appeal, further hearing, reopening or rehearing by any customer, protestant, intervenor or other person not a party to the original application.

7. To the best of my knowledge, there is no action, suit, proceeding or investigation at law or in equity before or by any court, public board or body, pending or threatened, wherein an unfavorable decision, ruling or finding would adversely affect the transactions contemplated by the Prepayment Agreement, the Bonds and the Resolution, the prepayment and refunding of the Series 1982 A Bonds, the operation of the System, the validity of the Bonds or the collection or pledge of the Net Revenues therefor.

All counsel to this transaction may rely upon this opinion as if specifically addressed to them.

Very truly yours,



Robert R. Rodecker

RRR/bg

09/06/01
001487/00304



JACKSON & KELLY PLLC

ATTORNEYS AT LAW

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August 24, 2001

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MEMBER OF LEX MUNDI
THE WORLD'S LEADING ASSOCIATION
OF INDEPENDENT LAW FIRMS

VIA FAX AND REGULAR MAIL

Mr. R. Witter Hallan
Executive Director
West Virginia Municipal
Bond Commission
8 Capitol Street, Suite 500
Charleston, WV 25301

5.1

Re: Green Valley Community Public Service District
Sewer Refunding Revenue Bonds, Series 2001 A

Dear Witter:

Please be advised that Green Valley Community Public Service District (the "District") intends to prepay and current refund all of its outstanding Sewer Revenue Bonds, Series 1982 A, dated July 27, 1982, to their first redemption date, being October 1, 2001, at which time they will be redeemed in full.

We will deliver a copy of the Bond Resolution to be adopted by the Public Service Board of the District on September 7, 2001, the Prepayment Agreement and other documents relating to the refunding shortly.

The original purchaser of the above-captioned Bonds will be Capital State Bank, Charleston, West Virginia. Settlement is anticipated on or about September 13, 2001. Please give me a call if you have any questions at this time.

Very truly yours,


Sarame L. Gee

cc: Robert R. Rodecker, Esquire
Michael Ellis, CPA
J.D. Koontz
Daniel B. Yonkosky

M0347722.1



GREEN VALLEY COMMUNITY PUBLIC SERVICE DISTRICT
SEWER REFUNDING REVENUE BONDS, SERIES 2001 A

PREPAYMENT AGREEMENT

This AGREEMENT, made and entered into as of September 13, 2001, by and between GREEN VALLEY COMMUNITY PUBLIC SERVICE DISTRICT (the "Issuer") and the WEST VIRGINIA MUNICIPAL BOND COMMISSION (the "Commission").

WITNESETH THAT:

WHEREAS, the Issuer presently owns and operates a public sewerage system (the "System") and has heretofore financed the acquisition and construction of the System and certain additions, extensions and improvements thereto by issuance of several series of bonds;

WHEREAS, the Issuer has received notice from the registered owner of its Sewer Revenue Bonds, Series 1982, dated July 27, 1982, originally issued in the aggregate principal amount of \$835,000, of which \$745,000 is presently outstanding (the "Series 1982 A Bonds") that it may prepay such bonds on or before September 14, 2001;

WHEREAS, the Issuer has determined to issue its Sewer Refunding Revenue Bonds, Series 2001 A (the "Series 2001 A Bonds"), pursuant to a resolution adopted on September 7, 2001, as supplemented by a supplemental resolution adopted September 7, 2001 (collectively, the "2001 Resolution"), and contemporaneously therewith, prepay and defease the Series 1982 A Bonds by depositing a portion of the proceeds of the Series 2001 A Bonds with the Commission; and

WHEREAS, the cash amounts which will be delivered to the Commission simultaneously with the delivery of the Series 2001 A Bonds, along with funds currently on deposit with the Commission, are in such amounts as to insure the payment on October 1, 2001 (the "Redemption Date"), of the entire principal amount of the Series 1982 A Bonds then outstanding, the redemption premium and all interest accrued thereon (collectively, the "Redemption Price");

NOW, THEREFORE, in consideration of the mutual agreements contained herein, and in order further to secure payment of the Series 1982 A Bonds, as heretofore provided, the parties hereto mutually undertake, promise and agree for themselves, their respective representatives, successors and assigns, as follows:

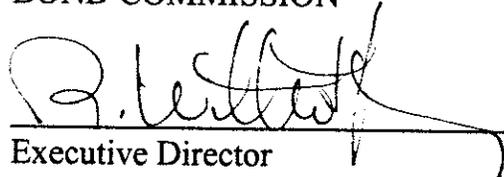
1. The deposit of moneys with the Commission shall constitute an irrevocable deposit of such moneys in trust for, and such moneys shall be applied to, the payment of the Redemption Price of the Series 1982 A Bonds on the Redemption Date.
2. Concurrently with the delivery of the Series 2001 A Bonds, the sum of \$70,258.91 on deposit in the Series 1982 A Bonds Reserve Account and the sum of \$445,310.75 on deposit in the Series 1982 A & B Sewer Revenue Escrow Account shall be transferred by the Commission to the Series 1982 A Bonds Sinking Fund.
3. Concurrently with the delivery of the Series 2001 A Bonds, the Issuer shall deposit proceeds of the Series 2001 A Bonds in the amount of \$325,377.98 in the Series 1982 A Bonds Sinking Fund. This deposit, along with the transfer of the moneys described in paragraph 2 above, and the existing balance in the Series 1982 A Bonds Sinking Fund of \$50,702.36 (for a total of \$891,650) will be sufficient to pay the Redemption Price of the Series 1982 A Bonds on the Redemption Date.
4. The Commission as Paying Agent for the Series 1982 A Bonds shall apply the moneys in the Series 1982 A Bonds Sinking Fund to the payment in full on October 1, 2001, of the Redemption Price of the Series 1982 A Bonds.
5. The holders of the Series 1982 A Bonds shall have an express lien on all moneys and assets in the Series 1982 A Bonds Sinking Fund until paid out, used and applied in accordance with this Agreement.
6. This Agreement shall terminate on the date on which all the Outstanding Series 1982 A Bonds have been redeemed, paid in full and discharged. Upon termination of this Agreement, any moneys remaining in the Series 1982 A Bonds Sinking Fund at the Commission after payment of administrative fees shall be transferred to the Issuer.
7. This Agreement may be executed in several counterparts, all or any of which shall be regarded for all purposes as one original and shall constitute and be but one and the same instrument.
8. This Agreement is made in the State of West Virginia under the Constitution and laws of such State and is to be so construed.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement on the day and year first above written.

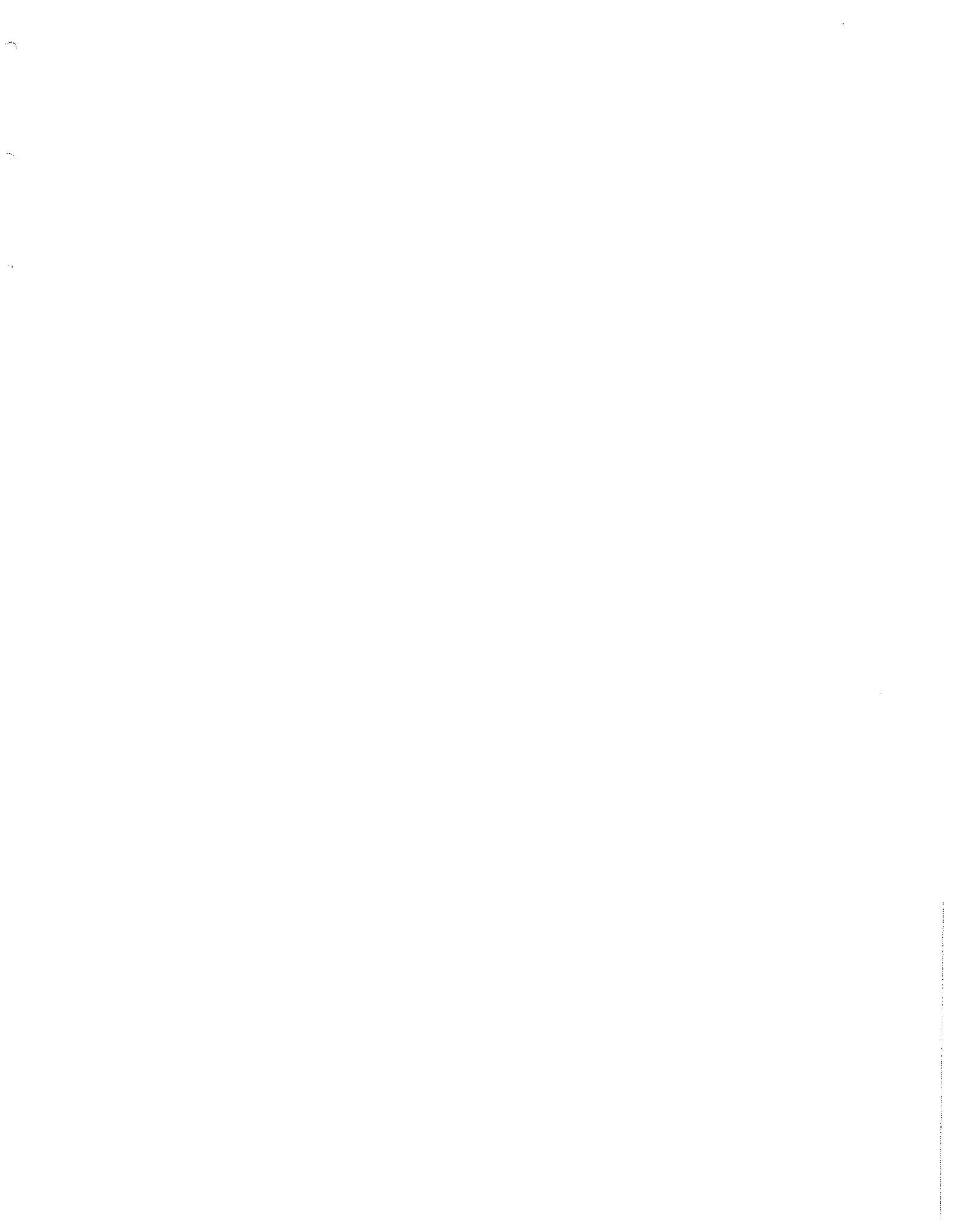
GREEN VALLEY COMMUNITY
PUBLIC SERVICE DISTRICT


Chairperson

WEST VIRGINIA MUNICIPAL
BOND COMMISSION


Executive Director

09/06/01
001487/00304



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TELEPHONE 304-368-2000

September 6, 2001

VIA FAX AND REGULAR MAIL

5.3

Mr. R. Witter Hallan
Executive Director
West Virginia Municipal
Bond Commission
8 Capitol Street, Suite 500
Charleston, WV 25301

Re: Green Valley Community Public Service District
Sewer Refunding Revenue Bonds, Series 2001 A

Dear Witter:

As bond counsel for Green Valley Community Public Service District (the "Issuer"), we wish to advise you that on September 13, 2001 (the "Closing Date"), the Issuer will deliver the above-captioned bonds (the "Bonds") to Capital State Bank (the "Purchaser"). A portion of the proceeds of the Bonds will be used to prepay and current refund the Issuer's Sewer Revenue Bonds, Series 1982, dated July 27, 1982 (the "Series 1982 A Bonds") and fund the Series 2001 A Bonds Reserve Account. On the Closing Date, the Issuer will be required to make certain deposits pursuant to the Prepayment Agreement dated September 13, 2001, by and between the Issuer and the West Virginia Municipal Bond Commission (the "Commission").

The proceeds of the Bonds in the amount of \$368,829.98 will be wired by the Purchaser to the Commission on the Closing Date. The prepayment of the Series 1982 A Bonds will be effected with (i) \$325,377.98 from proceeds of the Bonds, and (ii) \$566,272.02 from moneys in the Series 1982 A Bonds Sinking Fund (\$50,702.36), the Series

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Mr. R. Witter Hallan
Page 2

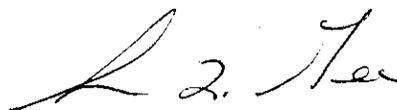
1982 A Bonds Reserve Account (\$70,258.91) and the Series 1982 A & B Sewer Revenue Escrow Account (\$445,310.75) held by the Commission. All such moneys shall be deposited in the Series 1982 A Bonds Sinking Fund and applied to the payment of the entire principal of, the redemption premium and all interest accrued on the Series 1982 A Bonds in the total amount of \$891,650.00 on October 1, 2001.

The Commission shall deposit \$43,452 from proceeds of the Bonds in the Series 2001 A Bonds Reserve Account on the Closing Date.

Prior to making the transfers set forth above from the Series 1982 A & B Sewer Revenue Escrow Account, the Commission shall transfer from such account an amount equal to \$6,756.76 and deposit such amount into the Series 1982 B Bonds Reserve Account on the Closing Date.

If you have any questions regarding the foregoing, please feel free to call me.

Very truly yours.



Samme L. Gee

Copy of letter to:
Robert R. Rodecker, Esquire
Michael Ellis, CPA
J. D. Koontz
Daniel B. Yonkosky



2402 Mountaineer Blvd.
Southridge Centre
Telephone: (304) 746-6059
Facsimile: (304) 746-4626
E-mail: jdk@capstate.com

J.D. Koontz
Senior Vice President
Commercial Lending

August 23, 2001

To the Commissioners
Green Valley Community
Public Service District
South Charleston, West Virginia

Dear Commissioners:

It is a pleasure to inform you Capital State Bank, herein called "Bank" has approved the loan request to Green Valley Community Public Service District, herein called "Borrower." This approval and commitment is made and is expressly conditioned upon compliance by the Borrower of the plan of finance presented by First Union Securities, Inc. This commitment is an effort to outline the terms and conditions to be included in the loan documents.

Loan Amount: Not to exceed \$450,000.00

Purpose of Loan: Provide funds for refinance of 1982 Sewer Revenue Bonds

Interest Rate: 5.80% fixed for up to sixteen years. Interest is calculated using an actual / 360 day basis.

Closing Date: On or before September 14, 2001

Origination fee: 1% of the loan amount.

Late Charge: If a payment is made more than 10 days after the due date, to pay a late charge equal to 5% of the principal and interest billed, with a minimum of \$25.00 and a maximum of \$250.00

Repayment Terms: Monthly payments consisting of principal and interest will be fully amortized over the sixteen-year loan term.

Security for The Loan: The loan will be secured by a first lien (which may be a parity lien) on the net revenues of the Green Valley Community Public Service District.

In addition, a debt service reserve fund in an amount equal to one year's debt service will be required. The Municipal Bond Commission will maintain the Debt Service Reserve Fund.

Fees:

The borrower shall be responsible for all costs or fees associated with the issuances of this letter and the closing of this loan, payable at closing which will include but not be limited to, loan origination fee, the Bond Counsel's fees, filing fees, etc. In the event the loan shall not close, for any reason, the borrower shall pay costs and fees upon demand by the bank.

Execution of Documents:

The borrower shall execute any and all documents necessary to close this loan and as the Bank and/or Bond Counsel may reasonably require to maintain the first lien position on the collateral (collectively the "Loan Documents"). The loan documents shall be in form and substance and contain such covenants, representations, warranties, and conditions as are satisfactory to the Bank and its counsel, Bowles Rice McDavid Graff & Love, PLLC.

Survival Of Commitment:

The terms and conditions of this commitment shall survive the closing of this loan and shall be incorporated into the terms and condition set forth and the Loan Documents executed in connection with this transaction. In the event of a conflict of this commitment and the Loan Documents, the terms of the Loan Documents shall control. This commitment letter shall be considered binding as long as any indebtedness remains. A default under this commitment or any covenant thereof shall, at the option of the bank constitute a default under the Loan Documents.

Conditions:

1. Prior to the Closing, Borrower shall provide Bank, among other things, with the following each of which must be acceptable to the Bank in its sole discretion:
 - A. Evidence of hazard and other appropriate insurance in amounts and form acceptable to the Bank.
 - B. Resolution of Borrower evidencing authority to borrow money.
2. While any amount of the loan is outstanding, Borrower shall, among other things:
 - A. Maintain and, at Bank's request, provide evidence of such insurance in the amounts not less than those agreed upon prior to the Closing.

- B. Promptly advise Bank in writing of (i) any event or act which comes to its attention that would or might materially adversely affect Borrower's financial condition or operations, or Bank's rights under the Loan Documents, (ii) any litigation filed by or against borrower, (iii) any event that has occurred that would constitute an event of default under any Loan Documents and (iv) any insured or partially loss through fire, theft, liability or property damage in excess of an aggregate of \$25,000.
- C. Furnish to Bank prepared financial statements of Borrower for each fiscal year, within 60 days after the close of each such fiscal year and audited financial statements within 180 days after close of each such fiscal year.
- D. Notify Bank in writing if Borrower becomes a defendant in any future litigation.

Representation
And Warranties:

Borrower hereby represents and warrants that (i) all taxes if any are current, (ii) except as otherwise disclosed there is not pending litigation in which Borrower is named as defendant, and (iii) that all financial information is true and correct and accurately present the financial position of the Borrower and the results of the operations for the periods covered thereby. None of the information disclosed by Borrower in connection with the loan contains any untrue statement of facts or omits to state any fact necessary in order to have made the statement therein not misleading.

Condition to
Lend:

The Bank's obligation to make the loan to the Borrower is subject to fulfillment to the Bank's satisfaction of each of the conditions set forth herein required to be performed at Closing, and approval of all circumstances surrounding the loan at time of Closing, including the Borrower's credit standing on the day of closing and such other matters as the Bank may reasonably require. At the Bank's sole option, this commitment may be declared void, if at the time of the Closing, there have been any material changes in the financial condition of the Borrower and/or the circumstances concerning the loan.

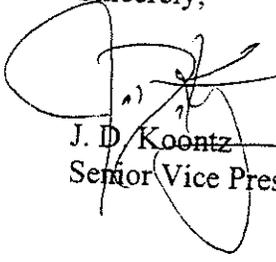
Waiver:

The waiver by the Bank of any breach of any term or condition of this proposal letter or the failure to enforce any provision thereto shall not operate as a waiver of any other provision, nor shall it constitute or be deemed a waiver or release of any other rights, in law or in equity, or claims which the Bank may have against any party for anything arising out of, connected with, or based upon this Commitment Letter.

This agreement along with the final Loan Documents represents the final agreement between the parties. There are no unwritten oral agreements between the parties. This commitment letter shall remain outstanding for a period of fifteen days. If you intend to accept this commitment

and terms, please sign a copy of this letter and return it prior to September 7, 2001. Should you have questions regarding this letter, please feel free to call me at (304) 746-6059.

Sincerely,



J. D. Koontz
Senior Vice President

Accepted by: Betty Thompson chairman
Date: 09/09/01





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Southridge Centre
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Facsimile: (304) 746-4626
E-mail: jdk@capstate.com

J.D. Koontz
Senior Vice President
Commercial Lending

September 13, 2001

Green Valley Community Public Service District
South Charleston, West Virginia

Jackson & Kelly PLLC
Charleston, West Virginia

Re: Green Valley Community Public Service District
Sewer Refunding Revenue Bonds, Series 2001 A

Ladies and Gentlemen:

The undersigned J. D. Koontz, Senior Vice President of Capital State Bank, Charleston, West Virginia (the "Purchaser"), on behalf of the Purchaser in connection with its purchase of the \$450,000 aggregate principal amount of the Sewer Refunding Revenue Bonds, Series 2001 A (the "Bonds"), issued by Green Valley Community Public Service District (the "Issuer") on the date hereof, pursuant to a Bond Resolution adopted by the Issuer on September 7, 2001, as supplemented by a Supplemental Resolution adopted by the Issuer on September 7, 2001 (collectively, the "Resolution"), hereby makes the following representations and warranties to you that:

1. We have sufficient knowledge and experience in financial and business matters, including purchase and ownership of tax-exempt obligations, to be able to evaluate the risks and merits of the investment represented by our purchase of the Bonds, and our net worth and available assets are such that we are able to bear the economic risk of our purchase of the Bonds.

2. We understand that the entire principal of and interest on the Bonds are payable by the Issuer solely from and secured by a first lien on the Net Revenues (as defined in the Resolution), on a parity as to liens, pledge and source of and security for payment with the Prior Bonds (as defined in the Resolution); that the Bonds are special and limited

obligations of the Issuer and are not general obligations or secured by any obligation or pledge of any monies received or to be received by the Issuer other than the Net Revenues described above; and that the Bonds do not now and shall never constitute an indebtedness of the Issuer within the meaning of any constitutional or statutory provision or limitation.

3. We understand that no official statement, prospectus, offering circular or other offering statement containing material information with respect to the Issuer or the Bonds is being issued, that the Bonds are unrated, and that in due diligence, we have made our own inquiry and analysis with respect to the Issuer, the Bonds and the security therefor, and other material factors affecting the security for and payment of the Bonds, and are relying solely on such inquiry and analysis in our purchase of the Bonds.

4. We acknowledge that during the course of the transaction and prior to the sale of the Bonds, we have requested or have had access to information, including financial statements and other financial information, to which a reasonable investor would attach significance in making investment decisions, and we have had the opportunity to ask questions and receive answers from knowledgeable individuals concerning the Issuer, the Bonds and the security therefor, so that as a reasonable investor, we have been able to make our decision to purchase the Bonds. No such information requested by us has been denied to us.

5. Because of our experience in financial and business matters, we feel that we are qualified to make the inquiry and analysis described in paragraph 3 and to understand fully the documents and information described in paragraph 4.

6. We understand that the Internal Revenue Code of 1986, as amended (the "Code"), prescribes satisfaction of several requirements in order that interest on the Bonds be and remain excludable from gross income for federal income tax purposes, some of which apply after issuance of the Bonds, and that noncompliance by the Issuer with certain of such requirements could cause interest on the Bonds to be includable in gross income for federal income tax purposes and thus, subject to federal income taxation retroactively to the date hereof. We also understand that under the Code, interest on obligations, such as the Bonds, which are not "private activity bonds," are not an item of tax preference for purposes of the alternative minimum tax imposed on individuals and corporations by Section 55 of the Code, but that a provision of the Code which is applicable to corporations (as defined for federal income tax purposes), and which would impose an alternative minimum tax on a portion of the excess of adjusted net book income over pre-book alternative minimum taxable income,

could subject part of the interest on the Bonds received by corporations to such corporate alternative minimum tax. Additionally, we understand that there may be certain other federal tax provisions which may be applicable.

7. We understand that the Bonds (a) are not being registered under the Securities Act of 1933, as amended, and are not being registered or otherwise qualified for sale under the "Blue Sky" laws and regulations of any state, (b) will not be listed on any stock or other securities exchange, (c) will carry no rating from any rating service, and (d) may be resold only to purchasers who meet the criteria set forth herein and who, as a condition to such purchase, deliver an executed letter substantially in the form hereof to Jackson & Kelly PLLC, Charleston, West Virginia.

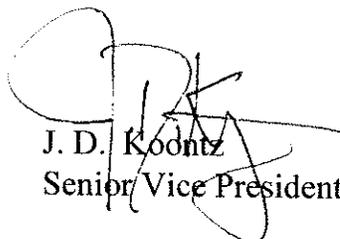
8. We are purchasing the Bonds for investment in our own account and do not intend to divide the Bonds purchased by us nor to resell or otherwise dispose of all or any part of the Bonds purchased by us, except as permitted by law on a basis of full disclosure to any subsequent holder of the Bonds and subject to applicable securities laws and regulations thereunder.

9. The Bonds, the Resolution and the other certificates, opinions and documents delivered in connection with the issuance of the Bonds contain such terms and are in such form that are acceptable to the Purchaser.

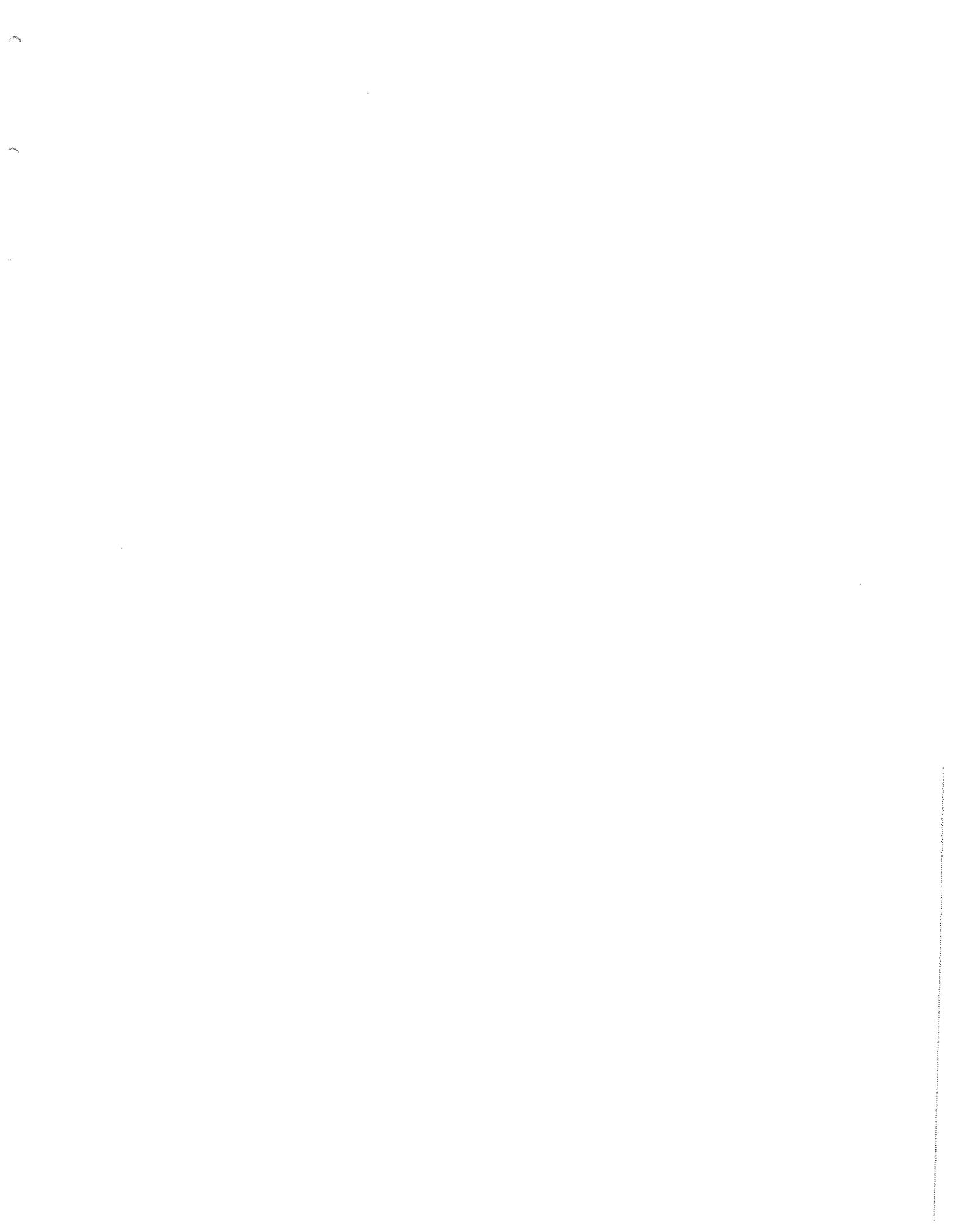
10. We have had the opportunity to consult with and be advised by legal counsel as to the significance of this letter and we have satisfied ourselves that the Bonds are a lawful investment for us under all applicable laws.

Very truly yours,

CAPITAL STATE BANK



J. D. Koontz
Senior Vice President





State of West Virginia
WATER DEVELOPMENT AUTHORITY

180 Association Drive, Charleston, WV 25311-1571
(304) 558-3612 - (304) 558-0299 (Fax)
Internet: www.wvwda.org - Email: contact@wvwda.org

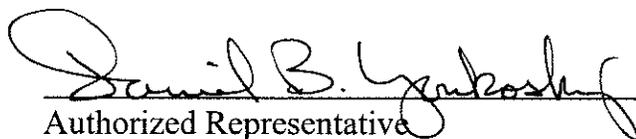
GREEN VALLEY COMMUNITY PUBLIC SERVICE DISTRICT
SEWER REFUNDING REVENUE BONDS, SERIES 2001 A

CERTIFICATE OF REDEMPTION DATE AND PRICE

The undersigned duly authorized representative of the West Virginia Water Development Authority (the "Authority"), the registered owner of the entire outstanding aggregate principal amount of the Sewer Revenue Bonds, Series 1982, dated July 27, 1982 (the "Series 1982 A Bonds"), of Green Valley Community Public Service District (the "Issuer"), hereby certifies that the first permitted redemption date of the Series 1982 A Bonds is October 1, 2001, and the redemption price due on such date is \$891,650, as set forth in the Authority's letter dated June 15, 2001, a copy of which is attached hereto, and hereby also acknowledges that the Issuer will redeem all outstanding Series 1982 A Bonds on October 1, 2001, without providing the Authority with any further notice of such redemption.

WITNESS my signature on this 13th day of September, 2001.

WEST VIRGINIA WATER DEVELOPMENT AUTHORITY


Authorized Representative



**State of West Virginia
WATER DEVELOPMENT AUTHORITY**

**180 Association Drive, Charleston, WV 25311-1571
(304) 558-3612 - (304) 558-0299 (Fax)
Internet: www.wvwda.org - Email: contact@wvwda.org**

June 15, 2001

**VIA CERTIFIED MAIL
RETURN RECEIPT REQUESTED**

Betty Thompson, Chairman
Green Valley Community Public Service District
P.O. Box 8336
So. Charleston, WV 25303

Re: Upcoming Call Date and Prepayment Opportunity
\$835,000 Green Valley Community Public Service District
Sewer Revenue Bonds, Series 1982

Dear Chairman Thompson:

The West Virginia Water Development Authority (the "Authority") is the registered owner of the above-referenced bonds (the "Bonds") issued by Green Valley Community Public Service District. The Bonds were purchased with the proceeds of bonds publicly issued by the Authority (the "WDA Bonds"). The WDA Bonds are subject to the first optional redemption on November 1, 2001, at a premium of 2%.

As you are aware, you may only refund or prepay your Bonds with the Authority's prior written consent. In connection with its optional redemption, the Authority is extending this opportunity to you to prepay your Bonds within the 90 day window for the November 1 call date (August 1, 2001, to September 14, 2001). If you choose to prepay your Bonds, the Authority will use your prepayment to call WDA Bonds on November 1. In order for the Authority to call WDA Bonds on November 1, it is required to provide a redemption notice not more than 45 or less than 30 days prior to the call date (November 1, 2001). To assist in your decision, attached to this letter is your payoff amount which includes your October 1, 2001, principal and interest payment, the redemption payment and the premium of 2%.

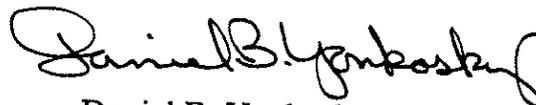
The Authority anticipates refunding the WDA Bonds outstanding after the November 1, 2001, payment and call date. The Authority could currently refund its bonds on or after August 1, 2001; however, the Authority will delay its

current refunding until after November 1, 2001, to give the governmental agencies the opportunity to prepay their bonds if they determine it is in their best interest to do so. Therefore, the Authority will delay its current refunding until after November 1, 2001. If the Authority does a refunding after November 1, 2001, then it plans to pass a portion of the debt service savings back to the governmental agencies who do not prepay their bonds. At this time the Authority cannot determine either the amount of the savings or the method by which the savings will be returned to the governmental agencies. If the Authority does, in fact, refund its bonds after November 1, 2001, your Bonds (if not prepaid by September 14, 2001) will not be prepayable for at least ten years.

If you decide to prepay your bonds, you must provide the Authority with a notice of prepayment; and the funds to prepay the bonds must be deposited at the West Virginia Municipal Bond Commission (the "MBC") no later than September 14, 2001. The Authority anticipates mailing its optional redemption notices on September 17, 2001, and at that time funds sufficient to pay the WDA Bonds being called must be at the MBC. The Authority will only consent to prepayments made on or after August 1, 2001, and on or before September 14, 2001.

Again, the Authority is not recommending that you prepay your Bonds but is merely providing you with the opportunity for a prepayment tied to the November 1, 2001, call date. Please contact me at 558-3612 if you have questions with regard to this letter.

Very truly yours,



Daniel B. Yonkosky
Director

Attachment

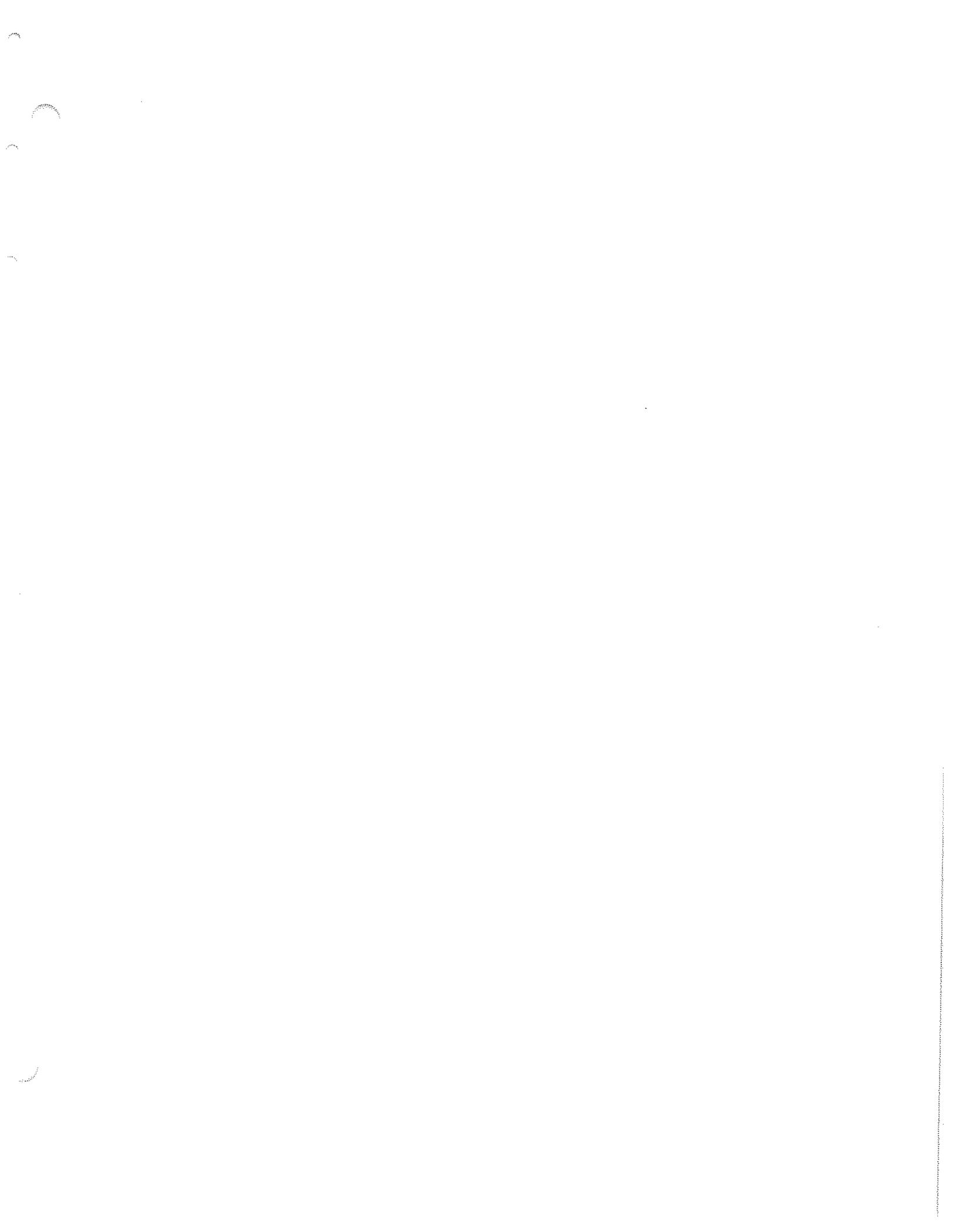
cc: WDA Board Members
R. Witter Hallan, West Virginia Municipal Bond Commission
Philip A. Martone, Bank of New York

Defeasance requirements for local bond issuers participating in the West Virginia Water Development Authority's Loan Program I

Local Issuer: Green Valley Public Service District

Principal amount of Issuer's bonds maturing October 1, 2002 through 2019	\$735,000.00
Additional WDA bond principal allocated to Issuer's bonds	90,000.00
Subtotal (equates to total WDA bond principal allocated to Issuer's bonds)	825,000.00
Optional redemption premium (2% of principal defeased)	16,500.00
Issuer's scheduled principal and interest payment due October 1, 2001	50,150.00
Total cash required to defease Issuer's bonds on October 1, 2001	\$891,650.00

The "Total cash required to defease Issuer's bonds on October 1, 2001" as calculated above should be reduced by any amounts on deposit in revenue and/or reserve funds.



GREEN VALLEY COMMUNITY PUBLIC SERVICE DISTRICT

RESOLUTION

RESOLUTION AUTHORIZING THE RELEASE AND TERMINATION OF THE SERIES 1982 A & B SEWER REVENUE ESCROW ACCOUNT OF GREEN VALLEY COMMUNITY PUBLIC SERVICE DISTRICT HELD BY THE WEST VIRGINIA MUNICIPAL BOND COMMISSION AND AUTHORIZING AND DIRECTING THE COMMISSION TO SELL THE SECURITIES IN SUCH ACCOUNT.

WHEREAS, the Public Service Board (the "Governing Body") of Green Valley Community Public Service District (the "Issuer") has heretofore adopted a Resolution on August 22, 1991 (the "Escrow Resolution"), authorizing the creation of the Series 1982 A & B Sewer Revenue Escrow Account to be held by the West Virginia Municipal Bond Commission (the "Commission") and directing the Commission to purchase United States Government Securities (the "Securities") to fund such account and to pay from such account the debt service of the Issuer's Sewer Revenue Bonds, Series 1982 (the "Series 1982 A Bonds") and Subordinate Sewer Revenue Bonds, Series 1982 (the "Series 1982 B Bonds") when due;

WHEREAS, the Issuer has determined to issue its Sewer Refunding Revenue Bonds, Series 2001 A (the "Series 2001 A Bonds"), for the purposes of paying a portion of the costs of refunding the Series 1982 A Bonds and paying the costs of issuance thereof, all in accordance with Chapter 16, Article 13A of the Code of West Virginia, 1931, as amended (the "Act"); and

WHEREAS, in connection with the refunding of the Series 1982 A Bonds, the Governing Body deems it essential and desirable that this Resolution be adopted to approve the release and termination of the Series 1982 A & B Sewer Revenue Escrow Account and the sale of the Securities held therein.

NOW, THEREFORE, BE IT RESOLVED BY THE GOVERNING BODY OF GREEN VALLEY COMMUNITY PUBLIC SERVICE DISTRICT:

Section 1. The Issuer hereby approves and orders the release and termination of the Series 1982 A & B Sewer Revenue Escrow Account held by the Commission.

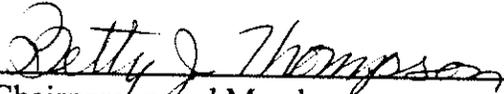
Section 2. The Issuer hereby approves and directs the Commission to sell the Securities in the Series 1982 A & B Sewer Revenue Escrow Account and transfer the sale proceeds as directed by the Issuer in connection with the refunding of the Series 1982 A Bonds.

Section 3. The Chairperson and Secretary are hereby authorized and directed to execute and deliver such other documents and certificates required or desirable in connection with the release and termination of the Series 1982 A & B Sewer Revenue Escrow Account and the sale of the Securities therein.

Section 4. The Escrow Resolution is hereby repealed and the Commission is hereby released from its duties thereunder.

Section 5. This Resolution shall be effective immediately following adoption hereof.

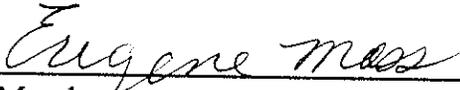
Adopted this 23rd day of August, 2001.



Chairperson and Member



Member



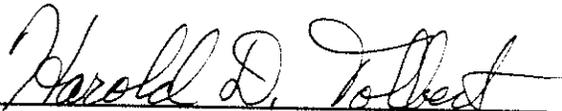
Member

CERTIFICATION

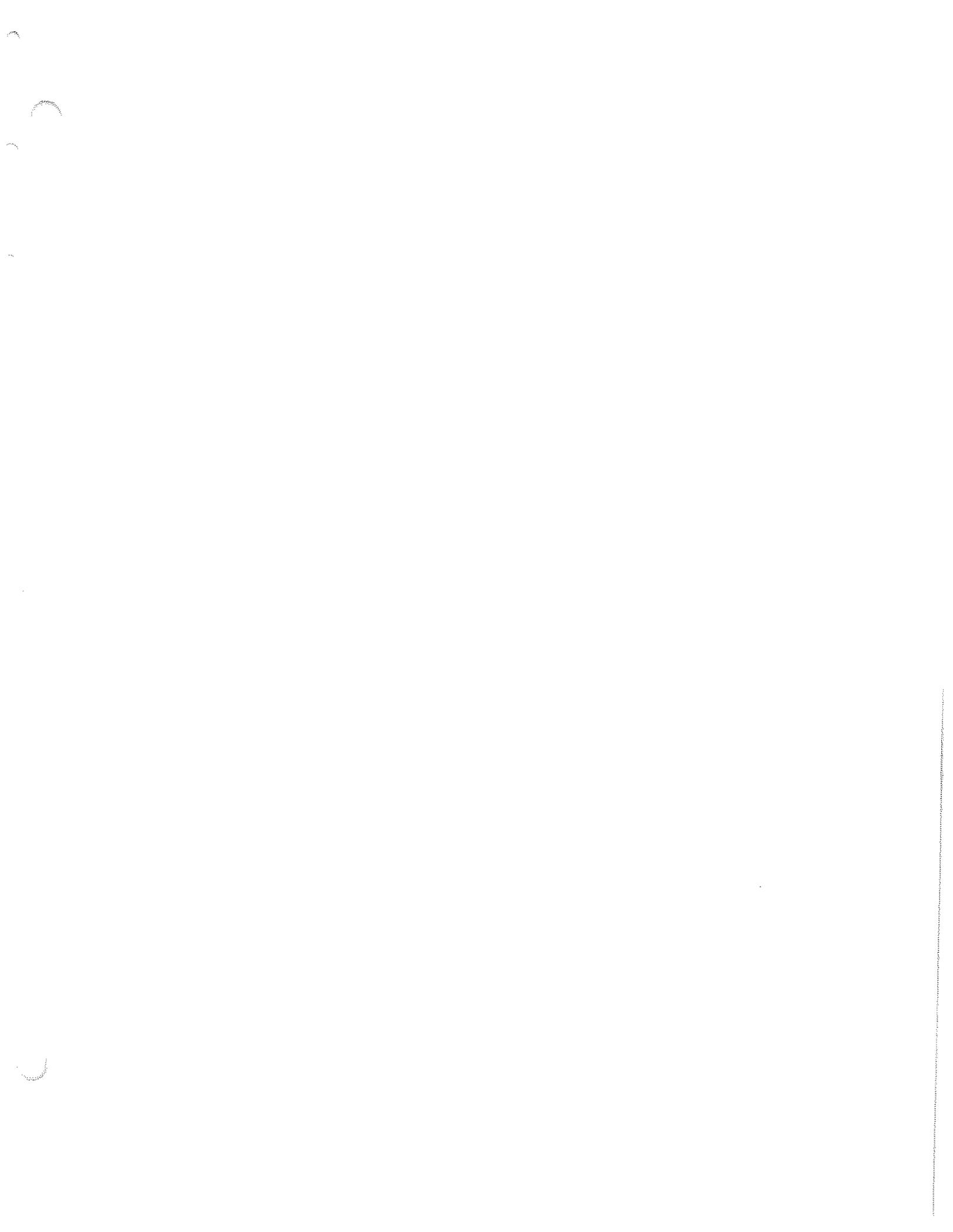
Certified a true copy of a Resolution duly adopted by the Public Service Board of Green Valley Community Public Service District on the 23rd day of August, 2001.

Dated this 13th day of September, 2001.

[SEAL]


Secretary

08/30/01
001487/00304



CLOSING MEMORANDUM

To: Daniel B. Yonkosky
Witter Hallan
J. D. Koontz
David Kirby
Michael Ellis
Samme Gee
Robert Rodecker
James Kelsh
Edward McDevitt

From: Francesca Tan

Date: September 7, 2001

Re: Green Valley Community Public Service District
Sewer Refunding Revenue Bonds, Series 2001 A

1. DISBURSEMENTS TO DISTRICT

Payor: Capital State Bank
Source: Series 2001 A Bonds Proceeds
Amount: \$81,170.02
Date: September 13, 2001
Payee: Green Valley Community Public Service District
Bank: Capital State Bank
Account: Costs of Issuance and Capital Improvement Fund
Purposes: Capital State Bank, Origination Fee (\$4,500)
Jackson & Kelly PLLC, Bond Counsel Fee (\$8,000)
First Union Securities Inc., Financial Advisor Fee (\$10,975)
Robert Rodecker, Issuer's Counsel Fee (\$5,000)
Bowles Rice McDavid Graff & Love, Bank Counsel (\$2,500)
Ellis & Ellis, CPA Fee (\$4,000)
Capital Improvements (\$46,195.02)

2. **DISBURSEMENTS TO MUNICIPAL BOND COMMISSION**

Payor: Capital State Bank
Source: Series 2001 A Bonds Proceeds
Amount: \$368,829.98
Date: September 13, 2001
Form: Wire Transfer
Payee: West Virginia Municipal Bond Commission
Bank: Branch Banking and Trust Company, Charleston, West Virginia
Routing #: 051503394
Account #: 5270517317
Contact: West Virginia State Treasurer for West Virginia Municipal Bond Commission
Account & Purpose: (1) \$325,377.98 into the Series 1984 A Bonds Sinking Fund to prepay Series 1984 A Bonds
(2) \$43,452.00 into the Series 2001 A Bonds Reserve Account to fund such account.

09/06/01
001487/00304

WV MUNICIPAL BOND COMMISSION

Suite 500
8 Capitol Street, Charleston, WV 25301
(304) 558-3971

NEW ISSUE REPORT FORM

Date of Report: 9/13/01

ISSUE: Green Valley Community Public Service District Sewer Refunding Revenue Bonds, Series 2001 A

ADDRESS: P.O. Box 8497, South Charleston, WV 25303 COUNTY: Kanawha

PURPOSE OF ISSUE: New Money
Refunding Refunds issue(s) dated: 7/27/82

ISSUE DATE: 9/13/01 CLOSING DATE: 9/13/01

ISSUE AMOUNT: \$450,0000 RATE: 5.8%

1st DEBT SERVICE DUE: 10/1/2001 1st PRINCIPAL DUE: 10/1/2001

1st DEBT SERVICE AMOUNT: \$3,621 PAYING AGENT: Capital State Bank

BOND COUNSEL: Jackson & Kelly PLLC UNDERWRITERS COUNSEL: _____
Contact Person: Samme L. Gee, Esquire Contact Person: _____
Phone: (304) 340-1318 Phone: _____

CLOSING BANK: Capital State Bank ESCROW TRUSTEE: _____
Contact Person: J.D. Koontz Contact Person: _____
Phone: (304) 746-6059 Phone: _____

KNOWLEDGEABLE ISSUER CONTACT: OTHER: _____
Contact Person: Betty Thompson Contact Person: _____
Position: Chairperson Function: _____
Phone: (304) 768-4140 Phone: _____

DEPOSITS TO MBC AT CLOSE: _____ Accrued Interest: \$ _____
By Wire Capitalized Interest: \$ _____
 Check Reserve Account: \$ 43,452
Other: _____ \$ _____

REFUNDS & TRANSFERS BY MBC AT CLOSE:
By Wire (\$325,377.98) _____ To Escrow Trustee: \$ _____
 Check _____ To Issuer: \$ _____
 IGT (\$566,272.02) _____ To Cons.Invest.Fund \$ _____
_____ To 82 A Sinking Fund \$ 891,650

NOTES: Series 2001 A Bonds Reserve Account only set up with MBC. Debt service payments will be made directly to Capital State Bank.

FOR MUNICIPAL BOND COMMISSION USE ONLY:
Documents Required: _____
Transfers Required: _____