MOUNTAIN TOP PUBLIC SERVICE DISTRICT

WATER REFUNDING REVENUE BONDS, SERIES 2009 A
(BRANCH BANKING AND TRUST COMPANY)

DATE OF CLOSING: JANUARY 13, 2009

BONDS TRANSCRIPT

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MOUNTAIN TOP PUBLIC SERVICE DISTRICT

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MOUNTAIN TOP PUBLIC SERVICE DISTRICT

WATER REFUNDING REVENUE BONDS, SERIES 2009 A

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MOUNTAIN TOP PUBLIC SERVICE DISTRICT

RESOLUTION AUTHORIZING THE REFUNDING OF THE WATER REVENUE BONDS, SERIES 1976 AND WATER REVENUE BONDS, SERIES 1979, OF THE MOUNTAIN TOP PUBLIC SERVICE DISTRICT THROUGH THE ISSUANCE BY THE MOUNTAIN TOP PUBLIC SERVICE DISTRICT OF NOT MORE THAN $270,000 IN AGGREGATE PRINCIPAL AMOUNT OF WATER REFUNDING REVENUE BONDS, SERIES 2009 A; PROVIDING FOR THE RIGHTS AND REMEDIES OF AND SECURITY FOR THE HOLDER 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 BOARD OF MOUNTAIN TOP PUBLIC SERVICE DISTRICT:

ARTICLE I

STATUTORY AUTHORITY, FINDINGS AND DEFINITIONS

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

Section 1.02. Findings. A. It is hereby found, determined and declared that: A Mountain Top Public Service District (the "Issuer") is a public service district and political subdivision of the State of West Virginia in Grant County of said State.

B. The Issuer now owns and operates a public waterworks system. The refunding of the GMAC Bonds, as hereinafter defined, hereby authorized and provided for are public purposes of the Issuer and are ordered for the purpose of meeting and serving public convenience and necessity.

C. The Issuer has heretofore issued its Water Revenue Bonds, Series 1976, dated November 10, 1976, issued in the original aggregate principal amount of $582,000 (the "Series 1976 Bonds") and Water Revenue Bonds, Series 1979, dated July 27, 1980, issued in the

original aggregate principal amount of $97,500 (the "Series 1979 Bonds" and collectively with the Series 1976 Bonds, the "GMAC Bonds").

D. It is in the best interest of the Issuer that the GMAC Bonds be currently refunded in order to allow the Issuer to take advantage of the interest savings.

E. It is deemed necessary for the Issuer to issue its Water Refunding Revenue Bonds, Series 2009 A (the "Series 2009 A Bonds") in the total aggregate principal amount of not more than $270,000 to pay in full the principal of and interest accrued on the GMAC Bonds, to fund the Series 2009 A Bonds Reserve Account, as hereinafter defined, and to pay costs of issuance thereof and related costs.

F. It is in the best interest of the Issuer that the Series 2009 A Bonds be sold to the Purchaser (as hereinafter defined) pursuant to the terms and provisions of the commitment letter of the Purchaser.

G. The Issuer has complied with all requirements of West Virginia law relating to authorization of the refunding of the GMAC Bonds, and the issuance of the Series 2009 A Bonds, or will have so complied prior to issuance of the Series 2009 A Bonds.

H. Upon the refunding of the GMAC Bonds, there are outstanding obligations of the Issuer which will rank on a parity with the Series 2009 A Bonds as to liens, pledge and source of and security for payment, being the Issuer's Water Revenue Bonds, Series 1989 (United States Department of Agriculture), dated August 11, 1989, issued in the original aggregate principal amount of $276,000 (the "Series 1989 Bonds" or the "Prior Bonds").

The Issuer has complied with all requirements of West Virginia law relating to authorization of the Project, and issuance of the Series 2009 A Bonds, including, among other things and without limitation, the approval of the Project and the financing thereof by 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 2009 A Bonds or such final order will not be subject to appeal.

Prior to the issuance of the Series 2009 A Bonds, the Issuer will obtain (i) a certificate of an Independent Certified Public Accountant stating that the coverage and parity tests, if any, of the Prior Bonds are met and (ii) the written consent of the Holders of the Prior Bonds to the issuance of the Series 2009 A Bonds on a parity with the Prior Bonds. Other than the Prior Bonds, there are no Outstanding bonds or obligations of the Issuer which are secured by revenues or assets of the System. The Issuer is in compliance with all covenants of the Prior Bonds and the Prior Resolution.

Section 1.03. Bond Legislation Constitutes Contract. In consideration of the acceptance of the Series 2009 A Bonds by those who shall be the Registered Owner 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 Owner, and the covenants and agreements herein set forth to be performed by the Issuer shall be for the benefit, protection and security of the Registered Owner of the Series 2009 A Bonds, all of which shall be of equal rank and without preference, priority or distinction between any one Bond and any other Bonds, and by reason of priority of issuance or otherwise, except as expressly provided therein and herein.

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

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

"Authorized Officer" means the Chairman of the Issuer or any other officer of the Issuer specifically designated by resolution of the Governing Body.

"Board" or "Governing Body" means the Board of the Issuer or any other governing body of the Issuer that succeeds to the functions of the Board as presently constituted.

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

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

"Bond Registrar" or "Registrar" means the bank or other entity to be designated as such in the Supplemental Resolution and its successors and assigns.

"Bonds" means, collectively, the Series 2009 A Bonds, the Prior Bonds and, where appropriate, any bonds on a parity therewith subsequently authorized to be issued hereunder of by another resolution of the Issuer.

"Closing Date" means the date upon which there is an exchange of the Bonds for all or a portion of the proceeds thereof representing the purchase price of the Bonds by the Purchaser.

"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.

"Depository Bank" means the bank designated as such in the Supplemental Resolution, and its successors and assigns.

"FDIC" means the Federal Deposit Insurance Corporation or 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.

"GMAC Bonds" means collectively, the Series 1976 Bonds and the Series 1979 Bonds.

"GMAC Resolution" means collectively the resolutions of the Issuer authorizing the GMAC Bonds.

"Governing Body" means the 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 the aggregate gross operating and non-operating revenues of the System, determined in accordance with generally accepted accounting principles, after deduction of prompt payment discounts, if any, and reasonable provision for uncollectible accounts.

"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 any security (as said term is defined in Section 165(g)(2)(A) or (B) of the Code), obligation, annuity contract, investment-type property or 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, excluding, however, obligations the interest on which is excluded from gross income, under Section 103 of the Code, for federal income tax purposes other than specified private activity bonds as defined in Section 57(a)(5)(C) of the Code.

"Issuer" means Mountain Top Public Service District, a public service district and political subdivision of the State of West Virginia in Grant County, and, unless the context clearly indicates otherwise, includes the Governing Body of the Issuer.

"Net Proceeds" means the face amount of the Series 2009 A Bonds, plus accrued interest and premium, if any, and less original issue discount, if any. 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 2009 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, fees and expenses of fiscal agents, the Depository Bank, the Registrar and the Paying Agent (all as hereinafter defined), 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 on the

Series 2009 A 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.

"Outstanding" when used with reference to Bonds and as of any particular date, describes all Bonds theretofore and thereupon being authenticated and delivered, except (i) any Bond cancelled by the Bond Registrar at or prior to said date; (ii) any Bond for the payment of which monies, 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 IX hereof; and (iv) for purposes of consents or other action by a specified percentage of Bondholders, and Bonds registered to the Issuer.

"Parity Bonds" means additional Parity Bonds issued under the provisions and within the limitations prescribed by Section 5.04 hereof.

"Paying Agent" means the bank or other entity to be designated as such in the Supplemental Resolution and its successors and assigns.

"Prior Bonds" means the Series 1989 Bonds.

"Prior Resolution" means, collectively, the resolutions authorizing the Prior Bonds.

"Private Business Use" means use directly or indirectly in a trade or business carried on by a natural person, including all persons "related" to such person within the meaning of Section 144(a)(3) of the Code, or in any activity carried on by a person other than a natural person, including all persons "related" to such person within the meaning of Section 144(a)(3) of the Code, excluding, however, use by a state or local governmental unit and use as a member of the general public. All of the foregoing shall be determined in accordance with the Code, including, without limitation, giving due regard to "incidental use," if any, of the proceeds of the issue and/or proceeds used for "qualified improvements," if any.

"Purchaser" means the purchaser or purchasers of the Series 2009 A Bonds directly from the Issuer designated as such in the Supplemental Resolution and its successors and assigns.

"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, fully secured by investments of the types described in paragraphs (a) through (e) above, with 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 Board of Treasury Investments pursuant to Chapter 12, Article 6C 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 or Standard & Poor's Corporation.

"Regulations" means temporary and permanent regulations promulgated under the Code.

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

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

"Series 1976 Bonds" means the Issuer's Water Revenue Bonds, Series 1976, dated November 10, 1976, issued in the original aggregate principal amount of $582,000.

"Series 1979 Bonds" means the Issuer's Water Revenue Bonds, Series 1979, dated July 27, 1980, issued in the original aggregate principal amount of $97,500.

"Series 1989 Bonds" means the Issuer's Water Revenue Bonds, Series 1989 (United States Department of Agriculture), dated August 11, 1989, issued in the original aggregate principal amount of $276,000.

"Series 2009 A Bonds" means the Water Refunding Revenue Bonds, Series 2009 A, authorized hereby to be issued pursuant to this Resolution.

"Series 2009 A Bonds Reserve Account" means the Series 2009 A Bonds Reserve Account created by Section 4.02 hereof.

"Series 2009 A Bonds Reserve Requirement" means the maximum annual debt service on the Series 2009 A Bonds.

"Series 2009 A Bonds Sinking Fund" means the Series 2009 A Bonds Sinking Fund created by Section 4.02 hereof.

"State" means the State of West Virginia.

"Supplemental Resolution" means any resolution or order of the Issuer supplementing or amending this Resolution and, when preceded by the article "the," refers specifically to the Supplemental Resolution authorizing the sale of the Series 2009 A Bonds; provided, that any matter intended by this Resolution to be included in the Supplemental Resolution with respect to the Series 2009 A Bonds and not so included may be included in another Supplemental Resolution.

"System" means the complete public waterworks system of the Issuer, presently existing in its entirety or any integral part thereof, and any further additions, extensions and improvements thereto hereafter constructed or acquired for the System from any sources whatsoever.

"Tap Fees" means the fees, if any, paid by prospective customers of the System in order to connect thereto.

Words importing singular number shall include the plural number in each case and vice versa; words importing persons shall include firms and corporations; and words importing the masculine, feminine or neutral gender shall include any other gender.

ARTICLE II

AUTHORIZATION OF REFUNDING

Section 2.01. Authorization of Refunding. All GMAC Bonds Outstanding as of the date of issuance of the Series 2009 A Bonds and all unpaid interest accrued thereon, if any, are hereby ordered to be refunded and paid in full and the pledge of Net Revenues in favor of the Holders of the GMAC Bonds imposed by the GMAC Resolution, the monies in the funds and accounts created by the GMAC Resolution pledged to payment of the GMAC Bonds, and any other funds pledged by the GMAC Resolution to payment of the GMAC Bonds are hereby ordered terminated, discharged and released upon such payment to the Holders of the GMAC Bonds. Contemporaneously with the payment in full of the GMAC Bonds, the amounts on deposit in the sinking fund, and all other funds and accounts created and maintained on behalf of the GMAC Bonds, shall be released from the lien created by the GMAC Resolution. The portion of the proceeds of the Series 2009 A Bonds hereby authorized to be applied towards the refunding of the GMAC Bonds shall be applied as provided in Article III hereof.

ARTICLE III

AUTHORIZATION, TERMS, EXECUTION, REGISTRATION AND SALE OF BONDS

Section 3.01. Authorization of Bonds. For the purpose of refunding the GMAC Bonds, funding the Series 2009 A Bonds Reserve Account and paying certain costs of issuance and related costs not otherwise provided for, or any all of such purposes, there is hereby authorized to be issued the Water Refunding Revenue Bonds, Series 2009 A, of the Issuer, in the aggregate principal amount of not more than $270,000, and shall have such terms as set forth hereinafter and in the Supplemental Resolution.

Section 3.02. Terms of Bonds. The Series 2009 A Bonds shall be issued in single form; numbered AR-1, and only as a fully registered Bond. The Series 2009 A Bonds shall be dated such date; shall be in such principal amount, not to exceed $270,000; shall bear interest at such rate or rates, not exceeding the then legally permissible limit on such dates; shall mature on such dates and in such amounts; and shall be subject to such repayment or redemption, prepayment penalty all as the Issuer shall prescribe in a Supplemental Resolution. The Series 2009 A Bonds shall be payable as to principal and interest at the office of the Paying Agent in any coin or currency which, on the dates of payment is legal tender for the payment of public or private debts under the laws of the United States of America.

Section 3.03. Execution of Bonds. The Series 2009 A Bonds shall be executed in the name of the Issuer by the Chairman, 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 2009 A Bonds shall cease to be such officer of the Issuer before the Series 2009 A Bonds so signed and sealed have been actually sold and delivered, the Series 2009 A 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. The Series 2009 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 2009 A Bonds shall be valid or obligatory for any purpose or entitled to any security or benefit under this Bond Legislation unless and until the Certificate of Authentication and Registration on such Bond, substantially in the form set forth in Section 3.09 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 2009 A Bond shall be deemed to have been executed by the Bond Registrar if manually signed by an authorized officer of the Bond Registrar.

Section 3.05. Negotiability, Transfer and Registration. Subject to the provisions for transfer of registration set forth below, the Series 2009 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 2009 A Bonds, shall be conclusively deemed to have agreed that such Bond 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 said Bond shall be incontestable in the hands of a bona fide holder for value.

So long as the Series 2009 A Bonds remain outstanding, the Issuer, through the Bond Registrar, shall keep and maintain books for the registration and transfer of the Series 2009 A Bonds.

The registered Series 2009 A 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 the Series 2009 A Bonds or transferring the registered Bonds are exercised, the Bonds shall be delivered in accordance with the provisions of this Bond Legislation. Any Series 2009 A Bond surrendered in any such exchanges or transfers shall forthwith be cancelled by the Bond Registrar. For every such exchange or transfer of the Series 2009 A 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 such 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 person requesting such exchange or transfer, as a condition precedent to the exercise of the privilege of making such transfer. The Bond Registrar shall not be obliged to make any such exchange or transfer of the Series 2009 A Bonds during the 15 days preceding a scheduled payment date on such Bonds or after notice of any prepayment of such Bonds has been given.

Section 3.06. Bonds Mutilated, Destroyed, Stolen or Lost. In case the Series 2009 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 Series 2009 A Bond of like tenor as the Bond 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 Series 2009 A 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 reasonable expenses as the Issuer and the Bond Registrar may incur. The Series 2009 A Bond so surrendered shall be cancelled 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 Series 2009 A 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 2009 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 2009 A Bonds shall ever have the right to compel the exercise of the taxing power of the Issuer, if any, to pay the Series 2009 A Bonds or the interest thereon.

Section 3.08. Bonds Secured by Pledge of Net Revenues; Lien Position with Respect to Prior Bonds. The payment of the debt service of the Series 2009 A Bonds shall be secured forthwith by a lien on the Net Revenues derived from the System, in addition to the statutory mortgage lien on the System hereinafter provided, on a parity with the Prior Bonds. The Net Revenues derived from the System in an amount sufficient to pay the principal of and interest on the Series 2009 A Bonds, and to make the payments as hereinafter provided, are hereby irrevocably pledged to the payment of the principal of and interest on the Series 2009 A Bonds as the same become due.

Section 3.09. Form of Bond. The text of the Series 2009 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]

MOUNTAIN TOP PUBLIC SERVICE DISTRICT
WATER REFUNDING REVENUE BONDS, SERIES 2009 A

No. AR-1 $_____

KNOW ALL MEN BY THESE PRESENTS: That on this the _____ day of _____, 2009, MOUNTAIN TOP PUBLIC SERVICE DISTRICT, a public service district and political subdivision of the State of West Virginia in Grant 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 the order of

BRANCH BANKING AND TRUST COMPANY

or registered assigns (the "Payee"), the principal sum of _____ DOLLARS ($_____), plus interest as follows:

A. Interest on this Bond shall be payable at a rate of ____% per annum (hereinafter sometimes called the "Tax-Exempt Rate"). Interest shall be computed on the basis of a year of 360 days and 30 days in a month.

B. Notwithstanding any other provision herein, in the event the interest on this Bond is declared to be includible in gross income for federal income tax purposes by the Internal Revenue Service ("Determination of Taxability"), interest on this Bond shall be payable at a rate of ____% per annum (hereinafter sometimes called the "Taxable Rate"). Interest at the Taxable Rate shall commence to accrue on the date of Determination of Taxability and such interest rate shall be charged retroactively and prospectively for all periods in which interest paid on this Bond is asserted, declared or determined to be includible in gross income for federal income tax purposes, and shall continue until the entire principal of and interest on this Bond are paid, notwithstanding that the entire principal amount of this Bond may have been paid in full prior to the Determination of Taxability. Any interest being past due on this Bond by reason of such increase shall become immediately due and payable.

C. This Bond shall be payable in ____ installments commencing on the 1st day of _____, 20___ and on the 1st day of each month thereafter, to and including _____, 20____. The monthly installments shall consist of principal and interest as listed on the attached debt service schedule attached hereto as EXHIBIT A.

D. All payments received by the Paying Agent on account of the Bond shall be applied first to payment of interest accrued on the Bond and next to payment of principal of the Bond. If not sooner paid, the entire principal amount of this Bond unpaid on _____, 20___ together with all accrued interest and any other sums due and owing upon this Bond shall be due and payable on such date.

The principal of and interest on this Bond is payable in any coin or currency which on the date of payment thereof is legal tender for the payment of public and private debts under the laws of the United States of America, at the office of the West Virginia Municipal Bond Commission, Charleston, West Virginia (the "Paying Agent").

This Bond is subject to prepayment of the principal balance in whole on a scheduled payment date with a 1.0 % prepayment premium.

This Bond is issued to (i) refund the Issuer's Water Revenue Bonds, Series 1976, dated November 10, 1976, issued in the original aggregate principal amount of $582,000; refund the Issuer's Water Revenue Bonds, Series 1979, dated June 27, 1980, issued in the original aggregate principal amount of $97,500; (iii) funding the Series 2009 A Bonds Reserve Account; and (iv) to pay costs of issuance and related costs. The existing public waterworks facilities of the Issuer, and any further additions, improvements or extensions thereto are herein called the "System." 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 West Virginia Code of 1931, as amended (the "Act"), and a Resolution duly adopted by the Issuer on _____, 2009, and a Supplemental Resolution, duly adopted by the Issuer on _____, 2009 (collectively, the "Bond Legislation"), and is subject to all the terms and conditions thereof.

THE PRINCIPAL OF AND INTEREST ON THIS BOND IS PAYABLE ONLY FROM AND SECURED BY A PLEDGE OF THE NET REVENUES TO BE DERIVED FROM THE OPERATION OF THE SYSTEM, ON A PARITY WITH RESPECT TO LIENS, PLEDGE AND SOURCE OF AND SECURITY FOR PAYMENT WITH THE ISSUER'S WATER REVENUE BONDS, SERIES 1989 (UNITED STATES DEPARTMENT OF AGRICULTURE), DATED AUGUST 11, 1989, ISSUED IN THE ORIGINAL AGGREGATE PRINCIPAL AMOUNT OF $276,000 (THE "SERIES 1989 BONDS" OR THE "PRIOR BONDS").

This Bond does not constitute a corporate indebtedness of the Issuer within the meaning of any constitutional or statutory provisions or limitations, nor shall the Issuer be obligated to pay the same or the interest hereon except from the source set forth above. Under the Bond Legislation, the Issuer has entered into certain covenants with the Payee, for the terms of which reference is made to said Bond Legislation. Remedies provided the Payee 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 Branch Banking and Trust Company, Charleston, West Virginia, as Registrar (the "Registrar") 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 Bond Registrar duly executed by the registered owner or its attorney duly authorized in writing.

Subject to such registration requirements, 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.

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.

IT IS HEREBY CERTIFIED, RECITED AND DECLARED that all acts, conditions and things required to exist, happen and be performed precedent to and in the issuance of this Bond have existed, 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 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.

This Bond shall not be valid or obligatory unless authenticated and registered by the Registrar by the execution of the Registrar's Certificate of Authentication and Registration attached hereto and incorporated herein.

[Remainder of Page Intentionally Blank]

IN WITNESS WHEREOF, the MOUNTAIN TOP PUBLIC SERVICE DISTRICT has caused this Bond to be signed by its Chairman and its corporate seal to be hereunto affixed hereon and attested by its Secretary, and has caused this Bond to be dated the day and year first written above.

MOUNTAIN TOP PUBLIC SERVICE DISTRICT

[SEAL]

By: _____
Its: Chairman

ATTEST:

_____
Secretary

CERTIFICATE OF AUTHENTICATION AND REGISTRATION

This is to certify that this Bond is described in the within-mentioned Bond Legislation and has been duly registered in the name of the registered owner set forth above.

Date: _____, 2009

BRANCH BANKING AND TRUST COMPANY,
as Registrar

By: _____
Its: Authorized Officer

[Form of Assignment]

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

Dated: _____, 20___.

_____

In the presence of:

_____

Section 3.10. Sale of Bonds. The Series 2009 A Bonds shall be sold to the Purchaser contemporaneously with, or as soon as practicable and authorized and permitted by applicable law after, the adoption of the Supplemental Resolution; provided, that the Purchaser and the Issuer shall have agreed to the purchase thereof.

Section 3.11. Disposition of Bond Proceeds. From the monies received from the sale of the Series 2009 A Bonds, the following amounts shall be first deducted and deposited in the order set forth below:

A. From the proceeds of the Series 2009 A Bonds, the Issuer shall forthwith wire from the proceeds of the Series 2009 A Bonds an amount as specified in supplemental resolution which is equal to the amount necessary to pay in full the entire principal of and interest accrued on the GMAC Bonds directly to the Holders of the GMAC Bonds.

B. Next, the Purchaser shall pay to the Municipal Bond Commission an amount as specified in the supplemental resolution which is equal to the amount necessary to fully fund the Series 2009 A Bonds Reserve Account.

C. Next, the Purchaser shall pay the costs of issuance of the Series 2009 A Bonds.

Section 3.12. Designation of Bonds "Qualified Tax-Exempt Obligations." The Issuer hereby designates the Series 2009 A Bonds as "qualified tax-exempt obligations" for the purpose of Section 265(b)(3)(B) of the Code and covenants that the Bond does not constitute private activity bonds as defined in Section 141 of the Code, and that not more than $10,000,000 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, other than 501(c)3 Bonds, as defined in Section 141 of the Code), including the Series 2009 A Bonds, have been or shall be issued by the Issuer, including all subordinate entities of the Issuer, during calendar year 2009.

ARTICLE IV

FUNDS AND ACCOUNTS; SYSTEM REVENUES AND APPLICATION THEREOF

Section 4.01. Establishment of Funds and Accounts with Depository Bank. The following special funds or accounts are hereby created with 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 Prior Resolution and hereby continued);

(2) Reserve Fund (established by Prior Resolution for the Series 1989 Bonds and hereby continued);

(3) Renewal and Replacement Fund (established in Prior Resolution as the Depreciation Reserve and hereby renamed and continued); and

(4) Series 2009 A Bonds Proceeds Fund.

Section 4.02. Establishment of Funds and Accounts with Commission. 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) Series 2009 A Bonds Sinking Fund; and

(2) Series 2009 A Bonds Reserve Account.

Section 4.03. Covenants of the Issuer as to System Revenues and Funds. So long as the Series 2009 A Bonds shall be outstanding and unpaid, or until there shall have been set apart, a sum sufficient to pay, when due or at the earliest practical prepayment date, the entire principal of the Series 2009 A Bonds remaining unpaid, together with interest accrued and to accrue thereon, the Issuer further covenants with the holder of the Series 2009 A Bonds as follows:

A. REVENUE FUND. The entire Gross Revenues derived from the operation of the System, and all parts thereof, and all Tap Fees received, shall be deposited as collected by the Issuer in the Revenue Fund established with the Depository Bank. The Revenue Fund shall constitute a trust fund for the purposes provided herein 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 provided herein.

B. DISPOSITION OF REVENUES. All Revenues at any time on deposit in the Revenue Fund shall be disposed of only in the following order and priority:

(1) The Issuer shall next, each month, pay from the monies in the Revenue Fund all current Operating Expenses.

(2) The Issuer shall first, on the first of each month, transfer from the Revenue Account and simultaneously (i) remit to the National Finance Office the amount required by Prior Resolution to pay interest on the Series 1989 Bonds; and (ii) remit to the Commission the amounts required to pay the interest on the Series 2009 A Bonds.

(3) The Issuer shall next, on the first of each month, transfer from the Revenue Account and simultaneously (i) remit to the National Finance Office the amount required by Prior Resolution to pay principal on the Series 1989 Bonds; and (ii) remit to the Commission the amount required to pay the principal on the Series 2009 A Bonds. All payments with respect to principal of and interest on the Prior Bonds and the Series 2009 A Bonds shall be made on an equal pro rata basis in accordance with the respective aggregate principal amounts thereof outstanding and on a parity with each other.

(4) The Issuer shall next, on the first of each month, transfer from the Revenue Account and simultaneously (i) remit to the Depository Bank the amount required for deposit into the Reserve Fund for the Series 1989 Bonds; and (ii) remit to the Commission for deposit into the Series 2009 A Bonds reserve Account the amount required to have on deposit therein the Series 2009 A Bonds Reserve Requirement; provided that, no further payments shall be made into the Series 2009 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 2009 A Bonds Reserve Requirement.

(5) The Issuer shall next, on the first day of each month, from the monies remaining in the Revenue Fund, transfer to the Renewal and Replacement Fund, a sum equal to 2 ½% 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, 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 monies from the Renewal and Replacement Fund.

(6) After all the foregoing provisions for use of monies in the Revenue Fund have been fully complied with, any monies remaining therein and not permitted to be retained therein may be used to prepay installments of the Prior Bonds and the Series 2009 A Bonds, pro rata, or for any lawful purpose.

Monies in the Series 2009 A Bonds Sinking Fund shall be used only for the purposes of paying principal of and interest on the Series 2009 A Bonds as the same shall become due. Monies in the Series 2009 A Bonds Reserve Account shall be used only for the purpose of paying principal of and interest on the Series 2009 A Bonds as the same shall come due, when other monies in the Sinking Fund are insufficient therefor, and for no other purpose.

All investment earnings on monies in the Series 2009 A Bonds Sinking Fund shall be returned, not less than once each year, by the Commission to the Issuer, and such amounts shall be deposited in the Revenue Fund and applied in full, first to the next ensuing interest payment due on the Series 2009 A Bonds.

Any withdrawals from the Series 2009 A Bonds Reserve Account, which result in a reduction in the balance of such account to below the Reserve Requirement thereof, shall be 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 2009 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 thereof.

The Issuer shall not be required to make any further payments into the Series 2009 A Bonds Sinking Fund, or the Series 2009 A Bonds Reserve Account when the aggregate amount of funds therein are at least equal to the aggregate principal amount of the Series 2009 A Bonds issued pursuant to this Bond Legislation then Outstanding and all interest to accrue until the maturity thereof.

Principal, interest 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 2009 A Bonds, in accordance with the respective principal amounts then Outstanding.

The Commission is hereby designated as the fiscal agent for the administration of the Series 2009 A Bonds Sinking Fund, and the Series 2009 A Bonds Reserve Account created hereunder, and all amounts required for said accounts shall be remitted to the Commission from the Revenue Fund by the Issuer at the times provided herein. All remittances made by the Issuer to the Commission shall clearly identify the fund or account into which each amount is to be deposited. If required by the Authority at anytime, the Issuer shall make the necessary arrangements whereby required payments into said accounts shall be automatically debited from the Revenue Fund and electronically transferred to the Commission on the dates required hereunder.

Monies in the Series 2009 A Bonds Sinking Fund and the Series 2009 A Bonds Reserve Account shall be invested and reinvested by the Commission in accordance with Section 8.01 hereof.

The Series 2009 A Bonds Sinking Fund and the Series 2009 A Bonds Reserve Account shall be used solely and only for, and are hereby pledged for, the purpose of servicing the Series 2009 A Bonds, under the conditions and restrictions set forth herein.

C. CHANGE OF DEPOSITORY BANK. The Issuer may designate another bank or trust company insured by FDIC as Depository Bank if the Depository Bank

should cease for any reason to serve or if the Governing Body determines by resolution that the Depository Bank or its successor should no longer serve as Depository Bank. Upon any such change, the Governing Body will cause notice of the change to be sent by registered or certified mail to the Purchaser.

D. CHARGES AND FEES. The Issuer shall remit from the Revenue Fund to the Depository Bank and the Commission such additional sums as shall be necessary to pay the charges and fees of the Depository Bank or the Commission then due.

E. INVESTMENT OF EXCESS BALANCES. The monies in excess of the sum insured by FDIC in any of such funds or 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 of West Virginia.

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

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

ARTICLE V

GENERAL COVENANTS

Section 5.01. General Statement. So long as the Series 2009 A Bonds shall be outstanding and unpaid, or until there shall have been set apart a sum sufficient to prepay the entire principal of the Series 2009 A Bonds remaining unpaid, together with interest accrued and to accrue thereon to the date of prepayment, the covenants and agreements contained herein shall be and constitute valid and legally binding covenants between the Issuer and the Bondholder.

Section 5.02. Rates. The Issuer will, in the manner provided in the Act, fix and collect such rates, fees or other charges for the services and facilities of the System, and revise the same from time to time whenever necessary, as will always provide Revenues in each Fiscal Year sufficient to produce Net Revenues equal to not less than 110% of the annual debt service on the Series 2009 A Bonds and other Bonds and sufficient to make the payments required herein into all funds and accounts and all the necessary expenses of operating and maintaining the System during such Fiscal Year and such rates, fees and other charges shall not be reduced so as to be insufficient to provide adequate Revenues for such purposes.

Section 5.03. 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. So long as the Series 2009 A Bonds are outstanding, the Issuer shall not sell, mortgage, lease or otherwise dispose of the System or any part thereof, without permission of the Purchaser unless the Series 2009 A Bonds are prepaid in full.

Section 5.04. Issuance of Additional Parity Bonds. So long as the Prior Bonds are outstanding, no additional Parity Bonds or obligations payable out of any of the Revenues of the System shall be issued, except as set forth in the Prior Resolution.

All Parity Bonds issued hereunder shall be on a parity in all respects with the Series 2009 A Bonds.

No such Parity Bonds shall be issued except for the purpose of financing the costs of the construction or acquisition of extensions, improvements or betterments to the System or refunding the Prior Bonds or the Bonds issued pursuant hereto or subsequent Parity Bonds, or any combination of such purposes.

No Parity Bonds shall be issued at any time, 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 expected 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, if any, on the following:

(1) The Bonds Outstanding;

(2) Any Parity Bonds theretofore issued pursuant to the provisions contained in this Bond Legislation 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, 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 the certificate of the Independent Certified Public Accountants.

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, 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 Bond Legislation (except as to details of such Parity Bonds inconsistent herewith) shall be for the equal benefit, protection and security of the Holder of the Series 2009 A 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. 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 the Revenues of the System is subject to the prior and superior liens of the Bonds on such Revenues. The Issuer shall not issue any obligations whatsoever payable from the 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 Bond.

No Parity Bonds shall be issued any time, however, unless all the payments provided for in this Bond Legislation with respect to the 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 5.05. Insurance and Bonds. A. The Issuer hereby covenants and agrees that it will, as an expense of construction, operation and maintenance of the System, procure, carry and maintain, so long as the Series 2009 A Bonds remain outstanding, insurance with a reputable insurance carrier or carriers covering the following risks and in the following amounts:

(i) Fire, Lightning, Vandalism, Malicious Mischief and Extended Coverage Insurance, to be procured upon any portion of the System now in use, on all above-ground structures of the System and mechanical and electrical equipment in place or stored on the site in

an amount equal to the full insurable value thereof. In the event of any damage to or destruction of any portion of the System, the Issuer will promptly arrange for the application of the insurance proceeds for the repair or reconstruction of such damaged or destroyed portion.

(ii) Public Liability Insurance, with limits of not less than $500,000 for one or more persons injured or killed in one accident to protect the Issuer from claims for bodily injury and/or death, and not less than $200,000 to protect the Issuer from claims for damage to property of others which may arise from the operation of the System, such insurance to be procured not later than the date of delivery of the Series 2009 A Bonds.

(iii) Vehicular Public Liability Insurance, in the event the Issuer owns or operates any vehicle in the operation of the System, or in the event that any vehicle not owned by the Issuer is operated at any time or times for the benefit of the Issuer, with limits of not less than $500,000 for one or more persons injured or killed in one accident to protect the Issuer from claims for bodily injury and/or death, and not less than $200,000 to protect the Issuer from claims for damage to property of others which may arise from such operation of vehicles, such insurance to be procured prior to acquisition or commencement of operation of any such vehicle for the Issuer.

(iv) Workers' Compensation Coverage for All Employees of the Issuer Eligible Therefor and Performance and Payment Bonds, such bonds to be in the amounts of 100% of the construction contract, will be required of each prime contractor, and such payment bonds have been or will be filed with the Clerk of the County Commission of said County prior to commencement of construction in compliance with West Virginia Code Section 38-2-39. Workers' compensation coverage shall be maintained as required by the laws of the State of West Virginia.

(v) Flood Insurance to be procured, to the extent available at reasonable cost to the Issuer.

(vi) Fidelity Bonds will be provided as to every member of the Governing Body and as to every officer and employee thereof having custody of the Revenue Fund or of any revenues or other funds of the Issuer in such amount as may be requested by the Purchaser from time to time.

(vii) Provided, however, and in lieu of and notwithstanding the foregoing provisions of this Section, so long as the Series 2009 A Bonds are outstanding, the Issuer will carry insurance and bonds or cause insurance and bonds to be carried for the protection of the Issuer with insurance carriers or bonding companies acceptable to Purchaser.

B. All insurance proceeds awarded to the Issuer that are not applied to the repair or replacement of the subject property damaged or destroyed, shall be applied by the Issuer to prepayment of the Bond, unless otherwise consented to in writing by the Bondholder.

Section 5.06. Statutory Mortgage Lien. For the further protection of the Holder of the Bond, 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 and shall take effect immediately upon the delivery of the Series 2009 A Bonds, on a parity with the Prior Bonds.

Section 5.07. Fiscal Year; Budget. While the Series 2009 A Bonds are outstanding and unpaid and to the extent not now prohibited by law, the System shall be operated

and maintained on a Fiscal Year basis commencing on July 1 of each year and ending on the following June 30, which period shall also constitute the budget year for the operation and maintenance of the System. Not later than 30 days prior to the beginning of each Fiscal Year, the Issuer agrees to adopt the Annual Budget for the ensuing year, and no expenditures for operation and maintenance expenses of the System in excess of the Annual Budget shall be made during such Fiscal Year unless unanimously authorized and directed by the Governing Body. Copies of each Annual Budget shall be delivered to the Purchaser by the beginning of each Fiscal Year.

If for any reason the Issuer shall not have adopted the Annual Budget before the 1st day of any Fiscal Year, it shall adopt a Budget of Current Expenses from month to month until the adoption of the Annual Budget; provided, however, that no such monthly budget shall exceed the budget for the corresponding month in the next year preceding by more than 10%; and provided further, that adoption of a Budget of Current Expenses shall not constitute compliance with the covenant to adopt an Annual Budget unless failure to adopt an Annual Budget be for a reason beyond the control of the Issuer. Each such Budget of Current Expenses shall be mailed immediately to the Purchaser.

Section 5.08. Compensation of Members of Governing Body. The Issuer hereby covenants and agrees that no compensation for policy direction shall be paid to the members of the Governing Body in excess of the amount permitted by the Act. Payment of any compensation to any such member for policy direction shall not be made if such payment would cause the Net Revenues to fall below the amount required to meet all payments provided for herein, nor when there is default in the performance of or compliance with any covenant or provision hereof.

Section 5.09. Books and Records; Audits. 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 the Purchaser shall have the right at all reasonable times to inspect the System and all records, accounts and data of the Issuer relating thereto.

The Issuer shall, at least once a year, cause said books, records and accounts of the System to be properly audited by an independent competent firm of certified public accountants and shall mail a copy of such audit report to the Purchaser within 60 days of completion. The Issuer shall further comply with the Act with respect to such books, records and accounts.

Section 5.10. Maintenance of System. The Issuer covenants that it will continuously operate, in an economical and efficient manner, and maintain the System as a revenue-producing utility as herein provided so long as the Series 2009 A Bonds are outstanding.

Section 5.11. No Competition. To the extent legally allowable, the Issuer will not permit competition with the System within its boundaries or within the territory served by it and will not grant or cause, consent to or allow the granting of any franchise, permit or other authorization for any person, firm, corporation, public or private body, agency or instrumentality whatsoever to provide any of the services supplied by the System within the boundaries of the Issuer or within the territory served by the System.

ARTICLE VI

RATES, ETC.

Section 6.01. Initial Schedule of Rates and Charges; Rules. A. The initial schedule of rates and charges for the services and facilities of the System, subject to change consonant with the provisions hereof, shall be as set forth in the Recommended Decision of the Public Service Commission of West Virginia, entered on February 8, 2006 and Commission Order dated February 24, 2006, Case No. 05-0299-PWD-19A, which Recommended Decision and Commission Order are incorporated herein by reference as a part hereof.

B. There shall not be any discrimination or differential in rates between customers in similar circumstances.

C. All delinquent fees, rates and charges for services or facilities of the System shall be liens on the premises served of equal degree, rank and priority with the lien on such premises of state, county, school and municipal taxes, as provided in the Act. The Issuer shall have all remedies and powers provided under the Act and other applicable provisions of law with regard to the collection and enforcement of such fees, rates and charges.

D. The Issuer will not render or cause to be rendered any free services of any nature by the System nor any of the facilities; and in the event that the Issuer or any department, agency, officer or employee thereof should avail itself or themselves of the services or facilities of the System, the same fees, rates and charges applicable to other customers receiving like services under similar circumstances shall be charged, such charges shall be paid as they accrue, and revenues so received shall be deposited and accounted for in the same manner as other Revenues of the System.

E. The Issuer may require any applicant for any service by the System to deposit a reasonable and equitable amount to insure payment of all charges for the services rendered by the System, which deposit shall be handled and disposed of under the applicable rules and regulations of the Public Service Commission of West Virginia.

F. The Issuer, to the extent permitted by law, will not accept payment of any water bill from a customer served with water and sewer services by the Issuer without payment at the same time of a sewer bill owed by such customer for the same premises.

ARTICLE VII

TAX COVENANTS

Section 7.01. 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 2009 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 2009 A Bonds during the term thereof is, under the terms of the Series 2009 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 2009 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 2009 A Bonds during the term thereof is, under the terms of the Series 2009 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 said 5% of Net Proceeds of the Series 2009 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 2009 A Bonds is 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 the lesser of 5% of the Net Proceeds of the Series 2009 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 2009 A Bonds to be "federally guaranteed" within the meaning of Section 149(b) of the Code.

D. INFORMATION RETURN. The Issuer will file all statements, instruments and returns necessary to assure the tax-exempt status of the Series 2009 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 all actions that may be required of it so that the interest on the Series 2009 A Bonds will be and remain excludable from gross income for federal income tax purposes, and will not take any actions, or fail to take any actions which would adversely affect such exclusion.

Section 7.02. 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 2009 A Bonds which would cause the Series 2009 A Bonds to be an "arbitrage bond" 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 Series 2009 A Bonds) so that the interest on the Series 2009 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 7.03. 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 2009 A Bonds. In addition, the Issuer covenants to comply with all Regulations from time to time in effect and applicable to the Series 2009 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 such Regulations, regardless of whether such actions may be contrary to any of the provisions of this Bond Legislation.

The Issuer shall calculate, annually, the rebatable arbitrage, determined in accordance with Section 148(f) of the Code. The Issuer shall pay, or cause to be paid, to the United States, the rebatable arbitrage in accordance with Section 148(f) of the Code and such Regulations. The Issuer shall remit payments to the United States in the time and at the address prescribed by the Regulations as the same may be in time to time in effect with such reports and statements as may be prescribed by such Regulations. The Issuer and the Depository Bank (at the expense of the Issuer) may provide for the employment of independent attorneys, accountants or consultants compensated on such reasonable basis as the Issuer or the Depository Bank may deem appropriate in order to assure compliance with this Section 7.03. The Issuer shall keep and retain, or cause to be kept and retained, records of the determinations made pursuant to this Section 7.03 in accordance with the requirements of Section 148(f) of the Code and such Regulations.

ARTICLE VIII

DEFAULT AND REMEDIES

Section 8.01. Events of Default. A. Each of the following events shall constitute an "Event of Default" with respect to the Series 2009 A Bonds:

1. If default occurs in the due and punctual payment of the principal of or interest on the Series 2009 A Bonds; or

(A) If default occurs in the Issuer's observance of any of the covenants, agreements or conditions on its part relating to the Series 2009 A Bonds set forth in this Bond Legislation, any supplemental resolution, or in the Series 2009 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 Paying Agent, Depository Bank, any other bank or banking association holding any fund or account hereunder or a Holder of a Series 2009 A Bonds;

(B) 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

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

Section 8.02. Remedies. Upon the happening and continuance of any Event of Default, the Registered Owner of the Series 2009 A Bonds 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 Owner including the right to require the Issuer to perform its duties under the Act and the 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 Series 2009 A 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 Owner of the Series 2009 A Bonds, and (v) by action or bill in equity enjoin any acts in violation of the Bond Legislation with respect to the Series 2009 A Bonds, or the rights of such Registered Owner.

No remedy by the terms of this Resolution conferred upon or reserved to the Bondholders is intended to be exclusive of any other remedy, but each and every such remedy shall be cumulative and shall be in addition to any other remedy given to the Bondholders hereunder or now or hereafter existing at law or by statute. All rights and remedies of the Holders of the Series 2009 A Bonds shall be on a parity with those of the Holders of the Prior Bonds.

ARTICLE IX

DEFEASANCE

Section 9.01. Defeasance. If the Issuer shall pay or cause to be paid, or there shall otherwise be paid, to the respective Holder of the Series 2009 A Bonds, the principal of and interest due or to become due thereon, at the times and in the manner stipulated therein and in this Bond Legislation, then this Bond Legislation and the pledge of Net Revenues and other monies and securities pledged under this Bond Legislation and all covenants, agreements and other obligations of the Issuer to the Registered Owner of the Series 2009 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 2009 A Bonds from gross income for federal income tax purposes.

The payment of the Series 2009 A Bonds with either monies in an amount which shall be sufficient, or securities the principal of and the interest on which, when due, will provide monies which, together with the monies, if any, deposited with the Paying Agent at the same or earlier time, shall be sufficient, to pay as and when due the principal installments of and interest on the Series 2009 A Bonds shall be deemed to have been paid within the meaning and with the effect expressed in the first paragraph of this section. The Series 2009 A Bonds shall, prior to the maturity thereof, be deemed to have been paid within the meaning and with the effect expressed in the first paragraph of this section if there shall have been deposited with the Paying Agent, either monies in an amount which shall be sufficient, or securities the principal of and the interest on which, when due, will provide monies which, together with other monies, if any, deposited with the Paying Agent at the same time, shall be sufficient to pay when due the principal installments of and interest due and to become due on the Series 2009 A Bonds on and prior to the maturity dates thereof. Neither securities nor monies deposited with the Paying Agent pursuant to this section nor principal or interest payments on any such securities shall be withdrawn or used for any purpose other than, and shall be held in trust for, the payment of the principal installments of and interest on the Series 2009 A Bonds; provided, that any cash received from such principal or interest payments on such securities deposited with the Paying Agent, if not then needed for such purpose, shall, to the extent practicable, be reinvested in securities maturing at times and in amounts sufficient to pay when due the principal installments of and interest to become due on the Series 2009 A Bonds on and prior to the maturity dates thereof, and interest earned from such reinvestments shall be paid over to the Issuer as received by the Paying Agent, free and clear of any trust, lien or pledge. For the purpose of this section, securities shall mean and include only Government Obligations.

ARTICLE X

MISCELLANEOUS

Section 10.01. Amendment or Modification of Bond Legislation. This Bond Legislation may not be amended or modified after final passage without the prior written consent of the Registered Owner; provided, however, that this Bond Legislation may be amended without the consent of the Registered Owner as may be necessary to assure the exclusion of interest on the Series 2009 A Bonds from gross income of the Registered Owner for federal income tax purposes.

Section 10.02 Resolution Constitutes Contract. The provisions of the Resolution shall constitute a contract between the Issuer and the Holders of the Bonds, and no change, variation or alteration of any kind of the provisions of the Resolution shall be made in any manner, except as in this Resolution provided.

Section 10.03. 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 2009 A Bonds.

Section 10.04. Table of Contents and Headings. The table of contents and headings 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 10.05. Conflicting Provisions Repealed. All orders, indentures, or resolutions and 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 10.06. 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 Chairman, 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 10.07. Effective Date. This Resolution shall take effect immediately upon adoption.

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Adopted this 20th of January, 2009.

Steve D. Jackson

Chairman

CERTIFICATION

Certified a true copy of a Bond Resolution duly adopted by the Board of the Mountain Top Public Service District on the 20th day of January, 2009.

Date: January 23, 2009.

[SEAL]

Secretary

640480.00001

CH5008722.1

MOUNTAIN TOP PUBLIC SERVICE DISTRICT

Water Refunding Revenue Bonds, Series 2009 A

SUPPLEMENTAL RESOLUTION

SUPPLEMENTAL RESOLUTION PROVIDING AS TO DATE, MATURITY, INTEREST RATE AND OTHER TERMS OF THE WATER REFUNDING REVENUE BONDS, SERIES 2009 A, OF THE MOUNTAIN TOP PUBLIC SERVICE DISTRICT; AUTHORIZING AND APPROVING THE SALE AND DELIVERY OF SUCH BONDS TO THE BRANCH BANKING AND TRUST COMPANY; AND MAKING OTHER PROVISIONS AS TO THE BONDS.

WHEREAS, the Council (the "Governing Body") of the Mountain Top Public Service District (the "Issuer") has duly and officially adopted a resolution on January 20, 2009 (the "Bond Resolution"), entitled:

RESOLUTION AUTHORIZING THE REFUNDING OF THE WATER REVENUE BONDS, SERIES 1976 AND WATER REVENUE BONDS, SERIES 1979 OF THE MOUNTAIN TOP PUBLIC SERVICE DISTRICT THROUGH THE ISSUANCE BY THE MOUNTAIN TOP PUBLIC SERVICE DISTRICT OF NOT MORE THAN $270,000 IN AGGREGATE PRINCIPAL AMOUNT OF WATER REFUNDING REVENUE BONDS, SERIES 2009 A; PROVIDING FOR THE RIGHTS AND REMEDIES OF AND SECURITY FOR THE HOLDER OF SUCH BONDS; AUTHORIZING THE SALE AND PROVIDING FOR THE TERMS AND PROVISIONS OF SUCH BONDS AND ADOPTING OTHER PROVISIONS RELATING THERETO.

WHEREAS, the Bond Resolution provides for the issuance of Water Refunding Revenue Bonds, Series 2009 A, of the Issuer (the "Bonds" or the "Series 2009 A Bonds"), in an aggregate principal amount of not more than $270,000, all in accordance

with Chapter 16, Article 13A of the West Virginia Code of 1931, as amended (the "Act"); and in the Bond Resolution, it is provided that the date, the maturity date, interest rate and other terms of the Bonds should be established by a supplemental resolution pertaining to the Bonds; and that other matters relating to the Bonds be herein provided for;

WHEREAS, the Bonds are proposed to be purchased by the Branch Banking and Trust Company, Charleston, West Virginia (the "Purchaser"), pursuant to the terms of the commitment letter dated January 7, 2009, a copy of which is attached hereto and made a part hereof (the "Commitment Letter"); and

WHEREAS, the Governing Body deems it essential and desirable that this supplemental resolution (the "Supplemental Resolution") be adopted and that the date, the maturity date, the interest rate 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 MOUNTAIN TOP PUBLIC SERVICE DISTRICT:

Section 1. Pursuant to the Bond Resolution and the Act, this Supplemental Resolution is adopted and there is hereby authorized and ordered to be issued the Water Refunding Revenue Bonds, Series 2009 A, of the Issuer, originally represented by a single Bond, numbered AR-1, in the principal amount of $270,000. The Series 2009 A Bonds shall be dated January 23, 2009, shall mature on November 10, 2016 and shall bear interest as follows:

A. Interest on the Bonds shall be payable at a rate of 3.860% per annum (hereinafter sometimes called the "Tax-Exempt Rate"). Interest shall be computed on the basis of a year of 360 days, and 30 days in a month.

B. Notwithstanding any other provision herein, in the event the interest on the Bonds is declared to be includible in gross income for federal income tax purposes by the Internal Revenue Service ("Determination of Taxability"), interest on the Bonds shall be payable at a rate of 5.79% per annum (hereinafter sometimes called the "Taxable Rate"). Interest at the Taxable Rate shall commence to accrue on the date of Determination of Taxability and such interest rate shall be charged retroactively and prospectively for all periods in which interest paid on the Bonds is asserted, declared or determined to be includible in gross income for federal income tax purposes, and shall continue until the entire principal of and interest on the Bonds are paid, notwithstanding that the entire principal amount of the Bonds may have been paid in full prior to the Determination of Taxability. Any interest being past due on the Bonds by reason of such increase shall become immediately due and payable.

C. The Bond shall be payable in 94 monthly installments, commencing February 10, 2009, and continuing on the tenth day of each month thereafter to and including November 10, 2016. The monthly installments shall consist of principal and interest and shall be as listed on the debt service schedule attached hereto as Exhibit A.

D. The Bond shall have a prepayment premium of 1% and may only be prepaid in full on a scheduled payment date.

E. All payments received by the Paying Agent on account of this Bond shall be applied first to payment of interest accrued on the Bond and next to payment of principal of this Bond. If not sooner paid, the entire principal amount of this Bond unpaid on November 10, 2016, together with all accrued interest and any other sums due and owing upon this Bond shall be due and payable on such 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 Bond Resolution.

Section 3. The Issuer does hereby approve the terms of the Commitment Letter dated January 7, 2009.

Section 4. The Bonds shall be sold to the Branch Banking and Trust Company, Charleston, West Virginia, and shall be registered in the name of such bank. The price of the Bonds shall be 100% of par value, there being no interest accrued thereon.

Section 5. The Issuer does hereby appoint and designate the Branch Banking and Trust Company, Charleston, West Virginia, the Registrar for the Bonds.

Section 6. The Issuer does hereby appoint and designate the Municipal Bond Commission (the "Commission") as Paying Agent for the Bonds.

Section 7. The Issuer does hereby appoint and designate Miners & Merchant's Bank, Mout Storm, West Virginia as Depository Bank.

Section 8. A. Series 2009 A Bonds Proceeds in the amount of $213,497.99 shall be deposited with Capmark to net pay the entire outstanding balance of and all accrued interest on the Issuer's Water Revenue Bonds, Series 1976 (the "Series 1976 Bonds") at Closing.

B. Series 2009 A Bonds Proceeds in the amount of $45,450.74 shall be deposited with Capmark to net pay the entire outstanding balance of and all accrued interest on the Issuer's Water Revenue Bonds, Series 1979 (the "Series 1979 Bonds") at Closing.

Section 9. The Issuer will deposit the amount of $40,044 with the Commission to fund the Series 2009 A Bonds Reserve Account.

Section 10. The payment of the Series 1976 Bonds and Series 1979 Bonds with the proceeds of the Series 2009 A Bonds is in the public interest, serves a public purpose of the Issuer and will promote health, welfare and safety of the residents of the Issuer.

Section 11. The Issuer hereby designates the Bonds as "qualified tax-exempt obligations" within the meaning of Section 265(b)(3)(B) of the Internal Revenue Code of 1986, as amended.

Section 12. The Chairman and Secretary are hereby authorized and directed to execute and deliver the Bonds and such other documents and certificates required or desirable in connection with the Bonds hereby and by the Bond Resolution approved and provided for, to the end that the Bonds may be delivered to the Purchaser on or about January 23, 2009.

Section 13. The proceeds of the Series 2009 A Bonds shall be disbursed as shown on the Closing Memorandum attached hereto as Exhibit B.

Section 14. This Supplemental Resolution shall be effective immediately following adoption hereof.

[Remainder of Page Intentionally Blank]

Adopted this 20th day of January, 2009.

MOUNTAIN TOP PUBLIC SERVICE DISTRICT

By: Steve D. Jackson
Its: Chairman

CERTIFICATION

Certified a true copy of a Supplemental Resolution duly adopted by the Council of MOUNTAIN TOP PUBLIC SERVICE DISTRICT on the 20th day of January, 2009.

Date: January 23, 2009

[SEAL]

Secretary

EXHIBIT A

Debt Service Schedule

Mountain Top Public Service District, West Virginia
Refunding Bonds - Series 1976 & 1979

Compound Period ..... : Monthly

Nominal Annual Rate .... : 3.860 %

CASH FLOW DATA

	Event	Date	Amount	Number	Period	End Date
1	Loan	01/23/2009	270,000.00	1		
2	Payment	02/10/2009	3,328.75	94	Monthly	11/10/2016

AMORTIZATION SCHEDULE - Normal Amortization, 360 Day Year

	Date	Payment	Interest	Principal	Balance
Loan	01/23/2009				270,000.00
1	02/10/2009	3,328.75	521.10	2,807.65	267,192.35
2	03/10/2009	3,328.75	859.47	2,469.28	264,723.07
3	04/10/2009	3,328.75	851.53	2,477.22	262,245.85
4	05/10/2009	3,328.75	843.56	2,485.19	259,760.66
5	06/10/2009	3,328.75	835.56	2,493.19	257,267.47
2009 Totals		16,643.75	3,911.22	12,732.53	
6	07/10/2009	3,328.75	827.54	2,501.21	254,766.26
7	08/10/2009	3,328.75	819.50	2,509.25	252,257.01
8	09/10/2009	3,328.75	811.43	2,517.32	249,739.69
9	10/10/2009	3,328.75	803.33	2,525.42	247,214.27
10	11/10/2009	3,328.75	795.21	2,533.54	244,680.73
11	12/10/2009	3,328.75	787.06	2,541.69	242,139.04
12	01/10/2010	3,328.75	778.88	2,549.87	239,589.17
13	02/10/2010	3,328.75	770.68	2,558.07	237,031.10
14	03/10/2010	3,328.75	762.45	2,566.30	234,464.80
15	04/10/2010	3,328.75	754.20	2,574.55	231,890.25
16	05/10/2010	3,328.75	745.91	2,582.84	229,307.41
17	06/10/2010	3,328.75	737.61	2,591.14	226,716.27
2010 Totals		39,945.00	9,393.80	30,551.20	
18	07/10/2010	3,328.75	729.27	2,599.48	224,116.79
19	08/10/2010	3,328.75	720.91	2,607.84	221,508.95
20	09/10/2010	3,328.75	712.52	2,616.23	218,892.72
21	10/10/2010	3,328.75	704.10	2,624.65	216,268.07
22	11/10/2010	3,328.75	695.66	2,633.09	213,634.98
23	12/10/2010	3,328.75	687.19	2,641.56	210,993.42
24	01/10/2011	3,328.75	678.70	2,650.05	208,343.37
25	02/10/2011	3,328.75	670.17	2,658.58	205,684.79
26	03/10/2011	3,328.75	661.62	2,667.13	203,017.66
27	04/10/2011	3,328.75	653.04	2,675.71	200,341.95
28	05/10/2011	3,328.75	644.43	2,684.32	197,657.63
29	06/10/2011	3,328.75	635.80	2,692.95	194,964.68
2011 Totals		39,945.00	8,193.41	31,751.59	

Mountain Top Public Service District, West Virginia
Refunding Bonds - Series 1976 & 1979

	Date	Payment	Interest	Principal	Balance
30	07/10/2011	3,328.75	627.14	2,701.61	192,263.07
31	08/10/2011	3,328.75	618.45	2,710.30	189,552.77
32	09/10/2011	3,328.75	609.73	2,719.02	186,833.75
33	10/10/2011	3,328.75	600.98	2,727.77	184,105.98
34	11/10/2011	3,328.75	592.21	2,736.54	181,369.44
35	12/10/2011	3,328.75	583.41	2,745.34	178,624.10
36	01/10/2012	3,328.75	574.57	2,754.18	175,869.92
37	02/10/2012	3,328.75	565.71	2,763.04	173,106.88
38	03/10/2012	3,328.75	556.83	2,771.92	170,334.96
39	04/10/2012	3,328.75	547.91	2,780.84	167,554.12
40	05/10/2012	3,328.75	538.97	2,789.78	164,764.34
41	06/10/2012	3,328.75	529.99	2,798.76	161,965.58
2012 Totals		39,945.00	6,945.90	32,999.10	
42	07/10/2012	3,328.75	520.99	2,807.76	159,157.82
43	08/10/2012	3,328.75	511.96	2,816.79	156,341.03
44	09/10/2012	3,328.75	502.90	2,825.85	153,515.18
45	10/10/2012	3,328.75	493.81	2,834.94	150,680.24
46	11/10/2012	3,328.75	484.69	2,844.06	147,836.18
47	12/10/2012	3,328.75	475.54	2,853.21	144,982.97
48	01/10/2013	3,328.75	466.36	2,862.39	142,120.58
49	02/10/2013	3,328.75	457.15	2,871.60	139,248.98
50	03/10/2013	3,328.75	447.92	2,880.83	136,368.15
51	04/10/2013	3,328.75	438.65	2,890.10	133,478.05
52	05/10/2013	3,328.75	429.35	2,899.40	130,578.65
53	06/10/2013	3,328.75	420.03	2,908.72	127,669.93
2013 Totals		39,945.00	5,649.35	34,295.65	
54	07/10/2013	3,328.75	410.67	2,918.08	124,751.85
55	08/10/2013	3,328.75	401.29	2,927.46	121,824.39
56	09/10/2013	3,328.75	391.87	2,936.88	118,887.51
57	10/10/2013	3,328.75	382.42	2,946.33	115,941.18
58	11/10/2013	3,328.75	372.94	2,955.81	112,985.37
59	12/10/2013	3,328.75	363.44	2,965.31	110,020.06
60	01/10/2014	3,328.75	353.90	2,974.85	107,045.21
61	02/10/2014	3,328.75	344.33	2,984.42	104,060.79
62	03/10/2014	3,328.75	334.73	2,994.02	101,066.77
63	04/10/2014	3,328.75	325.10	3,003.65	98,063.12
64	05/10/2014	3,328.75	315.44	3,013.31	95,049.81
65	06/10/2014	3,328.75	305.74	3,023.01	92,026.80
2014 Totals		39,945.00	4,301.87	35,643.13	
66	07/10/2014	3,328.75	296.02	3,032.73	88,994.07
67	08/10/2014	3,328.75	286.26	3,042.49	85,951.58
68	09/10/2014	3,328.75	276.48	3,052.27	82,899.31
69	10/10/2014	3,328.75	266.66	3,062.09	79,837.22
70	11/10/2014	3,328.75	256.81	3,071.94	76,765.28
71	12/10/2014	3,328.75	246.93	3,081.82	73,683.46

Mountain Top Public Service District, West Virginia
Refunding Bonds - Series 1976 & 1979

	Date	Payment	Interest	Principal	Balance
72	01/10/2015	3,328.75	237.02	3,091.73	70,591.73
73	02/10/2015	3,328.75	227.07	3,101.68	67,490.05
74	03/10/2015	3,328.75	217.09	3,111.66	64,378.39
75	04/10/2015	3,328.75	207.08	3,121.67	61,256.72
76	05/10/2015	3,328.75	197.04	3,131.71	58,125.01
77	06/10/2015	3,328.75	186.97	3,141.78	54,983.23
2015 Totals		39,945.00	2,901.43	37,043.57	
78	07/10/2015	3,328.75	176.86	3,151.89	51,831.34
79	08/10/2015	3,328.75	166.72	3,162.03	48,669.31
80	09/10/2015	3,328.75	156.55	3,172.20	45,497.11
81	10/10/2015	3,328.75	146.35	3,182.40	42,314.71
82	11/10/2015	3,328.75	136.11	3,192.64	39,122.07
83	12/10/2015	3,328.75	125.84	3,202.91	35,919.16
84	01/10/2016	3,328.75	115.54	3,213.21	32,705.95
85	02/10/2016	3,328.75	105.20	3,223.55	29,482.40
86	03/10/2016	3,328.75	94.84	3,233.91	26,248.49
87	04/10/2016	3,328.75	84.43	3,244.32	23,004.17
88	05/10/2016	3,328.75	74.00	3,254.75	19,749.42
89	06/10/2016	3,328.75	63.53	3,265.22	16,484.20
2016 Totals		39,945.00	1,445.97	38,499.03	
90	07/10/2016	3,328.75	53.02	3,275.73	13,208.47
91	08/10/2016	3,328.75	42.49	3,286.26	9,922.21
92	09/10/2016	3,328.75	31.92	3,296.83	6,625.38
93	10/10/2016	3,328.75	21.31	3,307.44	3,317.94
94	11/10/2016	3,328.75	10.81	3,317.94	0.00
2017 Totals		16,643.75	159.55	16,484.20	
Grand Totals		312,902.50	42,902.50	270,000.00	

CLOSING MEMORANDUM

To: Financing Team

From: John C. Stump, Esquire

Date: January 23, 2009

Re: Mountain Top Public Service District
Water Refunding Revenue Bonds, Series 2009 A

DISBURSEMENTS BY INTERNAL BANK TRANSFER BB&T

1.	Bank fee	$2,950.00

DISBURSEMENTS BY CHECK FROM BB&T

1	Steptoe & Johnson PLLC	$8,006.27
2	Imre Penteck, CPA	$ 95.00

DISBURSEMENTS BY WIRE BY BB&T

1.

Payor:	BB&T
Amount:	$213,497.99
Form:	Wire
Bank	Bank One – Texas, NA
Routing No.	ABA# 111-000-614
Beneficiary:	Capmark Finance, Inc.
Account No:	DDA No. 1825178252
Contact:	Paula Hensley LN: 01-0592601
Purpose:	Pay in full the Series 1976 Bonds

2.

Payor:	BB&T
Amount:	$45,450.74
Form:	Wire
Bank	Bank One – Texas, NA
Routing No.	ABA# 111-000-614
Beneficiary:	Capmark Finance, Inc.
Account No:	DDA No. 1825178252
Contact:	Paula Hensley LN: 01-0592606
Purpose:	Pay in full the Series 1979 Bonds

DISBURSEMENT FROM MOUNTAIN TOP PSD

Amount:	$40,044.00
Form:	Check
Bank	Municipal Bond Commission
Purpose	Fully funding the Series 2009 A Bonds Reserve Account

MOUNTAIN TOP PUBLIC SERVICE DISTRICT

Water Refunding Revenue Bonds, Series 2009 A

CROSS-RECEIPT FOR BOND AND BOND PROCEEDS

On this 23rd day of January, 2009, the undersigned authorized representative of Branch Banking and Trust Company, Charleston, West Virginia (the "Purchaser"), and the undersigned Chairman of the Mountain Top Public Service District (the "Issuer"), hereby certify as follows:

1. On January 23, 2009, at Mt. Storm, West Virginia, the Purchaser received the Mountain Top Public Service District Water Refunding Revenue Bonds, Series 2009 A, No. AR-1 (the "Bonds"), issued as a single Bond in the principal amount of $270,000, dated January 23, 2009. The Bonds represent the entire above-captioned Bond issue.

2. At the time of such receipt, the Bonds had been executed and sealed by the designated officials of the Issuer.

3. The Issuer has received and hereby acknowledges receipt from the Purchaser of the sum of $270,000, being the entire principal amount of the Bonds, there being no interest accrued thereon, of which $213,497.77 was directly wired to Capmark Finance, Inc. to pay the entire principal amount of and interest accrued on the Issuer's Water Bonds, Series 1976 Bonds, $45,450.74 was directly wired to Capmark Finance, Inc. to pay the entire principal amount of and interest accrued on the Issuer's Water Bonds, Series 1979 Bonds, a check in the amount of $40,044 was delivered to the Municipal Bond Commission to fund the Series 2009 A Bonds Reserve Account, and $11,069.27 was disbursed by checks on behalf of the Issuer to pay the costs of issuance and related costs.

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WITNESS our respective signatures dated as of the day and year first written above.

BRANCH BANKING AND TRUST COMPANY

By: Russell L. Albert
Its: Authorized Officer

MOUNTAIN TOP PUBLIC SERVICE DISTRICT

By: Steve D. Jackson
Its: Chairman

640480.00001

CH5002245.1

MOUNTAIN TOP PUBLIC SERVICE DISTRICT

Water Refunding Revenue Bonds, Series 2009 A

DIRECTION TO AUTHENTICATE AND DELIVER BONDS

Branch Banking and Trust Company,
as Registrar
Charleston, West Virginia

Ladies and Gentlemen:

There are delivered to you herewith on this 23rd day of January, 2009:

1. Bond No. AR-1, constituting the entire original issue of the Mountain Top Public Service District Water Refunding Revenue Bonds, Series 2009 A, dated January 23, 2009, in the principal amount of $270,000 (the "Bonds"), executed by the Chairman and the Secretary of the Mountain Top Public Service District (the "Issuer") and bearing the official seal of the Issuer. The Bonds are authorized to be issued under and pursuant to a Bond Resolution enacted by the Issuer on January 20, 2009, and a Supplemental Resolution adopted by the Issuer on January 20, 2009 (collectively, the "Bond Legislation").

2. A copy of the Bond Legislation duly certified by the Secretary.

3. A signed, unqualified approving opinion of nationally recognized bond counsel designated by the Issuer and acceptable to the Purchaser.

You are hereby requested and authorized to authenticate, register and deliver the Bonds to Branch Banking and Trust Company, Charleston, West Virginia, as the Purchaser thereof.

[Remainder of Page Intentionally Blank]

Dated this as of the day and year first written above.

MOUNTAIN TOP PUBLIC SERVICE DISTRICT

By: Steve D. Jackson
Its: Chairman

640480.00001

CH5008726.1

SPECIMEN

MOUNTAIN TOP PUBLIC SERVICE DISTRICT
WATER REFUNDING REVENUE BONDS, SERIES 2009 A

No. AR-1 $270,000

KNOW ALL MEN BY THESE PRESENTS: That on this the 23rd day of January, 2009, MOUNTAIN TOP PUBLIC SERVICE DISTRICT, a public service district and political subdivision of the State of West Virginia in Grant 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 the order of

BRANCH BANKING AND TRUST COMPANY

or registered assigns (the "Payee"), the principal sum of TWO HUNDRED SEVENTY THOUSAND DOLLARS ($270,000), plus interest as follows:

A. Interest on this Bond shall be payable at a rate of 3.860% per annum (hereinafter sometimes called the "Tax-Exempt Rate"). Interest shall be computed on the basis of a year of 360 days and 30 days in a month.

B. Notwithstanding any other provision herein, in the event the interest on this Bond is declared to be includible in gross income for federal income tax purposes by the Internal Revenue Service ("Determination of Taxability"), interest on this Bond shall be payable at a rate of 5.79% per annum (hereinafter sometimes called the "Taxable Rate"). Interest at the Taxable Rate shall commence to accrue on the date of Determination of Taxability and such interest rate shall be charged retroactively and prospectively for all periods in which interest paid on this Bond is asserted, declared or determined to be includible in gross income for federal income tax purposes, and shall continue until the entire principal of and interest on this Bond are paid, notwithstanding that the entire principal amount of this Bond may have been paid in full prior to the Determination of Taxability. Any interest being past due on this Bond by reason of such increase shall become immediately due and payable.

C. This Bond shall be payable in 94 installments commencing on the 10th day of February, 2009 and on the 10th day of each month thereafter, to and including November 10, 2016. The monthly installments shall consist of principal and interest as listed on the attached debt service schedule attached hereto as EXHIBIT A.

D. All payments received by the Paying Agent on account of the Bond shall be applied first to payment of interest accrued on the Bond and next to payment of principal of the Bond. If not sooner paid, the entire principal amount of this Bond unpaid on November 10, 2016 together with all accrued interest and any other sums due and owing upon this Bond shall be due and payable on such date.

The principal of and interest on this Bond is payable in any coin or currency which on the date of payment thereof is legal tender for the payment of public and private debts under the laws of the United States of America, at the office of the West Virginia Municipal Bond Commission, Charleston, West Virginia (the "Paying Agent").

This Bond is subject to prepayment of the principal balance in whole on a scheduled payment date with a 1.0 % prepayment premium.

This Bond is issued to (i) refund the Issuer's Water Revenue Bonds, Series 1976, dated November 10, 1976, issued in the original aggregate principal amount of $582,000; (ii) refund the Issuer's Water Revenue Bonds, Series 1979, dated June 27, 1980, issued in the original aggregate principal amount of $97,500; (iii) funding the Series 2009 A Bonds Reserve Account; and (iv) to pay costs of issuance and related costs. The existing public waterworks facilities of the Issuer, and any further additions, improvements or extensions thereto are herein called the "System." 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 West Virginia Code of 1931, as amended (the "Act"), and a Resolution duly adopted by the Issuer on January 20, 2009, and a Supplemental Resolution, duly adopted by the Issuer on January 20, 2009 (collectively, the "Bond Legislation"), and is subject to all the terms and conditions thereof.

THE PRINCIPAL OF AND INTEREST ON THIS BOND IS PAYABLE ONLY FROM AND SECURED BY A PLEDGE OF THE NET REVENUES TO BE DERIVED FROM THE OPERATION OF THE SYSTEM, ON A PARITY WITH RESPECT TO LIENS, PLEDGE AND SOURCE OF AND SECURITY FOR PAYMENT WITH THE ISSUER'S WATER REVENUE BONDS, SERIES 1989 (UNITED STATES DEPARTMENT OF AGRICULTURE), DATED AUGUST 11, 1989, ISSUED IN THE ORIGINAL AGGREGATE PRINCIPAL AMOUNT OF $276,000 (THE "SERIES 1989 BONDS" OR THE "PRIOR BONDS").

This Bond does not constitute a corporate indebtedness of the Issuer within the meaning of any constitutional or statutory provisions or limitations, nor shall the Issuer be obligated to pay the same or the interest hereon except from the source set forth above. Under the Bond Legislation, the Issuer has entered into certain covenants with the Payee, for the terms of which reference is made to said Bond Legislation. Remedies provided the Payee 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 Branch Banking and Trust Company, Charleston, West Virginia, as Registrar (the "Registrar") 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 Bond Registrar duly executed by the registered owner or its attorney duly authorized in writing.

Subject to such registration requirements, 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.

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.

IT IS HEREBY CERTIFIED, RECITED AND DECLARED that all acts, conditions and things required to exist, happen and be performed precedent to and in the issuance of this Bond have existed, 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 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.

This Bond shall not be valid or obligatory unless authenticated and registered by the Registrar by the execution of the Registrar's Certificate of Authentication and Registration attached hereto and incorporated herein.

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IN WITNESS WHEREOF, the MOUNTAIN TOP PUBLIC SERVICE DISTRICT has caused this Bond to be signed by its Chairman and its corporate seal to be hereunto affixed hereon and attested by its Secretary, and has caused this Bond to be dated the day and year first written above.

MOUNTAIN TOP PUBLIC SERVICE DISTRICT

SPECIMEN

[SEAL]

By: _____
Its: Chairman

ATTEST:

SPECIMEN

_____
Secretary

CERTIFICATE OF AUTHENTICATION AND REGISTRATION

This is to certify that this Bond is described in the within-mentioned Bond Legislation and has been duly registered in the name of the registered owner set forth above.

Date: January 23, 2009

BRANCH BANKING AND TRUST COMPANY,
as Registrar

SPECIMEN

By: _____
Its: Authorized Officer

EXHIBIT A

DEBT SERVICE SCHEDULE

Mountain Top Public Service District, West Virginia
Refunding Bonds - Series 1976 & 1979

Compound Period ..... : Monthly

Nominal Annual Rate .... : 3.860 %

CASH FLOW DATA

Event	Date	Amount	Number	Period	End Date
1 Loan	01/23/2009	270,000.00	1		
2 Payment	02/10/2009	3,328.75	94	Monthly	11/10/2016

AMORTIZATION SCHEDULE - Normal Amortization, 360 Day Year

Date	Payment	Interest	Principal	Balance
Loan 01/23/2009				270,000.00
1 02/10/2009	3,328.75	521.10	2,807.65	267,192.35
2 03/10/2009	3,328.75	859.47	2,469.28	264,723.07
3 04/10/2009	3,328.75	851.53	2,477.22	262,245.85
4 05/10/2009	3,328.75	843.56	2,485.19	259,760.66
5 06/10/2009	3,328.75	835.56	2,493.19	257,267.47
2009 Totals	16,643.75	3,911.22	12,732.53	
6 07/10/2009	3,328.75	827.54	2,501.21	254,766.26
7 08/10/2009	3,328.75	819.50	2,509.25	252,257.01
8 09/10/2009	3,328.75	811.43	2,517.32	249,739.69
9 10/10/2009	3,328.75	803.33	2,525.42	247,214.27
10 11/10/2009	3,328.75	795.21	2,533.54	244,680.73
11 12/10/2009	3,328.75	787.06	2,541.69	242,139.04
12 01/10/2010	3,328.75	778.88	2,549.87	239,589.17
13 02/10/2010	3,328.75	770.68	2,558.07	237,031.10
14 03/10/2010	3,328.75	762.45	2,566.30	234,464.80
15 04/10/2010	3,328.75	754.20	2,574.55	231,890.25
16 05/10/2010	3,328.75	745.91	2,582.84	229,307.41
17 06/10/2010	3,328.75	737.61	2,591.14	226,716.27
2010 Totals	39,945.00	9,393.80	30,551.20	
18 07/10/2010	3,328.75	729.27	2,599.48	224,116.79
19 08/10/2010	3,328.75	720.91	2,607.84	221,508.95
20 09/10/2010	3,328.75	712.52	2,616.23	218,892.72
21 10/10/2010	3,328.75	704.10	2,624.65	216,268.07
22 11/10/2010	3,328.75	695.66	2,633.09	213,634.98
23 12/10/2010	3,328.75	687.19	2,641.56	210,993.42
24 01/10/2011	3,328.75	678.70	2,650.05	208,343.37
25 02/10/2011	3,328.75	670.17	2,658.58	205,684.79
26 03/10/2011	3,328.75	661.62	2,667.13	203,017.66
27 04/10/2011	3,328.75	653.04	2,675.71	200,341.95
28 05/10/2011	3,328.75	644.43	2,684.32	197,657.63
29 06/10/2011	3,328.75	635.80	2,692.95	194,964.68
2011 Totals	39,945.00	8,193.41	31,751.59	

Mountain Top Public Service District, West Virginia
Refunding Bonds - Series 1976 & 1979

	Date	Payment	Interest	Principal	Balance
30	07/10/2011	3,328.75	627.14	2,701.61	192,263.07
31	08/10/2011	3,328.75	618.45	2,710.30	189,552.77
32	09/10/2011	3,328.75	609.73	2,719.02	186,833.75
33	10/10/2011	3,328.75	600.98	2,727.77	184,105.98
34	11/10/2011	3,328.75	592.21	2,736.54	181,369.44
35	12/10/2011	3,328.75	583.41	2,745.34	178,624.10
36	01/10/2012	3,328.75	574.57	2,754.18	175,869.92
37	02/10/2012	3,328.75	565.71	2,763.04	173,106.88
38	03/10/2012	3,328.75	556.83	2,771.92	170,334.96
39	04/10/2012	3,328.75	547.91	2,780.84	167,554.12
40	05/10/2012	3,328.75	538.97	2,789.78	164,764.34
41	06/10/2012	3,328.75	529.99	2,798.76	161,965.58
2012 Totals		39,945.00	6,945.90	32,999.10	
42	07/10/2012	3,328.75	520.99	2,807.76	159,157.82
43	08/10/2012	3,328.75	511.96	2,816.79	156,341.03
44	09/10/2012	3,328.75	502.90	2,825.85	153,515.18
45	10/10/2012	3,328.75	493.81	2,834.94	150,680.24
46	11/10/2012	3,328.75	484.69	2,844.06	147,836.18
47	12/10/2012	3,328.75	475.54	2,853.21	144,982.97
48	01/10/2013	3,328.75	466.36	2,862.39	142,120.58
49	02/10/2013	3,328.75	457.15	2,871.60	139,248.98
50	03/10/2013	3,328.75	447.92	2,880.83	136,368.15
51	04/10/2013	3,328.75	438.65	2,890.10	133,478.05
52	05/10/2013	3,328.75	429.35	2,899.40	130,578.65
53	06/10/2013	3,328.75	420.03	2,908.72	127,669.93
2013 Totals		39,945.00	5,649.35	34,295.65	
54	07/10/2013	3,328.75	410.67	2,918.08	124,751.85
55	08/10/2013	3,328.75	401.29	2,927.46	121,824.39
56	09/10/2013	3,328.75	391.87	2,936.88	118,887.51
57	10/10/2013	3,328.75	382.42	2,946.33	115,941.18
58	11/10/2013	3,328.75	372.94	2,955.81	112,985.37
59	12/10/2013	3,328.75	363.44	2,965.31	110,020.06
60	01/10/2014	3,328.75	353.90	2,974.85	107,045.21
61	02/10/2014	3,328.75	344.33	2,984.42	104,060.79
62	03/10/2014	3,328.75	334.73	2,994.02	101,066.77
63	04/10/2014	3,328.75	325.10	3,003.65	98,063.12
64	05/10/2014	3,328.75	315.44	3,013.31	95,049.81
65	06/10/2014	3,328.75	305.74	3,023.01	92,026.80
2014 Totals		39,945.00	4,301.87	35,643.13	
66	07/10/2014	3,328.75	296.02	3,032.73	88,994.07
67	08/10/2014	3,328.75	286.26	3,042.49	85,951.58
68	09/10/2014	3,328.75	276.48	3,052.27	82,899.31
69	10/10/2014	3,328.75	266.66	3,062.09	79,837.22
70	11/10/2014	3,328.75	256.81	3,071.94	76,765.28
71	12/10/2014	3,328.75	246.93	3,081.82	73,683.46

Mountain Top Public Service District, West Virginia
Refunding Bonds - Series 1976 & 1979

	Date	Payment	Interest	Principal	Balance
72	01/10/2015	3,328.75	237.02	3,091.73	70,591.73
73	02/10/2015	3,328.75	227.07	3,101.68	67,490.05
74	03/10/2015	3,328.75	217.09	3,111.66	64,378.39
75	04/10/2015	3,328.75	207.08	3,121.67	61,256.72
76	05/10/2015	3,328.75	197.04	3,131.71	58,125.01
77	06/10/2015	3,328.75	186.97	3,141.78	54,983.23
2015 Totals		39,945.00	2,901.43	37,043.57	
78	07/10/2015	3,328.75	176.86	3,151.89	51,831.34
79	08/10/2015	3,328.75	166.72	3,162.03	48,669.31
80	09/10/2015	3,328.75	156.55	3,172.20	45,497.11
81	10/10/2015	3,328.75	146.35	3,182.40	42,314.71
82	11/10/2015	3,328.75	136.11	3,192.64	39,122.07
83	12/10/2015	3,328.75	125.84	3,202.91	35,919.16
84	01/10/2016	3,328.75	115.54	3,213.21	32,705.95
85	02/10/2016	3,328.75	105.20	3,223.55	29,482.40
86	03/10/2016	3,328.75	94.84	3,233.91	26,248.49
87	04/10/2016	3,328.75	84.43	3,244.32	23,004.17
88	05/10/2016	3,328.75	74.00	3,254.75	19,749.42
89	06/10/2016	3,328.75	63.53	3,265.22	16,484.20
2016 Totals		39,945.00	1,445.97	38,499.03	
90	07/10/2016	3,328.75	53.02	3,275.73	13,208.47
91	08/10/2016	3,328.75	42.49	3,286.26	9,922.21
92	09/10/2016	3,328.75	31.92	3,296.83	6,625.38
93	10/10/2016	3,328.75	21.31	3,307.44	3,317.94
94	11/10/2016	3,328.75	10.81	3,317.94	0.00
2017 Totals		16,643.75	159.55	16,484.20	
Grand Totals		312,902.50	42,902.50	270,000.00	

(Form of Assignment)

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

Dated: _____, 20___.

_____

In the presence of:

_____

STEPTOE & JOHNSON PLLC
ATTORNEYS AT LAW

Chase Tower, Eighth Floor
P.O. Box 1588
Charleston, WV 25326-1588
(304) 353-8000 (304) 353-8180 Fax
www.steptoe-johnson.com

Writer's Contact Information

January 23, 2009

Mountain Top Public Service District
Water Refunding Revenue Bonds, Series 2009 A

Mountain Top Public Service District
Mount Storm, West Virginia

Branch Banking and Trust Company
Charleston, West Virginia

Ladies and Gentlemen:

We have served as bond counsel in connection with the issuance by the Mountain Top Public Service District (the "Issuer") of its $270,000 Water Refunding Revenue Bonds, Series 2009 A (the "Bonds"), dated the date hereof.

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 West Virginia Code of 1931, as amended (the "Act"), and a Bond Resolution duly enacted by the Issuer on January 20, 2009, as supplemented by a Supplemental Resolution duly adopted by the Issuer on January 20, 2009 (collectively, the "Bond Legislation"), and are subject to all the terms and conditions of the Bond Legislation. All capitalized terms used herein and not otherwise defined herein shall have the same meanings set forth in the Bond Legislation when used herein.

The Bonds are originally issued in the form of one bond, numbered AR-1, in fully registered form and bear interest on the principal amount thereof at the rate of 3.860% per annum, payable in monthly installments of principal and interest as set forth therein.

The Bonds are subject to a 1% prepayment premium.

The Bonds are issued for the purposes of (i) refunding the Issuer's Water Revenue Bonds, Series 1976, dated November 10, 1976, issued in the original aggregate principal amount of $582,000 (the "Series 1976 Bonds"); (ii) refunding the Issuer's Water Revenue Bonds, Series 1979, dated June 27, 1980, issued in the original aggregate principal amount of $97,500 (the "Series 1979

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Bonds"); (iii) funding the Series 2009 A Bonds Reserve Account; and (iv) paying costs of issuance and related costs thereof.

The Bonds have been sold to Branch Banking and Trust Company, Charleston, West Virginia (the "Purchaser"), pursuant to a commitment letter dated January 7, 2009.

We have examined the law and such certified proceedings and other papers as we deem necessary to render this opinion. As to questions of fact material to our opinion, we have relied upon representations of the Issuer contained in the Bond Legislation and in the certified proceedings and other certifications of certain public officials furnished to us without undertaking to verify the same by independent investigation.

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 assuming compliance with the covenants of the Issuer set forth in the Bond Legislation and in certain certificates delivered in connection with the issuance of the Bonds, we are of the opinion, under existing law, that:

1. The Issuer is a duly created and validly existing municipal corporation under and pursuant to the laws of the State of West Virginia, with full power and authority to enact the Bond Legislation and to issue and sell the Bonds, all under the provisions of the Act and other applicable provisions of law.

2. The Bond Legislation has been duly adopted and enacted by the Issuer, is in full force and effect as of the date hereof and constitutes a valid and binding obligation of the Issuer enforceable in accordance with its terms.

3. The Bonds have been duly authorized, issued, executed and delivered by the Issuer to the Purchaser and are valid, legally enforceable and binding special obligations of the Issuer, payable only from and secured by a lien on the Net Revenues of the System, on a parity with the Issuer's Water Revenue Bonds, Series 1989 (United States Department of Agriculture), dated August 11, 1989, issued in the original aggregate principal amount of $276,000 with respect to liens, pledge and source of and security for payment.

4. 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 Section 103 of

the Internal Revenue Code of 1986, as amended and the regulations promulgated thereunder (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 Bond Legislation, and in certain certificates delivered in connection with the issuance of the Bonds. 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 paragraphs 6 and 7.

5. Under the Act, the Bonds are exempt from all taxation by the State of West Virginia or any county, municipality, political subdivision or agency thereof and the interest on the Bonds is exempt from personal and corporate income taxes imposed directly thereon by the State of West Virginia.

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 2009. Therefore, the Bonds are "qualified tax-exempt obligations" within the meaning of Section 265(b)(3)(B) of the Code.

7. The Series 1976 Bonds and Series 1979 Bonds have been paid within the meaning and with the effect expressed in the resolutions authorizing the issuance of the Series 1976 Bonds and Series 1979 Bonds, and the covenants, agreements and other obligations of the Issuer to the holders and owners of the Series 1976 Bonds and Series 1979 Bonds have been satisfied and discharged. In rendering the opinion set forth in this paragraph, we have relied upon the Receipt and Release of Capmark Finance, Inc. to the sufficiency of the monies on deposit to provide for the payment of the principal of, interest on, and premium, if any, of the Series 1976 Bonds and the Series 1979 Bonds.

It is to be understood that the rights of the holders of the Bonds and the enforceability of liens, pledges, rights or remedies with respect to the Bonds and the Bond Legislation may be subject to and limited by any applicable bankruptcy, reorganization, insolvency, moratorium or other similar laws heretofore or hereafter enacted affecting creditors' rights or remedies generally, and that their enforcement may also be subject to the exercise of judicial discretion in appropriate cases.

We have examined the executed and authenticated Bond No. AR-1 of said issue, and in our opinion, said Bond is in proper form and has been duly executed and authenticated.

Very truly yours,

STEPTOE & JOHNSON PLLC

640480.00001

STEPTOE & JOHNSON PLLC
ATTORNEYS AT LAW

Chase Tower, Eighth Floor
P.O. Box 1588
Charleston, WV 25326-1588
(304) 353-8000 (304) 353-8180 Fax
www.steptoe-johnson.com

Writer's Contact Information

January 23, 2009

Mountain Top Public Service District
Water Refunding Revenue Bonds, Series 2009 A

Mountain Top Public Service District
Mount Storm, West Virginia

Branch Banking and Trust Company
Charleston, West Virginia

Steptoe & Johnson PLLC
Charleston, West Virginia

Ladies and Gentlemen:

We are counsel to the Mountain Top Public Service District, in Grant County, West Virginia (the "Issuer"), in connection with the issuance and sale of the above-captioned bonds (the "Bonds"). As such counsel, we have reviewed copies of the approving opinion of Steptoe & Johnson PLLC, as bond counsel, the commitment letter dated January 7, 2009, from Branch Banking and Trust Company, Charleston, West Virginia (the "Purchaser"), the Bonds Resolution of the Issuer duly enacted January 20, 2009, as supplemented by the Supplemental Resolution of the Issuer duly adopted January 20, 2009 (collectively, the "Resolution"), and other documents relating to the Bonds. All capitalized terms used herein and not otherwise defined herein shall have the same meanings set forth in the Resolution when used herein.

We are of the opinion that:

1. The Issuer has been duly created and is validly existing as a public service district and political subdivision of the State of West Virginia.

2. The Chairman, Secretary, and members of the Board of the Issuer have been duly, lawfully and properly elected or appointed, as applicable, have taken the requisite oaths, and are authorized to act in their respective capacities on behalf of the Issuer.

3. The Resolution has been duly adopted and enacted by the Issuer, is in full force and effect as of the date hereof and constitutes a valid and binding obligation of the Issuer enforceable in accordance with its terms.

Clarksburg, WV • Charleston, WV • Morgantown, WV • Martinsburg, WV • Wheeling, WV
Huntington, WV • Columbus, OH

TERRALEX

4. The execution and delivery of the Bonds and the consummation of the transactions contemplated by the Bonds 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 ordinance, order, 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.

5. It is to be understood that the rights of the holders of the Bonds and the enforceability of liens, pledges, rights or remedies with respect to the Bonds and the Resolution are subject to any applicable bankruptcy, reorganization, insolvency, moratorium or other similar laws heretofore or hereafter enacted affecting creditors' rights or remedies generally, and that their enforcement may also be subject to the exercise of judicial discretion in appropriate cases.

6. The Issuer has received all permits, licenses, approvals, consents, exemptions, orders, certificates and authorizations required by law for the operation of the System.

7. To the best of our 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 Bonds and the Resolution, the operation of the System, the validity of the Bonds or pledge of the funds set forth in the Resolution.

Very truly yours,

STEPTOE & JOHNSON PLLC

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MOUNTAIN TOP PUBLIC SERVICE DISTRICT

Water Refunding Revenue Bonds, Series 2009 A

GENERAL CERTIFICATE OF THE MOUNTAIN TOP PUBLIC SERVICE DISTRICT ON:

1. TERMS
2. NO LITIGATION
3. GOVERNMENTAL APPROVALS
4. SALE, DELIVERY AND PAYMENT OF BONDS; SIGNATURES
5. CERTIFICATION OF DOCUMENTS
6. INCUMBENCY AND OFFICIAL NAME, ETC
7. NO ADVERSE FINANCIAL CHANGE; INDEBTEDNESS
8. DESIGNATION OF REGISTRAR, DEPOSITORY BANK AND PAYING AGENT
9. SPECIMEN BOND
10. CONFLICT OF INTEREST
11. RATES

We, the undersigned CHAIRMAN and SECRETARY of the Mountain Top Public Service District (the "Issuer"), hereby certify this 23rd day of January, 2009 in connection with the Water Refunding Revenue Bonds, Series 2009 A (the "Bonds"), dated the date hereof, as follows:

1. TERMS: All capitalized words and terms used in this General Certificate and not otherwise defined herein shall have the same meanings set forth in the Bonds Resolution of the Issuer duly enacted on January 20, 2009, as supplemented by a Supplemental Resolution duly adopted on January 20, 2009 (collectively, the "Bond Legislation").

2. NO LITIGATION: No controversy or litigation of any nature is now pending or threatened, restraining, enjoining, or affecting in any manner the issuance, sale and delivery of the Bonds, nor in any way questioning the proceedings and authority by which the Issuer authorized the issuance and sale of the Bonds nor in any manner affecting the validity or enforceability of the Bonds or the Bond Legislation; nor in any manner questioning the valid existence of the Issuer or the authority or titles of the Chairman, Secretary, members of the Council of the Issuer or members of the Municipal Utility Commission to their respective offices; nor in any manner questioning any proceeding, procedure, action or thing followed, taken or done in connection with the Bonds.

3. GOVERNMENTAL APPROVALS: All applicable and necessary approvals, permits, licenses, orders, exemptions, consents, authorizations, registrations and certificates required by

law for the issuance of the Bonds and the operation of the System have been duly and timely obtained and remain in full force and effect.

The Issuer has received the Commission Order of the Public Service Commission of West Virginia entered on January 13, 2009, in Case No. 08-1896-PWD-PC, approving the financing for the refunding of the GMAC Bonds. The time for appeal of the Commission Order has expired prior to the date hereof.

4. SALE, DELIVERY AND PAYMENT OF BONDS; SIGNATURES: On the date hereof, the Bonds were sold and delivered to Branch Banking and Trust Company, Charleston, West Virginia (the "Purchaser"), pursuant to a commitment letter dated January 7, 2009, at the price of $270,000 (100% of par value), there being no interest accrued thereon. On the date hereof, the Bonds were duly signed by the manual signature of the Chairman, and the official seal of the Issuer, which seal is impressed upon this Certificate, was impressed or imprinted thereon and attested by the manual signature of the Secretary, and the Registrar did officially authenticate, register and deliver the Bonds to the Purchaser. At the time of delivery of the Bonds, the Issuer received $270,000 from the Purchaser being the principal amount of the Bonds, of which $213,497.99 was directly wired to Capmark Finance, Inc. to pay the entire principal amount of and interest accrued on the Issuer's Water Revenue Bonds, Series 1976, $45,450.74 was directly wired to Capmark Finance, Inc. to pay the entire principal amount of and interest accrued on the Issuer's Water Revenue Bonds, Series 1979, and $40,044.00 was deposited by check to the Municipal Bond Commission to fund the Series 2009 A Reserve Account.

5. CERTIFICATION OF COPIES OF DOCUMENTS: The copies of the below-listed documents hereto attached or delivered herewith or heretofore delivered are true, correct and complete copies of the originals of the documents of which they purport to be copies, and such original documents are in full force and effect and have not been repealed, rescinded, amended, supplemented or changed in any way unless modification appears from later documents also listed below:

Bond Resolution

1989 Bond Resolution

Consent of RUS to Issuance of Parity Bonds

Public Service Commission Order

Bank Commitment Letter

County Commission Orders Regarding Creation of the District

County Commission Orders of Appointment of Current Boardmembers

Oaths of Office of Current Boardmembers

Rules of Procedure

Minutes of Current Year Organizational Meeting

6. INCUMBENCY AND OFFICIAL NAME, ETC.: The proper corporate title of the Issuer is "Mountain Top Public Service District" and its principal office and place of business are in Grant County, West Virginia. The Issuer is a public service district and public corporation and political subdivision of the State of West Virginia. The governing body of the Issuer is its Public Service Board consisting of three duly appointed, qualified and acting members, whose names and dates of commencement and termination of current terms of office are as follows:

Name	Date of Commencement of Office	Date of Termination of Office
Douglas Lyons	12/19/2006	12/19/2012
Steve D. Jackson	01/01/2003	01/01/2009
Wilbur Keefer	05/10/2005	05/10/2011

The names of the duly elected, appointed, qualified and acting officers of said Public Service Board of said Issuer for the calendar year 2009 are as follows:

Chairman	-	Steve D. Jackson
Secretary	-	Douglas Lyons
Treasurer	-	Wilbur Keefer

The duly appointed and acting Attorney for the Issuer is Nelson Michael, Esquire, Keyser, West Virginia.

7. NO ADVERSE FINANCIAL CHANGE; INDEBTEDNESS: There has been no adverse change in the financial condition of the Issuer since the Purchaser offered to purchase the Bonds. The Bonds shall be payable only from and secured by a lien on the Net Revenues of the System (as defined in the Bond Legislation), on a parity with the Issuer's Prior Bonds (as hereinafter defined). The Issuer has the following outstanding bonds which are secured by the revenues of the System: Water Revenue Bonds, Series 1989 (United States Department of Agriculture), dated August 11, 1989, issued in the original aggregate principal amount of $276,000 (the "Series 1989 Bonds" or the "Prior Bonds"). The Series 2009 A Bonds shall be payable with respect to liens, pledge and source of and security for payment from the Net Revenues of the System on a parity with the Prior Bonds.

The Issuer is current on all Prior Bonds' payments and is in compliance with all covenants and requirements of the Prior Resolution.

8. DESIGNATION OF REGISTRAR, DEPOSITORY BANK AND PAYING AGENT: The Issuer hereby confirms the appointment of Branch Banking and Trust Company, Charleston, West Virginia, as Registrar, the West Virginia Municipal Bond Commission as Paying Agent and Miners and Merchants Bank as the Depository Bank.

9. SPECIMEN BOND: Delivered concurrently herewith is a true and accurate specimen of the Bond.

10. CONFLICT 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 in the sale of any land, materials, supplies or services to the Issuer or to any contractor supplying the Issuer, relating to the Bonds and/or the Bond Legislation, including, without limitation, with respect to the Depository Bank. 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.

11. RATES: The Issuer has received the Recommended Decision of the Public Service Commission of West Virginia entered on February 8, 2006 and Commission Order dated February 24, 2006, in Case No. 05-0299-PWD-19A, approving the rates and charges. The time for appeal has expired prior to the date hereof.

[Remainder of Page Intentionally Blank]

WITNESS our signatures and the official corporate seal of the MOUNTAIN TOP PUBLIC SERVICE DISTRICT on the day and year first written above.

[CORPORATE SEAL]

Signature	Official Title
Steve D. Jackson	Chairman
	Secretary

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CH5008729.1

Imre David Pentek, CPA

P.O. Box 1390 Lewisburg, WV 24901 (304) 647-3949
Fax: (304) 647-3498 E-Mail: imre@writeme.com

January 23, 2009

Mountain Top Public Service District
Water Refunding Revenue Bonds, Series 2009 A
(Branch Banking and Trust Company)

Mountain Top Public Service District
Mt. Storm, West Virginia

West Virginia Water Development Authority
Charleston, West Virginia

West Virginia Infrastructure & Jobs Development Council
Charleston, West Virginia

Ladies and Gentlemen:

Based upon the rates and charges set forth in the Recommended Decision of the Public Service Commission of West Virginia entered February 8, 2006 and Commission Order dated February 26, 2006 in Case No. 05-0299-PWD-19A and the current operation and maintenance expenses and customer usage as furnished to us by Mountain Top Public Service District (the "Issuer"), it is our opinion that such rates and charges will be sufficient to provide revenues which, together with other revenues of the waterworks system (the "System") of the Issuer, will pay all repair, operation and maintenance expenses of the System and leave a balance each year equal to at least 115% of the maximum amount required in any year for debt service on the Issuer's Water Refunding Revenue Bonds, Series 2009 A (the "Bonds"), to be issued to the Branch Banking and Trust Company on the date hereof in the original aggregate principal amount of $270,000, and all other obligations secured by a lien on or payable from the revenues of the System, on a parity with the Bonds, including the Issuer's Water Revenue Bonds, Series 1989 (United States Department of Agriculture), dated August 11, 1989, issued in the original aggregate principal amount of $276,000 (the "Prior Bonds").

It is further my opinion that the Net Revenues for the Fiscal Year following the year in which the Series 2009 A Bonds are issued will be at least 120% of the average annual debt service on the Prior Bonds and the Series 2009 A Bonds.

Very truly yours,

Imre D. Pentek

CPA℠
America Counts on CPAs

MOUNTAIN TOP PUBLIC SERVICE DISTRICT

Water Refunding Revenue Bonds, Series 2009 A

CERTIFICATE AS TO ARBITRAGE

On this 23rd day of January, 2009, the undersigned Chairman of the Mountain Top Public Service District, Grant County, West Virginia (the "Issuer"), being the official of the Issuer charged with the responsibility for issuing the above-referenced bonds (the "Bonds") of the Issuer, and acting for the Issuer and in its name, hereby certifies as follows with regard to the Bonds and use of the proceeds thereof, all capitalized terms used herein and not otherwise defined herein to have the same meanings set forth in the Bonds Resolution duly enacted by the Issuer on January 20, 2009, as supplemented by a Supplemental Resolution duly adopted by the Issuer on January 20, 2009 (collectively, the "Bond Legislation"):

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 any predecessor thereto (collectively, the "Code"). I am the officer 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.

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 obligations 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 January 23, 2009, the date on which the Bonds are to be physically delivered in exchange for more than a de minimus amount of the principal 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 Legislation pursuant to which the Bonds are issued, the Issuer has covenanted to 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. 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 Section 148 of the Code. The Issuer, in the Bond Legislation, has further covenanted that it will take all actions that may be required of it 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.

6. The Bonds were sold on January 23, 2009, to Branch Banking and Trust Company, Charleston, West Virginia (the "Purchaser"), for a purchase price of $270,000, being the par value thereof, there being no interest accrued thereon.

7. The principal of the Bonds in the amount of $270,000 will be paid to the Issuer on the Closing Date, for the purposes of (i) refunding the Issuer's Water Revenue Bonds, Series 1976 (the "Series 1976 Bonds"); (ii) refund the Issuer's Water Revenue Bonds, Series 1979 (the "Series 1979 Bonds" and collectively with the Series 1976 Bonds, the "GMAC Bonds"); (iii) funding the Series 2009 A Bonds Reserve Account; and (iv) paying costs of issuance and related costs thereof. None of such monies will be deposited in a reserve or replacement fund, and all of such monies are necessary for such purpose.

8. All proceeds from the sale of the Bonds, together with any investment earnings thereon, if any, will be expended for payment of such refunding the Series 1976 Bonds and Series 1979 Bonds and costs of issuance of the Bonds on or before January 23, 2009.

9. Sources and uses of the proceeds of the Bonds are as follows:

SOURCES	
Gross Proceeds of the Bonds	$270,000.00
Series 1976 Bonds Reserve Account	$34,296.00
Series 1979 Bonds Reserve Account	$5,748.00
Total Sources	$310,044.00
USES	
Refunding Series 1976 Bonds	$213,479.99
Refunding Series 1979 Bonds	$45,450.74
Fund Series 2009 A Bonds Reserve Account	$40,044.00
Costs of Issuance	$11,069.27
Total Uses	$310,044.00

The costs of refunding the GMAC Bonds, funding the Series 2009 A Bonds Reserve Account and the costs of issuance of the Bonds is estimated to be at least equal to the gross proceeds of the Bonds. Except for the proceeds of the Bonds, no other funds of the Issuer will be available to meet such costs, which would constitute "replacement proceeds" within the meaning of Treas. Reg. § 1.148-1(c), inasmuch as (i) the Issuer does not reasonably expect that the term of the Bonds is longer than is reasonably necessary for the governmental purposes of the Issuer, (ii) the weighted average maturity of the Bonds does not exceed 120% of the average expected economic life of the betterments and improvements for the System, and (iii) there are no amounts that have a sufficiently direct nexus to the Bonds or to the governmental purpose of the Bonds to conclude that the amounts would have been used for that governmental purpose if the proceeds of the Bonds were not used or to be used for that governmental purpose.

10. Pursuant to Article IV of the Bond Resolution, the following special funds have been created or continued relative to the Series 2009 A Bonds:

(1) Revenue Fund (established by Prior Resolution);

(2) Renewal and Replacement Fund (established by Prior Resolution);

(3) Series 2009 A Bonds Proceeds Fund;

(4) Series 2009 A Bonds Sinking Fund; and

(5) Series 2009 A Bonds Reserve Account.

11. Pursuant to Article III of the Bond Resolution, the proceeds of the Bonds will be paid by the Issuer to the holder of the GMAC Bonds. The remainder will be disbursed by the Purchaser to pay costs of issuance of the Bonds and related costs.

Except for "preliminary expenditures" as defined in Treas. Reg. §1.150-2(f)(2), none of the proceeds of the Bonds will be used to reimburse the Issuer for costs of operating and other expenses of the System previously incurred and paid by the Issuer with its own or other funds.

12. Monies held in the Series 2009 A Bonds Sinking Fund and the Series 2009 A Bonds Reserve Account will be used solely to pay the principal of and interest on the Bonds and will not be available to meet costs of operating and other expenses of the System.

13. Except for the Series 2009 A Bonds Sinking Fund and the Series 2009 A Bonds Reserve Account, there are no other funds or accounts established or held by the Issuer which are reasonably expected to be used to pay the principal and interest on the Bonds, or which are pledged as collateral for the Bonds and for which there is a reasonable assurance that amounts therein will be available to pay debt service on the Bonds if the Issuer encounters financial difficulties. None of the monies received from the Bonds will be deposited in any reserve or replacement fund.

14. Except for a reasonable temporary period until such proceeds are needed for the purpose for which such Bonds were issued or as otherwise allowed, no portion of the proceeds of the Bonds will be used, directly or indirectly, to acquire higher yielding 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.

15. The Issuer will comply with the provisions of the Code, for which the effective date precedes the date of delivery of its Bonds to the Purchaser.

16. All proceeds of the Bonds will be expended on payment of currently refunding the GMAC Bonds and costs of issuance within 3 months from the date of issuance thereof.

17. 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.

18. All property financed with the proceeds of the Bonds will be held for federal income tax purposes by (or on behalf of) a qualified governmental unit.

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

a governmental unit. The covenants of the Issuer set forth above shall not, in any way, limit or restrict the ability of the Issuer to pay the costs of design and other preliminary costs of the Project, specifically including, but not limited to, engineering fees, from the proceeds of the Bonds.

20. The original proceeds of the Bonds will not exceed the amount necessary for the purposes of the issue.

21. The Issuer shall use the Bonds proceeds solely for currently refunding the GMAC Bonds, funding the Series 2009 A Reserve Account and costs of issuance and the System is and will be operated solely for a public purpose as a local governmental activity of the Issuer.

22. 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 and refrain from taking such actions as shall be necessary to comply with the Code in order to ensure the interest on the Bonds is excludable from gross income for federal income tax purposes.

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

24. RESERVED

25. The Issuer has retained the right to amend or supplement its authorizing documents if such amendment or supplement is necessary to preserve the exclusion from gross income for federal income tax purposes of the interest on the Bonds.

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

27. 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 any of 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 any of the Bonds.

28. The transactions contemplated herein do 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.

29. 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.

30. The Issuer shall file Form 8038-G in a timely fashion with the Internal Revenue Service.

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

32. 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.

33. Steptoe & Johnson 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.

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

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WITNESS my signature, dated as of the day and year first written above.

MOUNTAIN TOP PUBLIC SERVICE DISTRICT

By: Steve D. Jackson
Its: Chairman

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CH5002051.1

MOUNTAIN TOP PUBLIC SERVICE DISTRICT

Water Refunding Revenue Bonds, Series 2009 A

CERTIFICATE OF REGISTRAR

Branch Banking and Trust Company, Charleston, West Virginia (the "Bank"), as Registrar for the above-captioned Bonds (the "Bonds"), hereby certifies this 23rd day of January, 2009 as follows, all capitalized terms used herein to have the same meanings set forth in the Bond Resolution of the Mountain Top Public Service District (the "Issuer") enacted January 20, 2009, as supplemented by Supplemental Resolution duly adopted by the Issuer on January 20, 2009 (collectively, the "Bond Legislation"):

1. The Bank is a state banking corporation duly organized, validly existing, and in good standing under the laws of the State of North Carolina, may lawfully conduct business in West Virginia, and is lawfully empowered, pursuant to such laws, to accept the duties and obligations contemplated and as provided under the Bond Legislation and to serve in the capacity of Registrar under the Bond Legislation.

2. The Bank has duly authorized, by all necessary action, the authentication of the Bonds and the execution and delivery of this Certificate and the acceptance of all duties of Registrar under the Bond Legislation, and any and all other documents and agreements as may be required to be executed, delivered and received by the Bank in order to carry out, give effect to, and consummate the transactions contemplated thereby.

3. The person indicated in paragraph 4 below was at the time of the authentication of the Bonds, and is now, a duly elected, qualified and acting incumbent in his or her office; and, pursuant to authorization from the Board of Directors of the Bank, such person, in his or her official capacity, was and is authorized to authenticate the Bonds for and on behalf of the Bank.

4. Appearing opposite the name and title of the person indicated below is a true and correct specimen of his or her signature.

Name	Title	Signature
Russell R. Akers, II	Assistant Vice President	Russell R. Akers II

5. The Bonds have been duly authenticated, registered and delivered to the Purchaser, and the advance of the principal of the Bonds have been deposited as required by the Bond Legislation.

IN WITNESS WHEREOF, BRANCH BANKING AND TRUST COMPANY has caused this Certificate to be executed by its duly authorized officer, the day and year first written above.

BRANCH BANKING AND TRUST COMPANY

By: Russell R. Akers II
Its: Authorized Officer

640480.00001

CH5002231.1

MOUNTAIN TOP PUBLIC SERVICE DISTRICT

Water Refunding Revenue Bonds, Series 2009 A

CERTIFICATE OF PURCHASER

BRANCH BANKING AND TRUST COMPANY, Charleston, West Virginia (the "Purchaser"), as original purchaser from the Mountain Top Public Service District (the "Issuer") of the above-captioned Bonds (the "Bonds"), hereby certifies that we are purchasing the Bonds for our own portfolio and none of the Bonds have been the subject of an initial offering to the public. We 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.

1. The weighted average maturity of the Notes is 5.19411 years.

2. The interest rate on the Notes is 3.860%.

3. This certificate may be relied upon by the Issuer with respect to its Certificate as to Arbitrage relating to the Notes, and by Steptoe & Johnson PLLC in rendering their tax opinion with respect to the Notes.

IN WITNESS WHEREOF, BRANCH BANKING AND TRUST COMPANY has caused this Certificate to be executed by its duly authorized officer, this 23rd day of January, 2009.

BRANCH BANKING AND TRUST COMPANY

By: Russell R. Akers
Its: Authorized Officer

2-17-79

Filed 4-30-70 a.2.v.

IN THE COUNTY COURT OF GRANT COUNTY, WEST VIRGINIA

IN RE: PROPOSED MOUNTAIN TOP PUBLIC SERVICE DISTRICT

PETITION FOR THE CREATION OF A PUBLIC SERVICE DISTRICT FOR WATER SERVICES AS PROVIDED FOR IN SECTION 2 ARTICLE 13 - A OF CHAPTER 16 OF THE CODE OF WEST VIRGINIA

TO THE HONORABLE COUNTY COURT OF GRANT COUNTY, WEST VIRGINIA

The petition of the undersigned legal voters, resident within and owning real property within the limits of the proposed Mountain Top Public Service District, said district being bounded roughtly as follows: Beginning at the Village of Mt. Storm and extending an Easternly direction following Route 50 to the Mineral County line, thence with the Mineral county line to the North Branch of the Potomac River, thence up said river to the outer limits of the Town of Bayard, thence following the limits to Route 90/1; thence following Route 90/1 the Northsourth grid 79° 20', thence with said grid to the Tucker county line, thence with the Tucker county line to the East West grid 39° 10', thence with the East West grid 39° 10' crossing Stoney River and Helmick Run to the intersection of the North South grid 79° 15', thence with said grid to the intersection of Route 42/1, thence with said Route 42/1 to the intersection of Route 50/3 at Bismark, thence following Route 42/1 to Route 42, thence with Route 42 to Mt. Storm. The grids and other land marks hereinbefore described are shown on a General Highway Map of Grant County, West Virginia prepared by the State Road Commission for the year 1950.

16

Ferald L. Mills	Mt. Storm, W. Va.
Vina Mills	" " "
Russell E. Hanlin	" " "
George Harding	" " "
Lorene Harding	" " "
DeWayne Hawk	" " "
Rebecca Hawk	" " "
F. R. Kline	" " "
Dewey Hawk	" " " "
Jerry Hawk	" " " "
Nellie Hawk	" " " "
Sandra Cosner	" " " "
Wilson Cosner	" " "
D. L. Light	" " "
Emma L. Light	" " "
Anton M. Cuber	" " "
Gertrude L. Cuber	" " "
Helen Hanlin	" " "
Edward W. Hanlin	" " "
Harman C. Hall	" " "
Fannie L. Hall	" " "
Mabel Isaacs	" " "
Sandra A. Frame	" " "
Camden D. Frame	" " "
Lloyd Kitzmiller	" " "
Orville Kitzmiller	" " "
Andra Kitzmiller	" " "
James D. Armentrout	Mt. Storm, W. V.
Effie H. Armentrout	" " " "
Ann Gruber	" " "
Rudolf Gruber	" " "
Dwight Kitzmiller	" " "

Sharon Kitzmiller	Mt Storm, W.Va.
Laurence Stutler	Mt Storm W.Va.
Evelyn Stutler	Mt. Storm W.Va
Ernest Minnick	Mt Storm W.Va
Eileen Minnick	Mt. Storm W.Va
Connie Conner	Mt Storm W Va
Walter B. Hamlin	Mt. Storm W.Va
Velma M Hamlin	Mt. Storm W.Va
William C Gollman	Mt. Storm W.Va
Madine G Gollman	Mt. Storm W.Va
Robert Hamlin	" "
Hazel Hamlin	" "
Carol M. Hamlin	" "
Bonnie Hamlin	" "
Elsie M. Hamlin	Germania W.Va
Robert L. Hamlin	"
Ronald L Conner	
Linda L. Conner	
Stanley Murphy	
Peggy Murphy	
G.C. Beasley	
Irene Beasley	
Anna Mae Kitzmiller	Mt. Storm, W.Va
Kenneth Kitzmiller	" " "
Nellie V. Conner	" " "
Kenneth B Proffit	" " "
Frieda Proffit	" " "
Bessie B Kitzmiller	" " "
Geraldine Francis	Mt Storm, W.Va.
Linda R. Jenkins	Mt. Storm, W.Va
James L. Jenkins	" " "
Robert R. Hawley Jr.	" " "

Jonathan D. Hawley	Mt. Storm, W. Va.
L.A. Parks	" " "
- Walter K. Kitzmiller	Mt. Storm, W. Va.
- Hilda M. Conner	" " "
- Charles A. Conner	" " "
Russell Moreland	" " "
Mrs. Russell Moreland	" " "
Allen Kalwat	" " "
Clyde U. Fisher	Mt. Storm W. Va.
- Virgil Hesdon	" " "
Alva A. Conner	" " "
Lorna Lee Conner	" " "
- Margaretta L. Sims	" " "
Hana C. Gillespie	" " "
Marilyn L. Gillespie	" " "
Edward Moreland	" " "
Ruby Moreland	" " "
Melvin R. Estep	Mt. Storm W. Va.
Ruth V. Estep	"
Roscoe E. Kuhn	Mt. Storm W. Va.
Ada Maxine Kuhn	" " "
Emily Gillespie	Mt. Storm W. Va.
Burdin Gillespie	Mt. Storm W. Va.
- Ralph H. Davis	Mt. Storm W. Va.
Donald Kilgallen	Mt. Storm W. Va.
Eleanor Kilgallen	" " "
O. O. Sopp Jr.	Mt. Storm
Porter H. Bell	Mt. Storm W. Va.
Charles B. Cunningham	Mt. Storm
Alma L. Cunningham	" "

M. L. Spitzer	Germania, Wa
J. N. Willard	"
Hilda B. Knotts	"
Mark Skiles	"
Nettie Reall	
Richard Reall	
Paul R. Gilbert	Germania, W. Va
Anna Knotts	" "
Ray Knotts	
Marion Wilkins	Germania, W. Va
Agnes Townsend	Germania, W. Va.
Richard O. Lyons	Mt. Storm, W. Va
Madeline F. Lyons	Mt. Storm, W. Va.
R. G. Cronhalt Sr.	Germania, W. Va.
Lona B. Cronhalt	" "
Jean L. Poram	Germania, W. Va.
Charles Lucas	" "
Russell Cronhalt	" "
Mrs. C. F. Lisiejus	Mt. Storm, W. Va.
Paul Veach	" " "
Mrs. Elizabeth Conklin	" " "

Donald W. Clark	Mt. Storm, W.Va
Wanda C. Clark	" "
Harry M. Clark	" "
Ethel R. Pilgard	" "
R. K. Pilgard	" "
Hazel H. Mayle Hassick	" "
Ernold R. Dawson	" "
Mabel H. Dawson	" "
Harold Hassick	" "
Edward Bosley	Germania, W.Va
Julia Bosley	Germania W.V
Kathryn Minnick	" "
Hobart Minnick	" "
Uyna D. L. Reall	Germania, W. Va.
Lessie F. Harvey	" " "
Mrs Estella Bailey	Germania W.Va
Gertrude Schaffer	" "
C.W. Schaffer	" "
Eston R. Riley	" "
Mamie K Riley	" "
Kath Bonstrat	" "
A.H. Eblick	Germania W.Va
Pauline Eblick	Germania W.Va
Harry Bobo	Mt. Storm W.
Jessie Bobo	Mt. Storm, W. Va
Dessie Evans	Germania
Margaret Evans	" "
Edna Mason	" "
Mr and Mrs. M.E. Williams	Germania, W.Va.
Mr & Mrs Lindsay Hankins	Mt. Storm W.Va
Wesley M. Eblick	Germania, W.V
Nee M. Eblick	Germania, W.Va

J. E. Schaffer
E. L. Detzler
Bertha Dotson
Mt. Hope Methodist Church
Hesiehl Kitzmiller
Eloise Kitzmiller
Deloris J. Hawk
[illegible] Gillespie
Burza Cramer
Agnes Cramer
Gloria E. Kessel
William J. Kessel
Robert A. Schell
Gerald Harlin
M. Frances Cramer
Joyce Moreland
~~Lorna Brown~~
Glenn Kitzmiller
Mildred A. Kitzmiller
Roy A. Cramer

Vernon L. Hanlin
Norma L. Hanlin
A. Blaine Cosner
Ruth Cosner
A. B. Cosner
Edward Aronhalt
Ida Cosner
Allen Moreland
Emory Rinker
Bismarck Service Station
Larry L. Kitzmiller
A. DeWitt Cosner
Flora Cosner
Herman Hanlin
Audrey Hanlin
Irvin L. Leppert
Timothy L. Cosner
Yvonne L. Cosner

I, Marc L. Harman, Clerk of the County Court of Grant County, West Virginia, do hereby certify that the foregoing is a tru and complete copy of the Petition for the Creation of Public Service District for Water Services as the same appears of record in my office in the Mt. Top Public Service District file.

Given under my hand and the seal of the County Court of Grant County, West Virginia, this the 17th day of February, 1976.

Marc L. Harman
CLERK COUNTY COURT.

Book 8
Page 554

The County Court of Grant County, West Virginia, met this day in regular session held this the 23rd day of April, 1970, at 10:00 a.m. pursuant to the call of Evers Bergdoll President, Theodore C. Hamrick, Commissioner, and Ralph L. Dotson, Commissioner, said call being;

To consider apetition of residents and property owners of the Mt. Storm, West Virginia, area asking that the Court, upon their own motion, create a public service district in the area the therein described, and to adopt a proposed resolution and enter a proper order fixing a date of hearing for the creation of said public service district as set forth in said petition and to provide for the publication of a note of such hearing.

The meeting was called to order and the roll being called there was present Evers Bergdoll, President, presiding, and the following named commissioners:

Theodore C.Hamrick

Ralph L. Dotson

And were absent: None

Evers Bergdoll introduced and caused to be read a proposed resolution and order entitled:

A resolution and order fixing a date of hearing on the creation of a public service district within Grant County, West Virginia; and providing for the publication of a notice of such hearing;

and moved that all rules otherwise required deferred considerati be suspended and said proposed resolution and order be adopted. Ralph L. Dotson seconded the motion and after due consideratior the President put the question on the motion, and the roll being called the following voted:

Aye: Ralph L. Dotson

Theodore C. Hamrick

Evers O. Bergdoll

Nay: None

Whereupon the president declared the motion duly carried and said resolution and order duly adopted on motion and vote, the meeting was thereupon adjourned.

/s/ Elton M. Hiser
Clerk

/s/ Evers O. Bergdoll
President

STATE OF WEST VIRGINIA, COUNTY OF GRANT, TO-WIT:

OFFICE OF THE COUNTY CLERK OF THE COUNTY OF GRANT COUNTY:

I, Marc L. Harman, Clerk of the County Court in and for the Coun of Grant and State of West Virginia, having a Seal, do hereby certify the above and foregoing to be a full and complete copy of an original paper as presented in this office.

IN TESTIMONY WHEREOF, I have hereunto set my hand and the Seal of said Office in the City of Petersburg, County of Grant, and State of West Virginia, this the 5th day of March, 1976.

Marc L. Harman
Clerk Grant County Court

4-21-84

"Upon the application of Roberta L. Lantz for appointment as notary public in and for the County of Grant, it was shown to the satisfaction of this court that said applicant is a resident of the County from which she seeks appointment, that she is competent to perform the duties of such office, and that she is a person of good moral character."

"Upon the application of Russell E. Aronhalt for appointment as notary public in and for the County of Grant, it was shown to the satisfaction of this court that said applicant is a resident of the County from which he seeks appointment, that he is competent to perform the duties of such office, and that he is a person of good moral character."

NOTICE OF HEARING ON A PETITION FILED REQUESTING THE CREATION OF A PUBLIC SERVICE DISTRICT FOR WATER SERVICES TO BE KNOWN AS MOUNTAIN TOP PUBLIC SERVICE DISTRICT AS PROVIDED FOR IN SECTION 2, ARTICLE 13-A, CHAPTER 16 OF THE CODE OF WEST VIRGINIA

Notice is hereby given that the County Court of Grant County, West Virginia, will hold a public hearing on the advisability of creating a public corporation to be known as the Mountain Top Public Service District. All residents of the county are hereby notified that there wasfiled with the County Court a petition by several legal voters residing herein and owning real estate within theproposed Mountain Top Public Service District requesting that the court create a Public Service District for water services herein the area hereinafter described.

The proposed district is bounded roughly as follows: Beginning at the Village of Mt. Storm and extending an Easternly direction following Route 50 to the Mineral County line, thence with the Mineral County line to the North Branch of the Potomac River, thence up said river to the outer limits of the Town of Bayard, thence following the limits to Route 90/1; thence following Route 90/1 the Northsouth grid 79° 20', thence with said grid to the Tucker county line, thence with the Tucker county line to the East West grid 39° 10', thence with the East West grid 39° 10' crossing Stoney River and Helmick Run to the intersection of the North South grid 79° 15', thence with said grid to the intersection of Route 42/1, thence with said Route 42/1 to the intersection of Route 50/3 at Bismark, thence following Route 42/1 to Route 42, thence with Route 42 to Mt. Storm. The grids and other land marks hereinbefore described are shown on a General Highway Map or Grant County, West Virginia, prepared by the State Road Commission for the year 1950.

You are further advised that all persons residing in, or owning, or having any interest inproperty, in such proposed public service district shall have an opportunity to be heard for or against its creation. That the court shall at that time consider and determine the feasibility of the creation of such district. Said hearing shall be conducted on May 14, 1970, at 10:00 a.m. D.S.T. on that day at the Court House in Petersburg, Grant County, West Virginia, at which time all interested parties are advised to be present and to be heard.

Respectfully notified this the 23rd day of April, 1970.

Elton M.Hiser, Clerk of the County Court

"Upon the application of Goldie Bonsenhaver for appointment as notary public in and for the County of Grant, it was shown to the satisfaction of this court that said applicant is a resident of the County from which she seeks appointment, that she is competent to perform the duties of such office, and that she is a person of good moral character."

It is ordered the Court do now adjourn.

STATE OF WEST VIRGINIA;

COUNTY OF GRANT, to-wit:

The foregoing are true and actual copies of the Notice of Hearing on a Petition filed requesting the creation of a Public Service District for water service, to be known as the Mt. Top Public Service District as are recorded in County Commission Order Book 8 at Page 377.

Given under my hand and seal this the 21st day of April, 1989.

Harold S. Hinn

CLERK COUNTY COMMISSION

4-23-70

A RESOLUTION AND ORDER creating
THE MOUNTAIN TOP PUBLIC SERVICE
DISTRICT in Grant County, West Virginia

WHEREAS, the County Court of Grant County, West Virginia, did heretofore by a resolution and order adopted on the 23rd day of April, 1970, fix a date for a public hearing on the creation of the proposed Mountain Top Publi Service District and in and by said resolution and order provide that all persons residing in or owning or having any interest in property in the proposed public service district might appear before the County Court at this meeting and have the opportunity to be heard for and against the creation of said district; and

WHEREAS, notice of this hearing was duly given in the manner provided and required by said resolution and order by Section 2, Article 13A, Chapter 16 of the West Virginia Code, and all interested persons have been afforded an opportunity of being heard for and against the creation of said district, but no written protest has been filed by the requisite number of qualified voters registered and residing within said proposed public service district and said County Court has given due consideration to all matters for which such hearing was offered; and

WHEREAS, it is now deemed advisable by said Count Court to adopt a resolution and order creating said district:

NOW, THEREFORE, It is hereby resolved and ordered by the County Court of Grant County, West Virginia, as follows:

Section 1. That a public service district withir Grant County, West Virginia, is hereby created and said district shall have the following described boundaries:

5-14-70

The proposed district is bounded roughly as follows: BEGINNING at the Village of Mt. Storm and extending an Easternly direction following Route 50 to the Mineral County line, thence with the Mineral County line to the North Branch of the Potomac River, thence up said river to the outer limits of the Town of Bayard, thence following the limits to Route 90/1; thence following Route 90/1 the Northsouth grid 79° 20', thence with said grid to the Tucker County line, thence with the Tucker County line to the East West grid 39° 10', thence with the East West grid 39° 10' crossing Stoney River and Helmick Run to the intersection of the North South grid 79° 15', thence with said grid to the intersection of Route 42/1, thence with said Route 42/1 to the intersection of Route 50/3 at Bismark, thence following Route 42/1 to Route 42, thence with Route 42 to Mt. Storm. The grids and other land marks hereinbefore described are showns on a General Highway Map of Grant County, West Virginia, prepared by the State Road Commissioner for the year 1950.

A map of the said district has been filed with th Court and is contained among the records of the Court proceedings in relation to this matter.

Section 2. That said public service district so created shall have the name and corporate title of the Mountain Top Public Service District and shall constitute a public corporation and political subdivision of the State of West Virgi having all the rights and powers conferred on public service districts by the laws of the State of West Virginia and particul Article 13A of Chapter 16 of the West Virginia Code.

Section 3. That the County Court of Grant Count West Virginia, has determined that the territory herein describe is so situate that the construction or acquisition by purchase c otherwise and the maintenance, operation, improvement and extension of properties supplying both water and sewerage servi within such territory by said public service district will be conducive to the preservation of public heath, comfort and convenience of such area.

ADOPTED BY THE COUNTY COURT May 14 1970.

Ernest Bagwell
President

Attest:

Ettor McHiser
Clerk

IN WITNESS WHEREOF, I have hereunto affixed my official signature and seal of said Court at Petersburg, West Virginia, this 14th day of May, 1920.

Ettor McHiser
County Court Clerk

STATE OF WEST VIRGINIA, COUNTY OF GRANT, TO-WIT:

OFFICE OF THE COUNTY CLERK OF THE COUNTY OF GRANT COUNTY:

I, Marc L. Harman, Clerk of the County Court in and for the County of Grant and State of West Virginia, having a Seal, do hereby certify the above and foregoing to be a full, true and complete copy of an original paper as presented in this office.

IN TESTIMONY WHEREOF, I have hereunto set my hand and the Seal of said Office in the City of Petersburg, County of Grant, and State of West Virginia, this the 17th day of February, 1976.

Marc L. Harman
Clerk Grant County Court

4-16-74

IN THE COUNTY COURT OF GRANT COUNTY, WEST VIRGINIA

P E T I T I O N

The undersigned, John G. VanMeter, would respectfully represent to the Court that he is the Attorney for the Mt. Top Public Service District; that said District was created by Order of the County Court of Grant County, West Virginia, on April 23, 1970; that said District at the time of its creation excluded the Town of Bayard, West Virginia, from its boundaries.

Your Petitioner would further represent to the Court that on April 23, 1971, at a Special Meeting of the Town Council of the Town of Bayard a resolution was adopted petitioning the County Court of Grant County for permission to be included within the boundaries of the Mt. Top Public Service District. A copy of a letter signed by the then Mayor of Bayard, S. W. Emerick, and by the then Recorder, Sue Shifflett, is attached to this Petition and marked Exhibit A. There is also attached to this Petition a signed copy of the resolution passed at the meeting aforesaid containing the vote and signatures of the members of Council and of the Mayor of the Town of Bayard. It should be not by the Court that the letter from the Town of BAyard, Exhibit A, contains a notation on the bottom of it "original mailed to Count Court."

Your Petitioner would further allege that in accordance with the resolution passed by the Town Council of the Town of Bayard and in accordance with Section 2, Article 13A, Chapter 16 of the Code of West Virginia, the County Court of Grant County

on its own motion and in accordance with [illegible]
by the Town of Bayard, directed that an Order be entered affecting
the Mt. Top Public Service District to coincidentally include the
Town of Bayard. This Order inadvertently was not entered in the
County Court Order Book.

Subsequently, and in accordance with Chapter 16, Article
15a, Section 2, notice of a public hearing was given relating to
the advisability of increasing the size of the Mt. Top Public
Service District; in addition the unfortunate period in at least
five (5) conspicuous places as required by law notice containing
the same information as contained in the published notice
notice was published in the Grant County [illegible] of which
is attached hereto and designated Petitioner's Exhibit No. 3.

Your Petitioner would further allege [illegible] reasonable
with the published and posted notice, a public hearing on the
advisability of increasing the size of said District to include
the Town of Bayard was held on August 12, 1971, at 1:00 p.m.
at the Court House in Petersburg, Grant County, West Virginia;
that at said meeting, which your Petitioner attended, no objec-
tion was raised to the inclusion of the Town of Bayard within the
boundaries of said District, and that the County Court then sitting
in attendance ordered the inclusion of said Town within the
boundaries of the Public Service District. This through error
no order was entered setting forth the results of said meeting
and including the Town of Bayard within said District.

Your Petitioner therefore moves the Court to enter an Order setting forth the circumstances surrounding the inclusion of the Town of Bayard within the boundaries of the Mt. Top Public Service District and rectifying the omission hereinbefore made.

Respectfully submitted this the 19th of April, 1974.

s/ John G. VanMeter
Attorney for Mt. Top Public Service District.

I, Marc L. Harman, Clerk of the County Court in and for the County of Grant and State of West Virginia, having a seal, do hereby certify the above and foregoing to be a full, true and complete copy of an original paper as presented in this office.

IN TESTIMONY WHEREOF, I have hereunto set my hand and the Seal of said offfice in the City of Petersburg, County of Grant, and State of West Virginia, this the 17th day of February , 1976.

Marc L. Harman
CLERK COUNTY COURT.

The undersigned, John G. VanMeter, being duly sworn, does depose and say, that I am John G. VanMeter, Attorney for the Mt. Top Public Service District; that I posted in five public places within said Public District as required by Chapter 16, Article 13A, Section 2 of the Code (as amended as of May 1, 1967) the following notice in the following form and effect.

"Notice of a Hearing on a Petition filed Requesting the creation of a Public Service District for Water Services to be known as Mountain Top Public Service District as provided for in Section 2, Article 13-A, Chapter 16 of the Code of West Virginia.

Notice is hereby given that the County Court of Grant County, West Virginia, will hold a public hearing on the advisability of creating a public corporation to be known as the Mountain Top Public Service District. All residents of the county are hereby notified that there was filed with the County Court a petition by several legal voters residing herein and owning real estate within the proposed Mountain Top Public Service District requesting that the court create a Public Service District for water services herein the area hereinafter described.

The proposed district is bounded roughly as follows: Beginning at the Village of Mt. Storm and extending an Easternly direction following Route 50 to the Mineral County line, thence with the Mineral County line to the North Branch of the Potomac River, thence up said river to the outer limits of the Town of Bayard, thence following the limits to Route 90/1; thence following Route 90/1 the Northsouth grid 79° 20', thence with said grid to the Tucker county line, thence with the Tucker county line to the East West grid 39° 10', thence with the East West grid 39° 10' crossing Stoney River and Helmick Run to the intersection of the North South grid 79° 15', thence with said grid to the intersection of Route 42/1, thence with said Route 42/1 to the intersection of Route 50/3 at Bismark, thence following Route 42/1 to Route 42, thence with Route 42 to Mt. Storm. The grids and other land marks hereinbefore described are shown on a General Highway Map or Grant County, West Virginia, prepared by the State Road Commission for the year 1950.

You are further advised that all persons residing in, or owning, or having any interest in property, in such proposed public service district shall have an opportunity to be heard for or against its creation. That the court shall at that time consider and determine the feasibility of the creation of such district. Said hearing shall be conducted on May 14, 1970, at 10:00 a.m. D.S.T. on that day at the Court House in Petersburg, Grant County, West Virginia, at which time all interested parties are advised to be present and to be heard.

Respectfully notifed this the 23rd day of April, 1970.

/s/ Elton M. Hiser
Clerk of the County Court."

Given under my hand this the 5th day of March, 1976.

John G. VanMeter

John G. VanMeter

Taken, subscribed and sworn to before me by John G. VanMeter, on this the 5th day of March, 1976.

My commission expires Jan. 16, 1983.

Arvella VanMeter

Notary Public, Grant County, West Virginia.

The undersigned, John G. VanMeter, being duly sworn, does depose and say, that I am John G. VanMeter, Attorney for the Mt. Top Public Service District; that I posted in five public places within said Public District as required by Chapter 16, Article 13A, Section 2 of the Code (as amended as of May 1, 1967) the following notice in the following form and effect.

"Notice of a Hearing on a Petition Filed Requesting the Amendment to Increase the Size or Area Serving a Public Service District for Water Services to be known as Mountain Top Public Service District as provided for in Section 2, Article 13-A, Chapter 16 of the Code of West Virginia.

Notice is hereby given that the County Court of Grant County, West Virginia, will hold a public hearing on the advisability of amending to increase the size or area of service to the Mt. Top Public Service District. All residents of the county are hereby notified that there was filed with the County Court a Petition by the Town Council of Bayard requesting the Court to include the Town of Bayard within the Mt. Top Public Service District.

The proposed district is bounded roughtly as follows: Town of Bayard which is to be included in the Public Service District.

You are further advised that all persons residing in, or owning, or having any interest in property, in such proposedpublic service district shall have an opportunity to be heard for or against said amendment to increase the size or area serving the Mt. Top Public Service District shal have an opportunity to be heard for or against the addition. That the Court shall at that time consider and determine the feasibility of the amendment to increase the size or area of the Public Service District. Said hearing shall be conducted on August 12, 1971, at 10:00 a.m., on that day at the Courthouse in Petersburg, Grant County, West Virginia at which time all interested parties are advised to be present and to be heard."

Respectfully notifed this the 16th day of July, 1971.

Elton M. Hiser, Clerk of the
County Court."

Given under my hand this the 5th day of March, 1976.

John G. VanMeter

John G. VanMeter

Taken, subscribed and sworn to before me by John G. VanMeter on this the 5th day of March, 1976

My commission expires Jan. 16, 1983.

Arvella VanMeter

Notary Public, Grant County, West Virginia.

A RESOLUTION AND ORDER AMENDING AND CHANGING THE BOUNDARIES OF THE MT. TOP PUBLIC SERVICE DISTRICT IN GRANT COUNTY, WEST VIRGINIA

Whereas, the County Court of Grant County, West Virginia was this day presented with a Petition by John G. VanMeter, Attorne for the Mt. Top Public Service District, Wherein the following was alleged and is hereby found to be true. It appears to the Court that on April 23, 1971, at a Special Meeting of the Town Council of the Town of Bayard a resolution was adopted petitioning the County Court of Grant County for permission to include within the boundaries of the Mt. Top Public Service District the Town of Bayard, West Virginia. It further appears from said Petition that an executed copy of that resolution was forwarded to the County Court and that said Court on its own motion directed its Clerk pursuant to provisions of Article 13A, Chapter 16 of the West Virginia Code, upon resolution duly moved, seconded and passed, to fix a date for hearing to include within the boundaries of the Mt. Top Public Service District the Town of Bayard.

It further appears to the Court that it on its own motio directed such action to be taken; that the public hearing require was held on August 12, 1971, at 10:00 a.m. at the Court House in Petersburg, Grant County, West Virginia; that the notices require under Chapter 16, Article 13A, Section 2, were given in proper compliance with the provisions of the Code and that at said meeti no objection was raised to the inclusion of the Town of Bayard within the boundaries of said District. It further appears to th Court that by omission an Order was not entered reflecting the action of the County Court and its purpose of this order to recti that oversight. Now, therefore it is hereby resolved and ordered by the County Court of Grant County, West Virginia, as follows:

Section 1. That the boundaries of the Mt. Top Public Service District are hereby amended and altered and shall include all of the town limits of the Town of Bayard, West Virginia.

Section 2. That said amendment and change of boundary shall be in addition to and subject to all the rights or powers hereinbefore conferred upon the Mt. Top Public Service District which was created by an order of this Court under date of May 14, 1970.

Section 3. That the County Court of Grant County has determined that the territory to be included therein is so situate that the construction or the acquisition by purchase or otherwise and the maintenance, operation, improvement and extension of properties supplying both water and sewage services within said territory now included by said Public Service District will be conducive to the prevention of public health, comfort and convenience of such area.

ADOPTED BY THE COUNTY COURT April 25, 1974

1974.

s/ Lester Carr, Jr.

President

Attest:

s/ Carl E. Weimer

Clerk

STATE OF WEST VIRGINIA,

COUNTY OF GRANT

I, Marc Harman , hereby certify that I am the duly qualified and acting Clerk of the County Court of Grant County, West Virginia, and that the foregoing constitutes a true, correct and complete transcript of the proceedings of said County Court as ha under date of April 25, 1974, and resolutions and order then adopted relating to the creation of the Mountain Top Public

Service District, and appointment of members to the public service board of said district.

Marc L. Harman
Clerk

Certificate of Publication

State of West Virginia,

County of Grant, to-wit:

The undersigned hereby certifies that the annexed notice was duly published in the

GRANT COUNTY PRESS

a weekly newspaper published at Petersburg, in Grant County, West Virginia, for 1 ~~consecutive~~ weeks ending on the 29 day of April 1970

GRANT COUNTY PRESS

By Robert Hill

Publishing Notice	$23.76
Hand Bills	.....
Miscellaneous	.....
Total	$ 23.76

NOTICE OF A HEARING ON A PETITION FILED REQUESTING THE CREATION OF A PUBLIC SERVICE DISTRICT FOR WATER SERVICES TO BE KNOWN AS MOUNTAIN TOP PUBLIC SERVICE DISTRICT AS PROVIDED FOR IN SECTION 2, ARTICLE 13-A, CHAPTER 16 OF THE CODE OF WEST VIRGINIA

Notice is hereby given that the County Court of Grant County, West Virginia, will hold a public hearing on the advisability of creating a public corporation to be known as the Mountain Top Public Service District. All residents of the county are hereby notified that there was filed with the County Court a petition by several legal voters residing herein and owning real estate within the proposed Mountain Top Public Service District requesting that the court create a Public Service District for water services herein the area hereinafter described.

The proposed district is bounded roughly as follows: Beginning at the Village of Mt. Storm and extending an Easternly direction following Route 50 to the Mineral County line, thence with the Mineral County line to the North Branch of the Potomac River, thence up said river to the outer limits of the Town of Bayard, thence following the limits to Route 90/1; thence following Route 90/1 the Northsouth grid 79 degree 20 feet, thence with said grid to the Tucker county line, thence with the Tucker county line to the East West grid 39 degrees 10 feet, thence with the East West grid 39 degree 10 feet crossing Stoney River and Helmick Run to the intersection of the North South grid 79 degree 15 feet, thence with said grid to the intersection of Route 42/1, thence with said Route 42/1 to the intersection of Route 50/3 at Bismark, thence following Route 42/1 to Route 42, thence with Route 42 to Mt. Storm. The grids and other land marks hereinbefore described are shown on a General Highway Map of Grant County, West Virginia, prepared by the State Road Commission for the year 1950.

You are further advised that all persons residing in, or owning, or having any interest in property, in such proposed public service district shall have an opportunity to be heard for or against its creation. That the court shall at that time consider and determine the feasibility of the creation of such district. Said hearing shall be conducted on May 14, 1970, at 10:00 a.m. D.S.T. on that day at the Court House in Petersburg, Grant County, West Virginia, at which time all interested parties are advised to be present and to be heard

Respectively notified this the 23rd day of April, 1970.

Elton M. Hiser,
Clerk of the County Court.

4-29-1t

STATE OF WEST VIRGINIA;

GRANT COUNTY, to-wit:

The foregoing are true and actual copies of the Petition, the Resolution and Order proposing the Creation and the Resolution and Order Creating the Mt. Top Public Service District as are recorded in County Commission Order Book 8 at Page 386.

Given under my hand and seal this 24th day of April, 1989.

Harold B. Stimm

CLERK COUNTY COMMISSION

EXHIBIT A

A RESOLUTION AND ORDER PROPOSING THE EXTENSION OF THE MT. TOP PUBLIC SERVICE DISTRICT INTO A PORTION OF MINERAL COUNTY, WEST VIRGINIA: AND FIXING A DATE FOR A PUBLIC HEARING ON SAME AND PROVIDING FOR THE PUBLICATION OF A NOTICE OF SUCH HEARING.

WHEREAS, the County Commission had previously created the Mt. Top Public Service District, a public corporation, for the purpose of operating and maintaining a water system for residents of a certain defined portion of Grant County, West Virginia, and

WHEREAS, it has now come to the attention of the County Commissic that an extension of the boundaries of said Public Service District into a portion of Mineral County, West Virginia, may be feasible and also conducive to the preservation of public health, and

WHEREAS, the County Commission deems it advisable to propose said extension upon its own motion, and

WHEREAS, pursuant to the provisions of Chapter 16, Article 13A of the West Virginia Code, as amended, this County Commission duly moved, seconded and passed a motion proposing the extension of the Mt. Top Public Service District and directing that a resolution and order be entered fixing a date for hearing on the extension of said public service district into a portion of Mineral County, West Virginia, and providing for publication of a notice of such hearing.

NOW THEREFORE, be it and it is hereby Resolved and Ordered by the County Commission of Grant County, West Virginia, as follows:

SECTION 1: That the County Commission of Grant County, West Virginia, hereby finds and declares that a need may exist for a proposed extension of the boundaries of the Mt. Top Public Service District into a

portion of Mineral County, West Virginia; and that a description and map sufficient to identify the territory to be embraced within the proposed extension of said public service district has been filed with the Clerk of the County Commission, and further declares that a motion calling for a hearing on the extension of said public service district and the publication of a notice of such hearing as required by law has been duly passed by said County Commission.

SECTION 2: (a) That the territory to be embraced in the extension of said public service district shall be as follows:

Beginning at a point of intersection of U. S. Route 50 and the Mineral County - Grant County line;

Thence, from said point of beginning, in an easterly direction, and with said Mineral County - Grant County line, to a point located 500' radially, south of said U. S. Route 50;

Thence, in an easterly direction, parallel with and remaining 500' south of said Rt. 50 to a point located 500' east of the intersection of said Route 50 and State Route 42;

Thence, in a northerly direction, parallel with and remaining 500' east of said Route 42 to a point located in the centerline of Emory Creek;

Thence, in a northwesterly direction, with said Emory Creek to the centerline intersection of said Creek with Abram Creek in Emoryville;

Thence, in a northwesterly direction, with said Abram Creek to the intersection of said creek with County Route 2 near Oakmont;

Thence, in a northwesterly direction, parallel with and remaini 500' radially northeast of County Route 2/2 to a point in the North Branch of the Potomac River on the common line of the State of Maryland and the State of West Virginia;

ence, in a southwesterly direction, and with the South Branch of the Potomac River and the common line of the State of Maryland and State of West Virginia to a point of intersection of Mineral County and Grant County line;

Thence in an easterly direction and with the Mineral County and Grant County line to place of beginning.

Reference map being the General Highway Map of Mineral County prepared by the West Virginia Department of Highways.

(b) The purpose of said extension shall be to furnish, maintain operate, improve and extend properties supplying water and/or sewerage services within such territory and also outside such territory to the extent permitted by law.

(c) The territory described above does not include within its limits the territory of any other public service district organized under Chapter 16, Article 13A of the West Virginia Code, as amended, nor does such territory include within its limits any city, incorporated town or other municipal corporation.

SECTION 3: That on January 25, 1978, at the hour of 7:00 P.M. this County Commission shall meet in the Mt. Storm Community Center, Mt. Storm, West Virginia, for the purpose of conducting a public hearing on the extension of said public service district at which time and place all person residing in or owning or having any interest in property in the territory described above may appear before this County Commission and shall have an opportunity to be heard for and against the extension of said public service district, and at such hearing this County Commission shall consider and determine the feasibility of the extension of the public service district.

SECTION 4: That the Clerk is hereby authorized and directed to cause notice of such hearing in substantially the form hereinafter set out to be published on January 11, 1978, in the Grant County Press, a newpaper of general circulation published in Grant County.

SECTION 5: That the Clerk shall also forward a certified copy of this Resolution and Order and a copy of said Notice of Public Hearing to the Clerk of the Mineral County Commission pursuant to provisions of Chapter 16, Article 13A, Section 2, of the West Virginia Code, as amended.

Given under my hand this the 22nd day of December, 1977

Lester Carr, Jr. - President.
GRANT COUNTY COMMISSION

ATTEST: Marc L. Harman
Marc L. Harman
CLERK OF COURTS

12-22-77
bpc

State of West Virginia,

Grant County, to-wit:

I, Marc L. Harman, Clerk of the County Commission of Grant County, West Virginia, do hereby certify that the foregoing is a true and complete copy of a Resolution and Order proposing the extension of the Mt. Top Public Service District as the same appears on record in my office in County Court Order Bock 10, Page 265.

Given under my hand and seal this the 24th day of May, 1979.

CLERK COUNTY COMMISSION

in Petersburg, West Virginia, on the 30th day of

April, 1970.

Present, Evers Bergdoll , President, Theodore C.

Hamrick and Ralph Dotson , Commissioners of said Court.

The Court this day took into consideration the need of a part time care taker for the county Airport. It is ordered that Virgil Hyre be employed as part time care taker at a monthly salary of $50.00 beginning May 1, 1970.

The Court this day meet with Mr. M. W. Blake of Sverdrup & Parcel and Associates, Inc. in regards to the construction and improvement of the County Airport. It is ordered that said company be employed to complete phase I to apply for Federal and State Funds. The Cost to run from $5,000.00 to $7,000.00 per this phase.

It is ordered the Court do now adjourn.

Evers Bergdoll
PRESIDENT

At a regular term of the County Court held for the

County of Grant at the Court House of said County,

in Petersburg, West Virginia, on the 14th day of

May, 1970.

Present, Evers Bergdoll, President, Theodore C.

Hamrick and Ralph L. Dotson, Commissioners of said Court.

On this the 23rd day of April, 1970, came John G. VanMeter, Attorney at Law, representing legal voters residing within and owning real property within the limits of the territory described below and does hereby petition the County Courtof the County of Grant, State of West Virginia, to create upon their own motion, the Mountain Top Public Service District of the County of Grant, State of West Virginia, the territorial limits described below, pursuant to the provisons of Chapter 147 of the Acts of the Legislature of West Virginia, Regular Session of 1963, constituting Article 13A of Chapter 16 of the Code of West Virginia of 1931 as amended. Which petitin was in form as follows:

"The petition of the undersigned legal voters, resident within and owning real property within the limits ofthe proposed Mountain Top Service District, said district being bounded roughly as follows: Beginning at the Village of Mt. Storm and extending an Esaternly direction following Route 50 to the Mineral County line, thence with the Mineral County line to the North Branch ofthe Potomac River, thence up said river to the outer limits of the Town of Bayard, thence following the limits to Route 90/1; thence following Route 90/1 the Northsouth grid/~~with the Tucker County line~~ 79° 20', thence with said grid to the Tucker County line, thence with the Tucker County line to the East West Grid 39° 10', thence with the East West grid 39° 10' crossing Stoney River and Helmick Run to the intersection of the North South grid 79° 15', thence with said grid to the intersection of Route 42/1, thence with said Route 42/1 to the intersection of Route 50/3 at Bismark, thence following Route 42/1 to Route 42, thence with Route 42 to Mt. Storm. The grids and other land marks hereinbefore described are shown on a General Highway Map of Grant County, West Virginia, prepared by the State Road Commission for the year 1950."

Respectfully submitted this the 23rd day of April, 1970.

John G. VanMeter
John G. VanMeter
Attorney at Law
5 Water Street
Petersburg, West Virginia

The foregoing order was inadvertently omitted on April 23,1970 and is being this date entered as of the 23rd of April,1970.

The County Court of Grant County, West Virginia this day in regular session held this the 23rd day of April, 1970, at 10:00 a.m. pursuant to the call of Evers Bergdoll President, Theodore C. Hamrick, Commissioner, and Ralph L. Dotson, Commissioner, said call being;

To consider a petition of residents and property owners of the Mt. Storm, West Virginia, area asking that the Court, upon their own motion, create a public service district in the area the therein described, and to adopt a proposed resolution and enter a proper order of fixing a date of hearing for the creation of said public service district as set forth in said petition and to provide for the publication of a note of such hearing.

The meeting was called to order and the roll being called there was present Evers Bergdoll, President, presiding, and the following named commissioners:

Theodore C. Hamrick

Ralph L. Dotson

and were absent: None

Evers Bergdoll introduced and caused to be read a proposed resolution and order entitled:

A resolution and order fixing a date of hearing on the creation of a public service district within Grant County, West Virginia; and providing for the publication of a notice of such hearing;

and moved that all rules otherwise required deferred considerationbe suspended and said proposed resolution and order be adopted. Ralph L. Dotson seconded themotion and after due consideration the President put the question on the motion, and the roll being called the following voted:

Aye: Ralph L. Dotson

Theodore C. Hamrick

Evers O. Bergdoll

Nay: None

Whereupon the president declared themotion duly carried and said resolution and order duly adopted on motion and vote, the meeting was thereupon adjourned.

Elton M. Hiser
Clerk

Evers Bergdoll
President

The foregoing order was inadvertently omitted on April 23, 1970 and is being entered this date as of the 23rd day of April, 1970.

A RESOLUTION AND ORDER FIXING a date of hearing on the creation of a proposed public service district within Grant County, West Virginia; and providing for the publication of a notice of such hearing.

WHEREAS, there had heretofore been filed in the office of the Clerk of the County Court of Grant County, West Virginia, a petition to this County Court, praying that this county Court, upon their own motion create a public service district within Grant County, West Virginia; and

Whereas, said County Court Clerk has presented such petition to this County Court at this meeting; and

WHEREAS, Pursuant to the provisions of Article 13A of Chapter 16 of the West Virginia Code this County Court duly moved, seconded andpassed a motion calling for a resolution and order fixing a date for hearing on the creation of a public service district

within Grant County, West Virginia, and providing for the publication of a notice of such hearing.

NOW, THEREFORE, Be It and It Is Hereby Resolved and Ordered by the County Court of Grant County, West Virginia, as follows:

Section 1. That the County Court of Grant County, West Virginia, hereby finds and declares that there has been filed in the office of the County Court Clerk and presented by said County Court Clerk to this County Court a petition for the creation of a public service district within Grant County, West Virginia, which petition contains a description sufficient to identify the territory to be embraced within the proposed public service district and the name of theproposed public service district and further declares that a motion calling for a hearing on the creationof said public service district and the publication of a notice of such hearing as by law required has been duly passed by said County Court.

Section 2. That said petition, among other things, states as follows:

(a) The name and corporate title of said public service district shall be "The Mountain Top Public Service District."

(b) The territory to be embraced in said public service district shall be as follows:

"The proposed district is bounded roughly as follows: Beginning at Village of Mt. Storm and extending an Easternly direction following Route 50 tothe Mineral County line, thence with the Mineral County line to the North Branch of the Potomac River, thence up said river to the outer limits of the Town of Bayard, thence following the limits to Route 90/1; thence following Route 90/1 the Northsouth grid 79° 20', thence with said grid to the Tucker County line, thence with the Tucker County line to the East West grid 39° 10', thence with the East West Grid 39° 10' crossing Stoney River and Helmick Run to the intersection of the North South grid 79° 15', thence with said grid to the intersection of Route 42/1, thence with said Route 42/1 to the intersection of Route 50/3 at Bismark, thence following Route 42/1 to Route 42, thence with Route 42 to Mt. Storm. The grids and otherland marks hereinbefore described are shown on a General Highway Map of Grant County, West Virginia, prepared by the State Road Commission for the year 1950."

(c) The purpose of said public service district shall be to construct, or acquire by purchase or otherwise, and maintain, operate, improve and extend properties supplying water and sewerage services within such territory and also outside such territory to the extent permitted by law.

(d) The territory described above does not include withinits limits the territory of any other public service district organized under Article 13A of Chapter 16 of the West Virginia Code, nor does such territory include within its limits any city, incorporated town or othermunicipal corporation.

Section 3. That on May 14, 1970, at the hour of 10:00 a.m. this County Court shall meet in the County Court House at Petersburg, West Virginia, for the purpose of conducting a public hearing on the creation of the proposed public service district at which time and place all persons residing in or owning or having any interest inproperty in the proposed public service district may appear before this County Court and shall have an opportunity to be heard for and against the creation of said district, and at such hearing this County Court shall consider and determine the feasibility of the creation of the proposed public service district.

Section 4. That the County Clerk is hereby authorized and directed to cause notice of such hearing in substantially the form hereinafter set out to be published on April 29, 1970, in the Grant County Press, a newspaper of general circulation published in Grant County.

The foregoing order was inadvertently omitted on April 23, 1970 [illegible] this date as of the 23rd of April, 1970.

A RESOLUTION AND ORDER cre[illegible]
THE MOUNTAIN TOP PUBLIC SERVICE
DISTRICT In Grant County, West Virginia

WHEREAS, the County Court of Grant County, West Virginia, did heretofore by a resolution andorder adopted on the 23rd day of April, 19 70, fix a date for a public hearing on the creation of the proposed Mountain Top Public Service District and in and by said resolution and order provide that all persons residing in or owning or having any interest in property in the proposed public service district might appear before the County Court at this meeting and have the opportunity to be heard for and against the creation of said district; and

WHEREAS, notice of this hearing was duly given in the manner provided and required by said resolution and order by Section 2, Article 13A, Chapter 16 of the West Virginia code, and all interested persons have been afforded ~~an afforded~~ an opportunity of being heard for and against the creationof said district, but no written protest has been filed by the requisite number of qualified voters registered and residing within said proposed public service district and said County Court has given due consideration to all matters for which such hearing was offered; and

WHEREAS, it is now deemed advisable by said County Court to adopt a resolution and order creating said district:

NOW, THEREFORE, It is hereby resolved and ordered by the County Court of Grant County, West Virginia, as follows:

Section 1. That a public service district within Grant County, West Virginia, is hereby created and said district shall have the following described boundaries:

The proposed district is bounded roughly as follows: BEGINNING at the Village of Mt. Storm and extending an Easternly direction following Route 50 to the Mineral County line, thence with the Mineral County line to the North Branch of the Potomac River, thence up said river to the outer limits of the Town of Bayard, thence following the limits to Route 90/1; thence following Route 90/1 the Northsouth grid 79° 20', thence with the Tucker County line to the East West grid 39° 10', thence with the East West grid 39° 10' crossing Stoney River and Helmick Run to the intersection of the North South grid 70° 15', thence with said grid to the intersection of Route 42/1, thence with said Route 42/1 to the intersection of route 50/3 at Bismark, thence following Route 42/1 to Route 42, thence with Route 42 to Mt. Storm. The grids and other land marks hereinbefore described are shown on a General Highway Map of Grant County, West Virginia, prepared by the State Road Commissioner for the year 1950.

A map of the said district has been filed with the Court and is contained among the records of the Court proceedings in relation to this matter.

Section 2. That said public service district so created shall have the name and corporate title of the Mountain Top Public Service District and shall constitute a public corporation and political subdivision of the State of West Virginia having all the rights and powers conferred on public service districts by the laws of the State of West Virginia and particularly Article 13A of Chapter 16 of the West Virginia Code.

Section 3. That the County Court of Grant County, West Virginia, has determined that the territory herein described is so situate that the construction or acquisition by purchase or otherwise and the maintenance, operation, improvement and extension of properties supplying both water and sewerage services withinsuch territory by saidpublic service district will be conducive to the preservation of public health, comfort and convenience of such area.

ADOPTED BY THE COUNTY COURT May 14,1970.

Evers Bergdoll
President

Attest:

Elton M. Hiser
Clerk

IN WITNESS WHEREOF, I have hereunto affixed my official signature and seal of said Court at Petersburg, West Virginia, this 14th day of May, 1970.

Elton M. Hiser
County Court Clerk

THE FOLLOWING ORDERS WERE ORDERED PAYABLE OUT OF THE GENERAL COUNTY FUND:

W. A. Rodgers, labor at Judge's Office	$22.50	#18529
J. B. Hawse, P.M. postage Clerk's Office	12.00	#18530
SAME	1.20	#18531
Hobert Schell, serving process & making arrests	66.50	#18532
Lowell E. Alt, Same	168.70	#18533
Bishoff's Studio & Camera Center, expense of P.A.	5.39	#18534
Grant Memorial Hospital,X-Ray Richard Dudley	25.00	#18535
Judy's Drug Store, prescriptions Wayne Short #9601 & 10079	7.50	#18536
Harry R. McCulloh,Atty fee State Vs. Richard E. Dudley #728	25.00	#18537
James Paul Geary, Atty fee State Vs. Dudley #728	25.00	#18538
Harry R. McCulloh, Atty fee State Vs. Richard E. Dudley #729	25.00	#18539
James Paul Geary, Atty. Fee State Vs. Same #729	25.00	#18540
J & K Pest Control, Pest Control for March & April	9.27	#18541
Petersburg Oil Company, gas	2.42	#18542
Mathias & Company, Inc., Groceries for Jail #42167	23.81	#18543
Oxford Chemicals, supplies for Jail Invoice #1010393	39.00	#18544
Dick's Plumbing & Heating Service, Jail Expense	33.25	#18545
Olie Hartman, plowing & disc garden for Jail	14.00	#18546
Ort Bakers, Bread for County Jail	19.44	#18547
W. E.Harman & Son, Groceries for County Jail	115.35	#18548
Halterman's V & S. Hardware, Jail Supplies #51430 & 52007	18.76	#18549
O. S. Kimble, supplies for Jail	6.87	#18550
Boan's Lime & Stone, Inc., Invoice #483	27.00	#18551
Groves Oil & Supply, Inc.,Fuel Invoice #2872	160.72	#18552
City of Petersburg, W.Va.,water bill for Jail	14.12	#18553
City of Petersburg, W.Va. Water bill for C.H.	14.23	#18554
B-K Office Supply, Inc., supplies Clerk's Office	19.34	#18555
Geo. D. Barnard Co.,supplies Clerk's Office Order # 06 518 & 06 519	61.24	#18556
Geo. D.Barnard Co., supplies Sheriff's Office Order #06 445 & 06 444	56.97	#18557
Elton M. Hiser, postage Clerk's Office	.30	#18558
Grant County Press, postage Clerk's Office	75.40	#18559
Grant County Press, election supplies	203.19	#18560
Sheriff of Grant County, postage Sheriff's Office	12.00	#18561
Grant County Press, advertising	186.72	#18562
Grant County Press, election supplies	248.83	#18563

EXHIBIT

NOTICE OF PUBLIC HEARING ON ACTION OF THE GRANT COUNTY COMMISSION PROPOSING THE EXTENSION OF THE BOUNDARIES OF THE MT. TOP PUBLIC SERVICE DISTRICT, AS PROVIDED FOR IN CHAPTER 16, ARTICLE 13A, SECTION 2, OF THE WEST VIRGINIA CODE, AS AMENDED.

Notice is hereby given that the County Commission of Grant County, West Virginia, will hold a public hearing on the advisability of extending the boundaries of the Mt. Top Public Service District, a public corporation, into a portion of Mineral County, West Virginia. All residents of Grant County, as well as residents in that portion of Mineral County embraced by said extension are hereby notified that the Grant County Commission upon its own motion has instituted this action for the purpose of providing water services to the area hereinafter described.

The proposed extension is bounded roughly as follows:

Beginning at a point of intersection of U.S. Route 50 and the Mineral County - Grant County line;

Thence, from said point of beginning, in an easterly direction, and with said Mineral County - Grant County line, to a point located 500' radially, south of said U.S. Route 50;

Thence, in an easterly direction, parallel with and remaining 500' south of said Route 50 to a point located 500' east of the intersection of said Route 50 and State Route 42;

Thence, in a northernly direction, parallel with and remaining 500' east of said Route 42 to a point located in the centerline of Emory Creek

Thence, in a northwesterly direction, with said Emory Creek to th centerline intersection of said Creek with Abram Creek in Emoryville;

Thence, in a northewesterly direction, with said Abram Creek to the intersection of said creek with County Route 2 near Oakmont;

Thence, in a northwesterly direction, parallel with and remaining 500' radially northeast of County Route 2/2 to a point in the North Branch of the Potomac River on the common line of the State of Maryland and the State of West Virginia;

Thence, in a southwesterly direction, and with the South Branch of Potomac River and the common line of the State of Maryland and State of West Virginia to a point of intersection of Mineral County and Grant County line;

Thence in an easterly direction and with the Mineral County and Grant County line to a place of beginning.

Reference map being the General Highway Map of Mineral County prepared by the West Virginia Department of Highways.

You are further advised that all persons residing in, or owning, on,having ant,interest in property in the territory to be embraced in the etension of said public service district shall have an opportunity to be heard for or against its extension. The County Commission shall at that time consider and determine the feasibility of the extension of said public service district. Said hearing shall be conducted on Janary 25, 1978, at 7:00 P.M. on tghat day at the Mt. Storm Community Center, Mt. Storm, West Virginia, at which time all interested parties are advised to be present and to be heard.

Respectfully notified this the 22nd day of December, 1977.

Marc L. Harman

Marc L. Harman, Clerk
Grant County Commission

12-22-77
drc

State of West Virginia,

Grant County, to-wit:

I, Marc L. Harman, Clerk of the County Commission of Grant County, West Virginia, do hereby certify that the foregoing is a true and complete copy of the Notice of Public Hearing of the Grant County Commission proposing the Extentison of the Boundaries of the Mt. Top Public Service District, as the same appears on record in my office in County Court Order Book 10, Page 266.

Given under my hand and seal this the 24th day of May, 1979.

CLERK COUNTY COMMISSION

RESOLUTION AND ORDER RECOMMENDING THE EXTENSION OF THE BOUNDARIES OF THE MOUNTAIN TOP PUBLIC SERVICE DISTRICT, A PUBLIC CORPORATION, INTO A PORTION OF MINERAL COUNTY, WEST VIRGINIA

WHEREAS, the County Commission of Grant County did by resolution and order adopted on May 14, 1970, ~~said County Commission did~~ create the Mountain Top Public Service District as a public corporation; and

WHEREAS, the County Commission of Grant County did by resolution and order adopted on December 22, 1977, propose the extension of said Mountain Top Public Service District into a portion of Mineral County, West Virginia, and fix a date for a public hearing on the proposed extension of said Public Service District, and in and by said resolution and order provide that all persons residing in or owning or having any interest in property in the proposed extension might appear before the County Commission at said meeting and have the opportunity to be heard for and against the extension of said district, and

WHEREAS, notice of the hearing was duly given in the manner provided and required by Chapter 16, Article 13A, Section 2 of the West Virginia Code, as amended, and all interested persons have been afforded an opportunity of being heard for and against the extension of said district, but no written protest has been filed by any qualified voters registered and residing within said proposed extension of said public service district; and

WHEREAS, in view of the fact that said proposed extension will be in Mineral County, West Virginia, the Mineral County Commission did meet in conjunction with the Grant County Commission at the time of said public hearing and did review the materials and evidence presented at said public hearing; and

WHEREAS, it is now deemed advisable by this County Commission to adopt a resolution and order recommending the extension of said Mountain Top Public Service District as proposed.

NOW THEREFORE, It is hereby resolved and ordered by the County Commission of Mineral County, West Virginia, as follows:

Section 1. That it is recommended to the County Commission of Grant County, West Virginia, that it adopt a resolution and order extending the boundaries of the Mountain Top Public Service District as follows:

"Beginning at a point of intersection of U. S. Route 50 and the Mineral County - Grant County Line; Thence, from said point of beginning, in an easterly direction, and with said Mineral County - Grant County line, to a point locat 500' radially, south of said U. S. Route 50; Thence, in an easterly direction, parallel with and remaining 500' south of said Rt. 50 to a point located 500' east of the intersection of said Route 50 and State Route 42; Thence, in a northerly direction, parallel with and remaining 500' east of said Route

42 to a point located in the centerline of Emory Creek; Thence, in a northwesterly direction, with said Emory Creek to the centerline intersection of said Creek with Abram Creek in Emoryville; Thence, in a northwesterly direction, with said Abram Creek to the intersection of said creek with County Route 2 near Oakmont; Thence, in a northwesterly direction, parallel with and remaining 500' radially northeast of County Route 2/2 to a point in the North Branch of the Potomac River on the common line of the State of Maryland and the State of West Virginia; Thence, in a southwesterly direction, and with the South Branch of the Potomac River and the common line of the State of Maryland and State of West Virginia to a point of intersection of Mineral County and Grant County line; Thence in an easterly direction and with the Mineral County and Grant County line to place of beginning.

Reference map being the General Highway Map of Mineral County prepared by the West Virginia Department of Highways."

A map of said extension has been filed with the Commission and is contained among the records of the Commission proceedings relating to this matter.

Section 2. That the County Commission of Mineral County, West Virginia is of the opinion that the territory herein described is so situate that the construction or acquisition by purchase or otherwise and the maintenance, operation and extension of properties supplying water and/or sewage services within such territory by said Public Service District will be

conductive to the preservation of public health, comfort and convenience of such area.

Section 3. That the Clerk shall also forward a certified copy of this Resolution and Order to the Clerk of the Grant County Commission in order to advise said Commission of our recommendation and cooperation in this matter.

Given under my hand this the 7th day of February, 1978.

STATE OF WEST VIRGINIA,

COUNTY OF MINERAL, TO-WIT:

I, Willie May Valentine, Clerk of the County Court of Mineral County, Court of Record in and for said County and State, do certify that the foregoing is a true, accurate and complete photostatic copy of the Resolution and Order of the Boundaries of the Mountain Top Public Service District recorded in Order Book No. 7.

IN WITNESS WHEREOF, I have hereto set my hand and the seal of said Court at my Office in said County this 15th day of February, 1978.

Willie May Valentine
Clerk of County Court

BY _____
(Deputy)

STATE OF WEST VIRGINIA;

COUNTY OF GRANT, to-wit:

The foregoing are a true and actual copies of the Resolution and Order Extending the Boundaries of the Mt. Top Public Service District as are recorded in County Commission Order Book 11 at Pag 503.

Given under my hand and seal this 21st day of April, 1989.

Harold L. [illegible]

CLERK COUNTY COMMISSION

RESOLUTION AND ORDER EXTENDING THE BOUNDARIES OF THE MOUNTAIN TOP PUBLIC SERVICE DISTRICT, A PUBLIC CORPORATION, INTO A PORTION OF MINERAL COUNTY, WEST VIRGINIA

WHEREAS, the County Commission of Grant County did by resolution and order adopted on May 14, 1970, said County Commission did create the Mountain Top Public Service District as a public corporation; and

WHEREAS, the County Commission of Grant County did by resolution and order adopted on December 22, 1977, proposed the extension of said Mountain Top Public Service District into a portion of Mineral County, West Virginia, and fix a date for a public hearing on the proposed extension of said Public Service District, and in and by said resolution and order provide that all persons residing in or owning or having any interest in property in the proposed extension might appear before the County Commission at said meeting and have the opportunity to be heard for and against the extension of said district; and

WHEREAS, notice of the hearing was duly given in the manner provided and required by Chapter 16, Article 13A, Section 2 of the West Virginia Code, as amended, and all interested persons have been afforded an opportunity of being heard for and against the extension of said district, but no written protest has been filed by any qualified voters registered and residing within said proposed extension of said public service district; and

WHEREAS, in view of the fact that said proposed extension will be in Mineral County, West Virginia, the Mineral County Commission did meet in conjunction with the Grant County Commission at the time of said public hearing and did review the materials and evidence presented at said public hearing; and

WHEREAS, the Commission has received a Resolution and Order from the Mineral County Commission recommending that said public service district be extended and further showing their cooperation in this matter; and

WHEREAS, it is now deemed advisable by the Grant County Commission to adopt a resolution and order extending said Mountain Top Public Service District:

NOW, THEREFORE, it is hereby resolved and ordered by the County Commission of Grant County, West Virginia, as follows:

THAT the Mountain Top Public Service District previously created within Grant County, West Virginia is hereby extended into a portion of Mineral County and said extension shall have the following described boundaries:

The territory to be embraced in the extension of said public service district shall be as follows:

Beginning at a point of intersection of U. S. Route 50 and the Mineral County - Grant County line;

Thence, from said point of beginning, in an easterly direction, and with said Mineral County - Grant County line, to a point located 500' radially, south of said U. S. Route 50;

Thence, in an easterly direction, paralled with and remaining 500' south of said Route 50 to a point located 500' east of the intersection of said Route 50 and State Route 42;

Thence, in a northerly direction, parallel with and remaining 500' east of said Route 42 to a point located in the centerline of Emory Creek;

Thence, in a northwesterly direction, with said Emory Creek to the centerline intersection of said creek with Abram Creek in Emoryville;

Thence, in a northwesterly direction, with said Abram Creek to the intersection of said creek with County Route 2 near Oakmont;

Thence, in a northwesterly direction, parallel with and remaining 500' radially northeast of County Route 2/2 to a point in the North Branch of the Potomac River on the common line of the State of Maryland and the State of West Virginia;

Thence, in a southwesterly direction, and with the South Branch of the Potomac River and the common line of the State of Maryland and State of West Virginia to a point of intersection of Mineral County and Grant County line;

Thence in an easterly direction and with the Mineral County and Grant County line to place of beginning.

THAT said extension so created shall be a part of the Mountain Top Public Service District, which is a public corporation and political subdivision of the State of West Virginia and with respect to said extended boundaries said public service district shall have all the rights and powers

conferred on public service districts by the Laws of the State of West Virginia and particularly Chapter 16, Article 13A of the West Virginia Code, as amended.

THAT the County Commission of Grant County, West Virginia, has determined that the territory herein described is so situate that the construction or acquisition by purchase or otherwise and the maintenance, operation, improvement and extension of properties supplying both water and sewerage services within such territory by said public service district will be conductive to the preservation of public health, comfort and convenience of such area.

Given under my hand on this the 24th day of May, 1979.

Linton H. Sites
President

Bernice P. Carr
Administrative Secretary

ENTER NUNC PRO TUNC February 15, 1978

GRANT COUNTY COMMISSION
PETERSBURG, WEST VIRGINIA 26847

GRANT COUNTY COMMISSION MEETING

Date: December 19, 2006 **Time:** 3:30 p.m. **Location:** Lower Level Conference Room Grant County Courthouse

Commissioners:
Charles L. Goldizen, Jr., President
Jeffrey S. Barger
James E. Wilson, Jr.

Reporting:
Tom Hencke, Grant County Press
Sharon L. Van Meter, County Clerk's Office

AGENDA ITEM: President Goldizen called the meeting of December 19, 2006 to order at 3:30 p.m.

AGENDA ITEM: EOC/911 DIRECTOR PEGGY ALT & MR. ARLIE ASHBY ROAD NAME CHANGES

DISCUSSION: Grant County EOC/911 Director Peggy Alt and Mr. Arlie Ashby appeared before the commission to discuss road name changes. Mr. Ashby reviewed the requested changes for the commission:

ACTION: The commission approved the following road name changes:

1. Mountain High Trail replaces Little Mountain High Trail. **MOTION:** Wilson-Barger.
2. Big D Ranch Road replaces Powers Hollow Road. **MOTION:** Wilson-Barger.
3. Ashby Drive will remain Ashby Drive. **MOTION:** Wilson-Barger.

FOLLOW UP: None required.

AGENDA ITEM: TAX OFFICE PRINTER

DISCUSSION: Grant County Sheriff Art Puffenbarger and Ms. Tracy Feaster appeared before the commission to report to them that on Monday, November 13, 2006, the IBM 6400 Printer in the Sheriff's Office crashed. Ms. Feaster presented the commission the estimate she had prepared for the commissions review. The printer's maintenance agreement had been released. Ms. Feaster informed the commission to purchase a new IBM printer the cost is approximately $ 4,917.00, and monthly maintenance agreement would cost $97.00 per month. This fee does include service and parts.

Ms. Feaster contacted Software Systems located in Morgantown, West Virginia. The salesman explained that if the Sheriff were to purchase the Software System's printer the tax mailers out would be prepared and finished by Software System's. The cost would include what Grant County already pays for postage to send out tax mailers. This would save the tax department a lot of time and effort. Ms. Feaster explained that the Grant County Sheriff's Tax Department sends approximately 17,000 tax statements at a cost of thirty-nine cents per statement for postage, which totals $6,630.00. Ms. Feaster explained the cost of the tax statements plus the postage totals $8,030.00. Ms. Feaster explained that any increase would be due to increase in postage. Software Systems will sell the sheriff's department a printer for printing daily and monthly reports at the cost of $500.00.

ACTION: The commission approved the contract with Software System's for the work for the amount of $8,030.00 and an additional $500.00 for the purchase of a printer for daily and monthly reports. **MOTION:** Wilson-Barger.

FOLLOW UP: None required.

AGENDA ITEM: APPROVAL OF THE MINUTES OF NOVEMBER 14TH, 2006

DISCUSSION: President Goldizen presented the minutes of November 14th, 2006 for approval.

ACTION: The commission approved of the minutes of November 14th, 2006 as presented. **MOTION:** Wilson-Barger.

FOLLOW UP: None required.

AGENDA ITEM: APPROVAL OF THE MINUTES OF NOVEMBER 15TH, 2006

DISCUSSION: President Goldizen presented the minutes of November 15th, 2006 for approval.

ACTION: The commission approved of the minutes of November 15th, 2006 as presented. **MOTION:** Wilson-Barger.

FOLLOW UP: None required.

AGENDA ITEM: GRANT COUNTY CLERK HAROLD G. HISER ELECTION & COUNTY CLERK OFFICE EXPENDITURES

DISCUSSION: Grant County Clerk Harold G. Hiser appeared before the commission to discuss the lack of filing space in the Grant County Clerk's Office vault.

ACTION: None required.

FOLLOW UP: None required.

AGENDA ITEM: RECESS

DISCUSSION: None required.

ACTION: The commission recessed at 4:00 p.m. to the Grant County Clerk's Office to observe the county clerk's vault filling space. **MOTION:** Barger-Wilson

FOLLOW UP: None required.

AGENDA ITEM: RECONVENING OF COMMISSION MEETING

DISCUSSION: None required.

ACTION: The commission reconvened at 4:20 p.m. with no action taken. **MOTION:** Wilson-Barger.

FOLLOW UP: None required.

AGENDA ITEM: CIRCUIT CLERK BETTY MOOMAU'S FILE REQUEST

DISCUSSION: Grant County Administrator Cindy Whetsell reminded the commission that at the commission meeting of October 10, 2006, Grant County's Circuit Clerk Betty C. Moomau had discussed with them the necessary office renovations for the circuit clerk's office. Maintenance Director Lewis G. Alt planned the renovations for the first part of the year of 2007.

Grant County Administrator Cindy Whetsell reminded the commission that Circuit Clerk Moomau had previously informed them her office is running out of filing space. She believes a stabilized lateral-track-run filing system would provide easy accessibility. Landis Office Center has this filing system for a quoted price of $6,200.00. The agreement with Landis Office Supplies must be executed by December 31, 2006, in order to obtain the quoted price. The commission agreed to pay fifty percent up front and fifty percent at the end of the job.

ACTION: The commission authorized approval to enter into a contract with Landis Office Supplies in order to obtain the price of $6,200.00 for a stabilized lateral-track-run filing system in the Grant County Circuit Clerk's Office. The commission agreed to pay fifty percent (50%) initially, and fifty percent (50%) at the completion of the job. **MOTION:** Barger-Wilson.

FOLLOW UP: None required.

AGENDA ITEM: MAPPING & ADDRESSING CONTRACT

DISCUSSION: Grant County Administrator Cindy Whetsell informed the commissioners that Grant County is still under contract with Interact for the Computer Assisted Mapping Program (CAD). Ms. Whetsell further explained that due to the existing contract, the commission could use Interact as a mapping and addressing vendor to complete the mapping and addressing without going out to bid. Mr. Whetsell told the commissioners that In-

teract could also extend the contract period. The cost to complete the mapping and addressing project with Interact is $75,000.00. Ms. Whetsell explained that the county would receive $32,000.00 from the State and that this money would help defray the county's cost. The payments to Interact are to be paid in installments. The down payment is $22,500.00.

ACTION: The commission authorized approval for Interact to conduct Grant County's Mapping and Addressing for the 911 project. **MOTION:** Wilson-Barger.

FOLLOW UP: None required.

AGENDA ITEM: APPROVAL OF ESTATES

DISCUSSION: None required.

ACTION: The commission hereby orders that the following actions taken by the clerk in vacation of the commission be approved:

-Report of Debts and Demands Against the Estate of Charles L. Halterman and First and Final Accounting of Virginia B. Halterman, Executrix of the Estate of Charles L. Halterman.
-Waiver of Final Settlement in the Matter of the Estate of William Jettie Simmons, David W. Simmons, Executor;
-Waiver of Final Settlement in the Matter of the Estate of Clay Queen Post, Daniel J. Post, Executor;
Waiver of Final Settlement in the Matter of the Estate of Edna S. Post, Daniel J. Post, Executor. **MOTION:** Wilson-Barger.

FOLLOW UP: None required.

AGENDA ITEM: ACTIONS OF THE CLERK

DISCUSSION: None required.

ACTION: The commission hereby orders that the following actions taken by the clerk in vacation of the commission be approved:

-Wills lodged in the Clerks Office: None;
-Wills admitted to probate: Allen Jeffrey Conrad, Helene B. Jensen, Charles E. Kessel, Edna Mae Sites;
-Qualification orders granted in the estates: Allen Jeffrey Conrad, Alisa M. Weatherholt, Administratrix, C.T.A.; Helen B. Jensen, Duke A. McDaniel, Executor; Charles E. Kessel, Betty Louise S. Kessel, Executrix; Edna Mae Sites, Eugene E. Sites, Executor; William Eston Gilmore, James Gilmore, Administrator; Janet Thompson, Harry W. Thompson, Administrator; William Joe Helmick,William Helmick, Jr., Administrator; Eugene Crites, Glona J. Smith, Administratrix. **MOTION:** Wilson-Barger.

FOLLOW UP: None required.

AGENDA ITEM: APPROVAL OF EXONERATIONS

DISCUSSION: None required.

ACTION: The commission and Prosecuting Attorney Dennis DiBenedetto and Assessor Ralph Layton approved the following exonerations:

-Jeffrey A. Lafferre, Grant District, amounting to $211.72 per half, being real property taxes for the year of 2006,
-Janie M. Shirk, Grant District, amounting to $15.17 per half, being personal property and real estate taxes for the year of 2006. **MOTION:** Barger-Wilson.

FOLLOW UP: None required.

AGENDA ITEM: CITY OF PETERSBURG ANNEXATION PETITIONS

DISCUSSION: Prosecuting Attorney Dennis DiBenedetto appeared before the commission to present them petitions from the City of Petersburg for Mr. Gary Michael, Mr. Tyson Michael and Mr. Steven & Ms. Donna Shoemaker. These individuals have filed to request they be permitted to annex a small amount of acreage as a part

of the city limits of Petersburg by virtue of a minor boundary adjustment. The State Code allows for boundary adjustments but under certain circumstances. The law places the reasonability upon the commission, and they would have to set a date for public hearing, provide notice by a Class II advertisement in the local newspaper and the commission would have to determine in whether to grant the minor boundary adjustment. Prosecuting Attorney DiBenedetto explained that at this time they must decide if these individuals meet the minor requirements of the code. Prosecuting Attorney DiBenedetto reviewed items the commission must consider in determining whether to grant the minor boundary adjustment.

ACTION: The commission authorized approval to hold the first Public Meeting on Tuesday, January 23, 2006 at 3:00 p.m. concerning the petitions from the City of Petersburg for Mr. Gary Michael, Mr. Tyson Michael and Mr. Steven & Ms. Donna Shoemaker. **MOTION:** Wilson-Barger.

FOLLOW UP: None required.

AGENDA ITEM: COMMISSIONER JIM WILSON UPDATE

DISCUSSION: Commissioner Wilson updated the commission concerning the Planning Commission and the Joy Retreat Center payment on the low interest loan the commission made to them in 2004.

ACTION: None required.

FOLLOW UP: None required.

AGENDA ITEM: APPRAISER AND REAL ESTATE DEVELOPER DAVID VAN METER – LAND DEVELOPMENT

DISCUSSION: Appraiser and Developer David Van Meter appeared before the commission to question President Goldizen concerning the number of terms he has served, and the rotation schedule of the commission serving on the Grant County Development Authority. President Goldizen explained he has served two (2) terms on the development authority. President Goldizen explained he has not rotated since he has become a commissioner.

Mr. Van Meter inquired if President Goldizen had a rough figure for the cost of developing the Borrow Site. President Goldizen introduced the Grant County Development Authority Vice President Dwight Calhoun. Mr. Calhoun stated that 1.7 million dollars is the projected cost. Mr. Van Meter inquired if a site analysis had been conducted. Mr. Terry Lively, Assistant Director of Region 8 Planning & Development Committee, presented the history of the Borrow Site. Mr. Lively explained a site analysis of the Borrow Site was conducted in 1990-1991. Mr. Van Meter asked President Goldizen how having the Borrow Site would be superior to a site located off of Corridor H. President Goldizen explained Grant County has an Industrial Park off of Corridor H located on the Mountain Top – it's just waiting for the road to be built. President Goldizen was unsure if a petition was conducted to move the funding to another site. Mr. Lively explained he had no experience because he never had any reason to petition funding be moved in the past.

ACTION: None required.

FOLLOW UP: None required.

AGENDA ITEM: MOUNTAIN TOP PUBLIC SERVICE DISTRICT BOARD APPOINTMENT

DISCUSSION: President Goldizen presented a letter requesting the reappointment of Mr. Charles M. Culp, Sr., to continue his position on the Mountain Top Public Service District (MTPSD) Board for another term. Mr. Culp's current term expires December 31, 2006. President Goldizen explained the commission also received recommendations from several citizens for Mr. Culp's replacement. Commissioner Wilson explained his apprehension with Mr. Culp's reappointment to the MTPSD.

ACTION: The commission authorized the appointment of Mr. Doug Lyons as the Mountain Top Public Service District Board member replacing Mr. Charles M. Culp, Sr. **MOTION:** Wilson-Barger.

FOLLOW UP: None required.

AGENDA ITEM: GRANT COUNTY VOLUNTEER FIRE ASSOCIATION FIRE INSURANCE REIMBURSEMENT

DISCUSSION: Fire Chief of the Mount Storm Volunteer Fire Company and President of the Grant County Volunteer Fire Association Jim Idleman; Bayard Fire Department member John Mulligan; and Fire Chief of the Bayard Fire Department and member of the Grant County Fireman's Association Butch Lloyd, all appeared before the commission. Mr. Idleman explained research has been conducted to determine ways the fire companies can recover expenditures. It was found that several counties were able to pass an ordinance allowing volunteer fire companies to recover some of these costs incurred in some of the emergency circumstances. Mr. Idleman explained and reviewed Article 7 Section 1, describing that volunteer fire companies may be reimbursed for costs incurred in some emergency incidents. The reimbursement for the fire companies is not for user fees, but is an insurance reimbursement claim. If the commission authorizes its approval it would allow the association to recover from property owners emergency funds which were incurred. Mr. Idleman explained the procedure of how the billing would be conducted.

Prosecuting Attorney Dennis DiBenedetto suggested the commission conduct two (2) public hearings to allow the public the ability to review and understand the volunteer fire company's insurance reimbursement ordinance. The commission arranged the schedule explained the first reading and adoption for the ordinance. Meetings will be held at the courthouse and Mt. Storm Fire Hall. The adoption of the ordinance should be in February 2007.

ACTION: None required.

FOLLOW UP: None required.

AGENDA ITEM: APPROVAL OF EXPENSES

DISCUSSION: None required.

ACTION: The bills were approved as presented. **MOTION:** Wilson-Goldizen.

FOLLOW UP: None required.

AGENDA ITEM: ADJOURNMENT

DISCUSSION: None required.

ACTION: There being no further business coming before the commission, the meeting adjourned.

MOTION: Wilson-Barger.

FOLLOW UP: None required.

James E. Wilson Jr.
PRESIDENT

ATTEST:

Harold G. Hiser
CLERK OF THE COUNTY COMMISSION

2-13-07
DATE APPROVED

STATE OF WEST VIRGINIA GRANT COUNTY CLERK'S OFFICE

I, Harold G. Hiser, Clerk of Grant County Commission, do hereby certify that this foregoing is a true and correct copy and transcript from the record of my office.

Given under my hand and seal of the said commission at Petersburg West Virginia, this the 29th day of February, 20 08

HAROLD G. HISER, CLERK GRANT COUNTY COMMISSION

BY Angela B Van Meter DEPUTY

GRANT COUNTY COMMISSION
PETERSBURG, WEST VIRGINIA 26847

GRANT COUNTY COMMISSION MINUTES

Date: May 10, 2005 **Time:** 9:30 a.m. **Location:** Lower Level Grant County Courthouse Conference Room

Commissioners:
Charles L. Goldizen, Jr., President
Jeffrey S. Barger
James L. Wilson, Jr.

Reporters:
Tom Hencke
Sharon L. Van Meter

AGENDA ITEM: President Goldizen called the meeting to order at 9:30 a.m.

AGENDA ITEM: APPROVAL OF THE MINUTES OF APRIL 26, 2005

DISCUSSION: President Goldizen presented the minutes of April 26, 2005 for approval.

ACTION: The commission approved the minutes of April 26, 2005 as presented. **MOTION:** Barger-Wilson.

FOLLOW UP: None required.

AGENDA ITEM: APPROVAL OF THE SPECIAL SESSION MINUTES OF MAY 3, 2005

DISCUSSION: President Goldizen presented the special session minutes of May 3, 2005 for approval.

ACTION: The commission approved the special session minutes of May 3, 2005 as presented. **MOTION:** Wilson-Barger.

FOLLOW UP: None required.

AGENDA ITEM: EXECUTIVE SESSION

DISCUSSION: None required.

ACTION: The commission convened into an executive session at 9:35 a.m., to discuss the budget (6-9A-4), with Ms. Alicia Reel, Chief Financial Officer. **MOTION:** Barger-Wilson. The commission came out of executive session with no action being taken at 10:07 a.m.

FOLLOW UP: None required.

AGENDA ITEM: MR. WILBUR KEFFER'S APPOINTMENT TO THE MOUNTAIN TOP PUBLIC SERVICE DISTRICT (MTPSD)

DISCUSSION: President Goldizen explained that at the prior regularly scheduled commission meeting of April 26, 2005, Ms. Ginger E. Bosley had been appointed to serve as a member of the MTPSD district. It has been brought to the attention of the commission that Ms. Bosley does not live within the boundary of the MTPSD and therefore is unable to serve in this capacity.

Commissioner Goldizen requested the appointment of Mr. Wilbur Keffer, of Mt. Storm, to the MTPSD.

ACTION: The commission authorized the appointment of Mr. Wilbur Keffer, of Mt. Storm, to the MTPSD Board of Director's. Mr. Keffer's appointment to the MTPSD was effective immediately and expires on May 10, 2011. **MOTION:** Wilson-Barger

FOLLOW UP: None required.

AGENDA ITEM: MS. BARBARA SMITH'S APPOINTMENT TO THE GRANT COUNTY PUBLIC SERVICE DISTRICT (GCPSD)

DISCUSSION: President Goldizen requested the appointment of Ms. Barbara Smith to the Grant County Public Service District (GCPSD) to fill the unexpired term of Ms. Juanita Lloyd.

ACTION: The commission authorized the appointment of Ms. Barbara Smith to the Grant County Public Service District (GCPSD). Ms. Smith's appointment was effective immediately and will expire on November 11, 2006. **MOTION:** Wilson-Barger.

FOLLOW UP: None required.

AGENDA ITEM: FINANCIAL STATEMENT AND MONTHLY BANK RECONCILIATION SETTLEMENT

DISCUSSION: President Goldizen requested the minutes reflect the commission reviewed the financial statement and the monthly bank reconciliation statement for the month ending April 29, 2005.

ACTION: None required.

FOLLOW UP: None required.

AGENDA ITEM: REAPPOINTMENT OF MS. JOYCE STEWART - GRANT COUNTY BOARD OF HEALTH

DISCUSSION: President Goldizen presented a letter from the Grant County Board of Health explaining that Ms. Joyce Stewart's term will expire on June 30, 2005. Chairman of the Board of Health Steve Judy requested the commission reappoint Ms. Stewart for another term.

ACTION: The commission authorized the reappointment of Ms. Joyce Stewart to a subsequent term of office on the Grant County Board of Health Board of Directors. Ms. Stewart's appointment will expire on June 30, 2010. **MOTION:** Wilson-Barger.

FOLLOW UP: None required.

AGENDA ITEM: APPOINTMENT OF MR. HENRY KOPPLE TO THE POTOMAC HEADWATERS RC&D COUNCIL

DISCUSSION: President Goldizen presented a request from the Potomac Headwaters RC&D Council for the reappointment of Mr. Henry Kopple.

ACTION: The commission authorized the reappointment of Mr. Henry Kopple to serve a subsequent term on the Potomac Headwaters RC&D Council. **MOTION:** Wilson-Barger.

FOLLOW UP: None required.

AGENDA ITEM: REAPPOINTMENT OF MR. LEE THOMPSON TO THE POTOMAC VALLEY TRANSIT AUTHORITY

DISCUSSION: President Goldizen presented a letter from the Potomac Valley Transit Authority requesting the reappointment of Mr. Lee Thompson to another term of office on the Potomac Valley Transit Authority's Board of Directors.

ACTION: The commission authorized the approval of the reappointment of Mr. Lee Thompson to the Potomac Valley Transit Authority's Board of Directors. **MOTION:** Wilson-Barger.

FOLLOW UP: None required.

AGENDA ITEM: DNR LEASE AGREEMENT POSTPONED

DISCUSSION: President Goldizen presented the lease agreement between the Grant County Commission and the West Virginia Division of Natural Resources (DNR) for office space for the period of July 2005 through June 2006.

ACTION: The commission agreed to postpone the approval of the lease agreement between the commission and the West Virginia Division of Natural Resources (DNR) for office space until the next regular commission's meeting. **MOTION:** Barger-Wilson.

FOLLOW UP: None required.

AGENDA ITEM: DIGITAL CAMERAS FOR THE SHERIFF'S DEPARTMENT

DISCUSSION: President Goldizen presented the commission a Local Law Enforcement Block Grant award for the purchase of digital cameras. This funding is for the total amount of $800.00 and requires President Goldizen's endorsement.

ACTION: The commission authorized President Goldizen to execute the Local Law Endorsement Block Grant award for the acceptance of $800.00, for the sheriff's department to purchase digital cameras. **MOTION:**

Wilson-Barger.

FOLLOW UP: None required.

AGENDA ITEM: BUDGET REVISIONS

DISCUSSION: The commission reviewed the budget revisions prepared by Ms. Alicia Reel, Chief Financial Officer, for departments #718-Flood Control and #408-Statewide Computer Network.

ACTION: The commission authorized approval the above referenced budget revisions. **MOTION:** Barger-Wilson.

FOLLOW UP: None required

AGENDA ITEM: COMMUNITY PARTNERSHIP GRANT AWARD ACCEPTANCE

DISCUSSION: Grant County Administrator Ms. Cindy Whetsell presented the commission a Community Partnership Grant Award for the Grant County Courthouse Annex. This grant funding is for the total amount of $25,000.00 and requires President Goldizen's endorsement.

ACTION: The commission authorized President Goldizen to execute the Community Partnership Grant Award for the acceptance of the grant award for the Grant County Courthouse Annex in the amount of $25,000.00. **MOTION:** Wilson-Barger.

FOLLOW UP: None required.

AGENDA ITEM: ACTIONS OF THE CLERK

DISCUSSION: None required

ACTION: The commission hereby orders the following actions taken by the clerk in vacation of the commission be approved:

-Wills lodged in the Clerk's office: None;
-Wills admitted to probate: John Byron Hawse, James Richard Smith;
-Qualification Order Granted in the Following Estates: John Byron Hawse, Rebecca A. Hawse; James Richard Smith, Nan Smith, Executrix; Sheriff Art Puffenbarger, Committee for Allen Simmons.

MOTION: Barger-Wilson.

FOLLOW UP: None required.

AGENDA ITEM: APPROVAL OF EXONERATIONS

DISCUSSION: None required.

ACTION: The commission and Prosecuting Attorney Dennis DiBenedetto and Assessor Ralph Layton approved the following exonerations:

-Matthew Ours, Grant District, amounting to $93.51 per half, being property taxes for the 2003,
-Matthew Ours, Grant District, amounting to $93.50 per half, being property taxes for the 2004,
-Alvin & Karen Merritt, Union District, amounting to $33.66 per half, being property taxes for the 2004 tax year. **MOTION:** Barger-Wilson.

FOLLOW UP: None required.

AGENDA ITEM: DENIAL OF EXONERATION

DISCUSSION: None required.

ACTION: The commission, Prosecuting Attorney Dennis DiBenedetto and Assessor Ralph Layton denied of the approved the following exoneration:

-Roscoe W. Hinkle, Milroy District, amounting to $57.76 per half, being personal property taxes for the 2004 tax year.

ACTION: None required.

AGENDA ITEM: SHERIFF ART PUFFENBARGER - OFFICE MODIFICATIONS

DISCUSSION: Sheriff Art Puffenbarger appeared before the commission to review and explain office modifications he is interested in implementing for the Grant County Sheriff's Tax Office. Sheriff Puffenbarger explained these modifications would provide a safer office for the Sheriff's Tax Office employees. Sheriff

Puffenbarger explained most of the modifications could be constructed by the maintenance office, although he would obtain a cost estimate.

ACTION: None required.

FOLLOW UP: None required.

AGENDA ITEM: PROBATION OFFICER LARRY WADE

DISCUSSION: Probation Officer Larry Wade appeared before the commission to introduce himself to the commission and request office space for him to assist him with conducting business. Probation Officer Wade serves Mineral and Grant counties and is appointed by the state to serve as a probation officer for the courts.

ACTION: None required.

FOLLOW UP: None required.

AGENDA ITEM: APPROVAL OF EXPENSES

DISCUSSION: None required.

ACTION: The bills were approved as presented. **MOTION:** Barger-Goldizen.

FOLLOW UP: None required.

AGENDA ITEM: PROSECUTING ATTORNEY DENNIS DIBENEDETTO - OFFICE CHANGES

DISCUSSION: Prosecuting Attorney Dennis DiBenedetto appeared before the commission to discuss moving forward with construction changes required for his office to relocate into the former magistrates office. Prosecuting Attorney DiBenedetto explained the former magistrate's office is in need of new carpeting and requires a new paint job. The commission requested Prosecuting Attorney DiBenedetto to obtain a cost estimate for the new carpeting.

ACTION: None required.

FOLLOW UP: None required.

AGENDA ITEM: ADJOURNMENT

DISCUSSION: None required.

ACTION: There being no further business coming before the commission, the meeting adjourned. **MOTION:** Barger-Goldizen.

FOLLOW UP: None required.

Charles L. Holley Jr.
President

Attest:

Harold G. Hiser
Clerk County Commission

5/24/05
Date

STATE OF WEST VIRGINIA GRANT COUNTY CLERK'S OFFICE

I, Harold G. Hiser, Clerk of Grant County Commission, do hereby certify that this foregoing is a true and correct copy and transcript from the record of my office.

Given under my hand and seal of the said commission at Petersburg West Virginia, this the 29th day of February, 20 08

HAROLD G. HISER, CLERK GRANT COUNTY COMMISSION

BY Angela R Cimmerle DEPUTY

GRANT COUNTY COMMISSION
PETERSBURG, WEST VIRGINIA 26847

GRANT COUNTY COMMISSION MINUTES

Date: December 17, 2002 **Time:** 3:30 p.m. **Location:** Lower Level Conference Room Grant County Courthouse

Commissioners:
Jane Kite Keeling, President
Robert F. Sites
Jeffrey Barger

Reporter:
Sharon L. Van Meter
Tom Hencke

AGENDA ITEM: President Keeling called the meeting to order at 3:30 p.m.

AGENDA ITEM: MOUNT STORM VOLUNTEER FIRE DEPARTMENT

DISCUSSION: Mr. Donald Burgess, Mr. Butch Harvey and Mr. Jimmy Idleman representing the Mt. Storm Volunteer Fire Department appeared before the commission. Mr. Idleman informed the commission the Mt. Storm Volunteer Fire Department has a desperate need of a new tanker to replace the 1975 International tanker which is currently in use. Mr. Idleman requested any funding assistance the commission could offer. The total cost of the tanker will be approximately $225,000.00. Mr. Idleman explained that the fire department currently maintains approximately $80,000.00 toward this purchase and the cost of the chassis is approximately $91,000.00.

The commission advised the gentlemen to register on the January 2003 county commission meeting agenda and obtain precise figures indicating the type of loan, how much money must be borrowed and payment arrangements for presentation at the meeting. The commission explained this would help the commission make their decision.

ACTION: None required.

FOLLOW UP: None required.

AGENDA ITEM: APPROVAL OF THE MINUTES OF DECEMBER 3, 2002

DISCUSSION: President Keeling presented the minutes of December 3, 2002 for approval. President Keeling indicated that corrections were necessary and instructed the clerk to incorporate same.

ACTION: The commission approved the minutes of December 3, 2002 with the necessary corrections being incorporated. **MOTION:** Sites-Barger.

FOLLOW UP: None required.

AGENDA ITEM: FINANCIAL STATEMENTS AND MONTHLY BANK RECONCILIATION STATEMENT

DISCUSSION: President Keeling requested the minutes reflect the commission reviewed the financial statements and monthly bank reconciliation statement for the month ending November 30, 2002.

ACTION: None required.

FOLLOW UP: None required.

AGENDA ITEM: OFFICE OF EMERGENCY SERVICES LETTER

DISCUSSION: President Keeling presented a letter from the Office of Emergency Services informing the commission that the first phase of funding for the Hazard Mitigation 322 Plan was submitted with the total authorized payment amount totaling $4,500.00.

ACTION: The commission approved and executed the first voucher stating the Grant County Commission has a share in the Hazard Mitigation 322 Plan. **MOTION:** Sites-Barger.

FOLLOW UP: None required.

AGENDA ITEM: APPOINTMENT TO MT. TOP PUBLIC SERVICE DISTRICT BOARD

DISCUSSION: President Keeling presented a letter from the Mt. Top Public Service District Board of Directors in reference to the reappointment of Mr. Steve D. Jackson. The letter explained that Mr. Jackson's current term expires December 31, 2002. The board of directors requested the commission reappoint Mr. Jackson to the board for another term allowing Mr. Jackson to maintain his current position as secretary of the board.

ACTION: The commission authorized the reappointment of Mr. Steve D. Jackson to the Mt. Top Public Service District Board of Directors for another term. **MOTION:** Barger-Sites.

FOLLOW UP: None required.

AGENDA ITEM: MR. HANK KOPPLE AND MR. DAN HOPE SUBDIVISION ORDINANCE PRESENTATION

DISCUSSION: Mr. Hank Kopple, Chairman of the Grant County Planning Commission and Mr. Dan Hope, appeared before the commission. Chairman Kopple delivered a presentation supporting the planning commission's final composition of the Subdivision Ordinance. Chairman Kopple explained that like it or not, progress and development will be coming to our area. Chairman Kopple explained that the final Subdivision Ordinance was liberal and followed the requirements of two (2) public hearings. Also, the ordinance has been amended many times and will be in need of future amendments.

Mr. Dan Hope contributed to Chairman Kopple's presentation to the commission on behalf of the planning commission explaining that the previous version of the Subdivision Ordinance which had been rejected now incorporates numerous revisions. Mr. Hope explained that passing the ordinance will allow the commission to regulate development when it initiates. The ordinance will not infringe upon families passing land to heirs. Mr. Hope clarified that if subdivisions are going to be developed, the planning commission simply wants orderly development of the county which would protect individuals purchasing the property.

Mr. Hope formerly presented the planning commission's recommendations for a Subdivision Ordinance be enacted on to the commission. Mr. Hope requested the commission act upon the document in an expedient manner so as to move forward into the next year with these plans in place.

ACTION: None required.

FOLLOW UP: None required.

AGENDA ITEM: BUDGET REVISION

DISCUSSION: None required.

ACTION: The commission approved the budget revision to Account No. 401 and 402 of the 2002-2003 General County Budget. **MOTION:** Sites-Barger.

FOLLOW UP: None required.

AGENDA ITEM: ACTIONS OF THE CLERK

DISCUSSION: None required.

ACTION: The commission hereby orders the following actions taken by the clerk in vacation of the commission be approved:

-Wills admitted to probate: Emmett W. Kile, Maxine V. Rotruck, Clyde Kenneth Hanlin;
-Qualification orders granted in the following estates: Emmett W. Kile, James Paul Geary, Executor; Maxine V. Rotruck, Larry A. Rotruck, Executor.
MOTION: Sites-Barger.

FOLLOW UP: None required.

AGENDA ITEM: MILLER LAND ACQUISITION

DISCUSSION: President Keeling informed the commission that at the previous Grant County Airport Authority meeting the airport authority agreed to purchase land from Mr. Danny Miller and Mr. Sheldon Miller for the purchase price of $122,000.00 with the exception of the Millers reserving the right to be permitted to rent the property for $1.00 per year for two (2) years after the sale and depending upon the date of the sale and looking at the pro-rating of the real estate taxes.

ACTION: The commission accepted the recommendation from the airport authority to purchase the land from Mr. Danny Miller and Mr. Sheldon Miller for the agreed purchase price of $122,000.00 with the noted exceptions. **MOTION:** Sites-Barger.

FOLLOW UP: None required.

AGENDA ITEM: "NO HUNTING" MILL CREEK DAM AREA

DISCUSSION: Commissioner Barger brought it to the attention of the commission that there have been reports of hunters trespassing in the Mill Creek Dam area. Commissioner Barger questioned if the "No Hunting" signs were still posted on the property.

Ms. Cindy Whetsell reported that she would check to insure that the "No Hunting" signs are posted on this property. President Keeling requested that Mr. Tom Hencke place this notice of "No Hunting" in the Grant County Press.

ACTION: None required.

FOLLOW UP: None required.

AGENDA ITEM: EXECUTIVE SESSION

DISCUSSION: None required.

ACTION: The commission convened into an executive session at 4:13 p.m., to discuss personnel issues. **MOTION:** Barger-Sites. The commission reconvened at 4:25 p.m., with no action taken in the executive session. **MOTION:** Barger-Sites.

FOLLOW UP: None required.

AGENDA ITEM: APPROVAL OF EXPENSES

DISCUSSION: None required.

ACTION: The commission approved the bills as presented. **MOTION:** Sites-Barger.

FOLLOW UP: None required.

AGENDA ITEM: MS. DOROTHY HAWK & MS ELIZABETH LUDWIG GRANT MEMORIAL HOSPITAL

DISCUSSION: Ms. Dorothy Hawk, Emergency Medical Technician (EMT), and Ms. Elizabeth Shifflet-Ludwig previous Risk Manager for Grant Memorial Hospital (GMH), appeared before the commission and presented the commission with a detailed hand-written schedule of events which began with a patient transport incident that occurred on October 29, 2002. Ms. Hawk was suspended from GMH by Ms. Diane Reel and subsequently fired on November 1, 2002 by Ms. Reel and Ms. Mary Beth Barr. It was stated to Ms. Hawk that Mr. Robert Harman, C.E.O. of GMH, had agreed to Ms. Hawk being fired. Ms. Hawk indicated that during the time she was suspended she did not have the opportunity to present a statement nor was she given an exit interview. Ms. Hawk explained she was told she was suspended and fired on the grounds of abandonment and insubordination concerning a medic transport.

Ms. Hawk explained that on the evening of October 29, 2002 Grant Com had paged for a Medic Crew transport for a patient to Morgantown, West Virginia. The ER staff had already contacted Valley Medical Transport concerning the transport and Valley Medical Transport dispatched a crew from Keyser, West Virginia. Following Valley Medical Transport being contacted, the ER also contacted a Medic who lives forty-five (45) to fifty (50) minutes away from GMH to do the same transport. The Medic informed the ER staff how far away she was, but they still wanted her to come. Ms. Hawk explained that she did contact the ER staff and inform them there was a severe ice storm in Mt. Storm, Allegheny and Garret counties and this would delay transport. Ms. Hawk inquired if the patient could be transported to another hospital. Ms. Hawk was informed by the ER staff there was no where else to transport the patient. Ms. Hawk informed the commission that during this entire incident there was no way, shape or form, in which she refused or said she was not going to transport the patient.

Ms. Hawk stated that the Medic crew was aware of the time period it was going to take the Medic to arrive to do the transport. Ms. Hawk explained that there was a one (1) hour delay for this patient waiting for the medic to arrive. The medic working on the night of October 29, 2002 never offered to transport the patient and there is no reference on the patient's chart concerning the delay. Ms. Hawk explained that she did not have any contact with the patient and did not know the patient.

Ms. Hawk explained that she was disciplined for a Medics responsibility and she is an EMT. When the medic did arrive, no one offered her a report or patient information. Valley Medical Transport arrived following the medics arrival. The medic will not make nor take the responsibility of transport if it was believed the patient was too unstable to make the transport.

Ms. Hawk informed the commission there are no certain policies or procedures concerning the transports in the ER and there is a severe lack in this area. Ms. Hawk explained that Ms. Reel already had her suspension prepared when she came in the door. Ms. Hawk refused to sign the document that Ms. Reel presented concerning Ms. Hawk's abandonment.

Ms. Hawk filed the grievance process. Ms. Hawk explained that she met with Ms. Sonnia Carter, Ms. Diane Reel, Ms. Mary Beth Barr and then with Mr. Harman. Mr. Harman placed Ms. Hawk on the agenda for the November 11, 2002 GMH board of directors meeting. Ms. Hawk

appealed her suspension, discharge and abandonment charges with the board. The board would not allow Ms. Hawk to make runs on the volunteer squad. Ms. Hawk believed that the volunteer squad is under county ruling and not GMH, because the Grant County Ambulance is owned by the county. Ms. Hawk explained that Mr. Harman, Ms. Barr, Ms. Reel, Ms. Sandy Michaels and Ms. Myra Huffman remained in the board meeting under executive session. However, she was not permitted to remain in the session and believes this was unfair.

For further information pertaining to the suspension, discharge and abandonment charges filed against Ms. Dorothy Hawk please refer to the audio tape transcript of December 17, 2002 meeting.

ACTION: None required.

FOLLOW UP: None required.

AGENDA ITEM: VETERANS ADMINISTRATION CLINIC DR. ALLAN KUNKEL'S ASSIGNMENT

DISCUSSION: President Keeling thanked the military veterans for coming to the meeting. President Keeling informed local veterans that the commission was in support of continuing negotiations to keep Dr. Allan Kunkel assigned to the Veterans Administration Clinic (VA) for two (2) days per week. VFW Commander Steve Rexrode spoke on behalf of the local veterans. Approximately one hundred fifty (150) military veterans and their families were in attendance for the commission meeting. The strong show of attendance was to indicate the veterans support for having Dr. Kunkel continue his service to the VA Clinic for two (2) days a week.

President Keeling explained that Mr. Walter Grove played a large role in notifying the county officials concerning the plans to remove Dr. Kunkel. Several veterans voiced their opinions and support for Dr. Kunkel's service.

For further information pertaining to the reassignment of Dr. Kunkel please refer to the audio tape transcript of December 17, 2002 meeting.

ACTION: None required.

FOLLOW UP: None required.

AGENDA ITEM: MR. GARY WHITE, CHAIRMAN OF GRANT COUNTY LOCAL EMERGENCY PLANNING COMMITTEE

DISCUSSION: Mr. Gary White, Chairman of the Grant County Local Emergency Planning Committee (LEPC), appeared before the commission to inform them there would be Tabletop Disaster on January 30, 2003 at the Maysville Fire Department.

Mr. White informed the commission he and State Trooper Thompson had attended the first meeting of the West Virginia Watch Program held in Morgantown, West Virginia. Thirty-five (35) counties are currently involved and there is an 800 number for the West Virginia Watch Program where terrorist activity can be reported. Mr. White explained there are concurrent meetings in January and February, 2003 which will supply further information. Mr. White explained that his job as coordinator is to go out to different organizations and enlighten them concerning the program.

The commission advised Mr. White to supply the commission with an affidavit indicating mileage, travel expenses and the cost of a pager and he would be issued reimbursement.

Mr. White informed the commission he would be representing the EMS Regional Board at a meeting with Legislature on January 28 and 29, 2003. Mr. White questioned if the commission would pay for room and board for two (2) nights to attend this meeting in Charleston, West Virginia. The commission instructed Mr. White to submit an affidavit for reimbursement.

ACTION: None Required.

FOLLOW UP: None required.

AGENDA ITEM: PRESIDENT KEELING FINAL ADDRESS

DISCUSSION: President Keeling explained that it has been a pleasure to serve the citizens of Grant County and she is a firm believer in the citizens right to know information whether it be good, bad or ugly.

President Keeling personally thanked Mr. Tom Hencke, reporter for the Grant County Press, for covering the issues that effect the citizens of Grant County.

President Keeling explained that she has served on the Grant County Airport Authority for six (6) years and she enjoyed working with all the gentlemen on the authority. President Keeling thanked the Mr. Donald Bane, Mr. Fred Bane, Mr. Allen Stahl and Mr. Larry Stahl for their support.

President Keeling stated she would miss her two (2) fellow commissioners and wished them a Merry Christmas.

ACTION: None required.

FOLLOW UP: None required.

AGENDA ITEM: RECESS

DISCUSSION: None required.

ACTION: There being no further business coming before the commission, the meeting recessed. **MOTION:** Sites-Barger.

FOLLOW UP: None required.

Jeff Sites
PRESIDENT

ATTEST: Harold G. Hiser
CLERK OF THE COUNTY COMMISSION

DATE APPROVED: 1-14-2003

STATE OF WEST VIRGINIA GRANT COUNTY CLERK'S OFFICE

I, Harold G. Hiser, Clerk of Grant County Commission, do hereby certify that this foregoing is a true and correct copy and transcript from the record of my office.

Given under my hand and seal of the said commission at Petersburg West Virginia, this the 29th day of February, 20 08

HAROLD G. HISER, CLERK GRANT COUNTY COMMISSION

BY Angela B Van Meter DEPUTY

MT. TOP PUBLIC SERVICE DISTRICT

P.O. Box 236, Mt. Storm, West Virginia 26739 • Phone (304) 693-7667

STATE OF WEST VIRGINIA, GRANT COUNTY, TO-WIT:

I, Steve Jackson, do solemnly swear that I will support the Constitution of the United States and the Constitution of this State, and that I will faithfully discharge the duties of the Chairman of the Mt. Top Public Service District, to the best of my skill and judgment, so help me God.

Steve A. Jackson

Sworn and subscribed to me, this undersigned authority, this 15th day of January, 2007.

Diane Larie Junkins

Diane Larie Junkins, Notary

STATE OF WEST VIRGINIA, GRANT COUNTY TO-WIT:

I, Diane Larie Junkins, Notary for the State of West Virginia, Grant County, do hereby certify that the forgoing is a true and complete copy of the Oath of Office for Steve Jackson, as Chairman of the Board of Directors of the Mt. Top Public Service District.

Given under my hand the Notary Seal of Grant County, West Virginia, this the 15th day of January, 2007.

Diane Larie Junkins

Diane Larie Junkins, Notary

My commission expires July 15, 2008

OFFICIAL SEAL
NOTARY PUBLIC
STATE OF WEST VIRGINIA
DIANE LARIE JUNKINS
P. O. BOX 206
MT. STORM, WV 26739
My commission expires July 15, 2008

This is an Equal Opportunity Program. Discrimination is prohibited by Federal Law.
Complaints of discrimination may be filed with the Secretary of Agriculture, USDA, Washington, DC 20250-0700

MT. TOP PUBLIC SERVICE DISTRICT

P.O. Box 236, Mt. Storm, West Virginia 26739 • Phone (304) 693-7667

STATE OF WEST VIRGINIA, GRANT COUNTY, TO-WIT:

I, Wilbur Keefer, do solemnly swear that I will support the Constitution of the United States and the Constitution of this State, and that I will faithfully discharge the duties of the Treasurer, of the Mt. Top Public Service District, to the best of my skill and judgment, so help me God.

Wilbur Keefer

Sworn and subscribed to me, this undersigned authority, this 18th day of May, 2005.

Diane Larie Junkins

Diane Larie Junkins, Notary

STATE OF WEST VIRGINIA, GRANT COUNTY, TO-WIT:

I, Diane Larie Junkins, Notary for the State of West Virginia, Grant County, do hereby certify that the foregoing is a true and complete copy of the Oath of Office for Treasurer, as a member of the Mt. Top Public Service District.

Given under my hand the Notary Seal of Grant County, West Virginia, this the 18th day of May, 2005.

Diane Larie Junkins

Diane Larie Junkins, Notary

My commission expires: July 15, 2008

OFFICIAL SEAL
NOTARY PUBLIC
STATE OF WEST VIRGINIA
DIANE LARIE JUNKINS
P. O. BOX 206
MT. STORM, WV 26739
My commission expires July 15, 2008

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MT. TOP PUBLIC SERVICE DISTRICT

P.O. Box 236, Mt. Storm, West Virginia 26739 • Phone (304) 693-7667

STATE OF WEST VIRGINIA, GRANT COUNTY, TO-WIT:

I, Douglas Lyons, do solemnly swear that I will support the Constitution of the United States and the Constitution of this State, and that I will faithfully discharge the duties of the Secretary of the Mt. Top Public Service District, to the best of my skill and judgment, so help me God.

Sworn and subscribed to me, this undersigned authority, this 15th day of January, 2007.

Diane Larie Junkins, Notary

STATE OF WEST VIRGINIA, GRANT COUNTY TO-WIT:

I, Diane Larie Junkins, Notary for the State of West Virginia, Grant County, do hereby certify that the forgoing is a true and complete copy of the Oath of Office for Douglas Lyons, as Secretary of the Board of Directors of the Mt. Top Public Service District.

Given under my hand the Notary Seal of Grant County, West Virginia, this the 15th day of January, 2007.

Diane Larie Junkins, Notary

My commission expires July 15, 2008

OFFICIAL SEAL
NOTARY PUBLIC
STATE OF WEST VIRGINIA
DIANE LARIE JUNKINS
P.O. BOX 203
MT. STORM, WV 26739
My commission expires July 15, 2008

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RULES OF PROCEDURE

MOUNTAIN TOP PUBLIC SERVICE DISTRICT

ARTICLE I

NAME AND PLACE OF BUSINESS

Section 1. Name: MOUNTAIN TOP PUBLIC SERVICE DISTRICT.

Section 2. The principal office of Mountain Top Public Service District (the "District") will be located on Bismark Road, Mt. Storm, Grant County, West Virginia.

Section 3. The Common Seal of the District shall consist of 2 concentric circles between which circles shall be inscribed Mountain Top Public Service District, and in the center shall be inscribed the corporate seal.

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

ARTICLE II

PURPOSE

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

ARTICLE III

MEMBERSHIP

Section 1. The members of the Board of the District (the "Board") shall be those persons appointed by The County Commission of Grant County, West Virginia, 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 Secretary 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 Secretary 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.

ARTICLE IV

MEETINGS OF THE PUBLIC SERVICE BOARD

Section 1. The members of the Board shall hold regular monthly meetings on the 3rd Monday of each month, 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 Chairman or by a quorum of the Board.

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

Section 3. Unless otherwise agreed, notice to members of regular meetings shall not be required. Unless otherwise waived, notice of each special meeting of the membership shall be given to all members by the Secretary by fax, telephone, mail or other satisfactory means at least two (2) days 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. No business other than that stated in the notice or incidental thereto shall be transacted at any such special meeting.

PUBLIC NOTICE OF MEETINGS

Section 4. Pursuant to Section 3, Article 9A, Chapter 6 of the West Virginia Code of 1931, as amended (1999 Revision), 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 (except in the event of an emergency requiring immediate action) as follows:

A. **Regular Meetings**. A notice shall be posted and maintained by the Secretary of the Board at the front door or bulletin board of the office of the District and, if different from the office, at the front door or bulletin board of the place fixed for regular meetings of the Board not less than three (3) business days before a regularly scheduled meeting

is to be held, stating the date, time and place fixed and entered of record by the Board for the holding of regularly scheduled meetings. In addition, a copy of the agenda for each regularly scheduled meeting shall be posted at the same locations by the Secretary of the Board not less than three (3) business days before such regular meeting is to be held. The agenda listing the matters requiring official action that may be addressed at the meeting may be amended up to two (2) business days prior to the meeting. If a particular regularly scheduled meeting is cancelled or postponed, a notice of such cancellation or postponement shall be posted at the same locations as soon as feasible after such cancellation or postponement has been determined.

B. Special Meetings. A notice shall be posted by the Secretary of the Board at the front door or bulletin board of the office of the District and at the front door or bulletin board of the place fixed for the regular meetings of the Board not less than two (2) business days before a specially scheduled meeting is to be held, stating the date, time, place and purpose for which such special meeting shall be held. In addition, a copy of the agenda listing the matters requiring official action that may be addressed at the meeting for each special meeting shall be posted at the same locations by the Secretary of the Board not less than two (2) business days before such special meeting is to be held. If the special meeting is cancelled, a notice of such cancellation shall be posted at the same locations as soon as feasible after such cancellation has been determined.

For the purposes of calculating the number of days in any notice period based upon business days, Saturdays, Sundays, legal holidays and the day of the meeting are not counted.

ARTICLE V

OFFICERS

Section 1. The officers of the Public Service Board shall be a Chairman, a Secretary and a Treasurer. The Chairman shall be elected from the members of the Public Service Board. The Secretary and Treasurer need not be members of the Public Service Board, and may be the same person.

Section 2. The officers of the Public Service Board shall be elected each year by the members at the first meeting held in such 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 Public Service Board at a regular or special meeting. Persons selected to fill vacancies shall serve until the following January meeting of the Board when their successors shall be elected hereinabove provided.

ARTICLE VI

DUTIES OF OFFICERS

Section 1. When present, the Chairman shall preside as Chairman at all meetings of the Public Service Board. The Chairman shall, together with the Secretary, sign the minutes of all meetings at which he or she shall preside. The Chairman shall attend generally to the executive business of the Board and exercise such powers as may be conferred by the Board, by these Rules of Procedure, or as prescribed by law. The Chairman shall execute, and if necessary, acknowledge for record, any deeds, deeds of trust, contracts, notes, bonds, agreements or other papers 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. The Secretary shall keep a record of all proceedings of the Board which shall be available for inspection as other public records. The Secretary shall, together with the Chairman, sign the minutes of the meetings at which he or she is present. The Secretary shall have charge of the minute book, be the custodian of the Common Seal of the District and all deeds and other writings and papers of the Board. The Secretary shall also perform such other duties as he or she may have under law by virtue of the office or as may be conferred from time to time by the members of the Board, these Rules of Procedure or as prescribed by law.

Section 3. The Treasurer shall be the lawful custodian of all funds of the District and shall disburse funds of the District 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 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. He shall perform such other duties as may be required of him by law or as may be conferred upon him by the members of the Board, these Rules of Procedure or as prescribed by law.

Section 4. If the Chairman, Secretary or Treasurer is absent from any meeting, the remaining members of the Board shall select a temporary chairman, secretary or treasurer, as necessary, who shall have all of the powers of the absent officer during such period of absence.

ARTICLE VII

AMENDMENTS TO RULES OF PROCEDURE

These Rules of Procedure may be altered, changed, amended, repealed or added to at any regular or special meeting of the Board by a majority vote of the entire Board, or at any regular or special meeting of the members when a quorum is present in person and a majority of those present vote for the amendment; but no such change, alteration, amendment, repeal or addition shall

be made at any special meeting unless notice of the intention to propose such change, alteration, amendment, repeal or addition and a clear statement of the substance thereof be included in the written notice calling such meeting.

These Rules of Procedure shall replace any and all previous rules of procedure, bylaws or similar rules heretofore adopted by the District.

Adopted this 17th day of March, 2008.

Steve D Jackson
Chairman

Secretary

02.21.08
640480.99001

CH843995.1

4:30 pm

March 17, 2008

Minutes of the Regular Session Board Meeting of the Mt. Top Public Service District.

Those present for the regular session board meeting were Steve Jackson, Wilbur Keefer, Doug Lyons, Bill Dunithan, Diane Junkins and Jennifer Daugherty.

Chairman Steve Jackson called the meeting to order.

The board members reviewed the minutes from the previous session board meeting. Doug Lyons made a motion to approve the minutes as presented and Wilbur Keefer seconded the motion. The motion carried 3-0.

FINANCIAL REPORT:

Chairman Steve Jackson gave the financial report. The beginning balance for the water fund was $27,833.54 with a list of bills for payment in the amount of $22,629.96 and an ending balance of $5,203.58. The beginning balance for the sewer fund was $6,758.58 with a list of bills for payment in the amount of $9,787.35 and an ending balance of $-3,028.77.

Wilbur Keefer made a motion to pay all bills as funds become available and Doug Lyons seconded the motion. The motion carried 3-0.

CORRESPONDENCE:

1. A copy of the letter to the Grant County Commission from Mt. Top requesting financial assistance to offset the cost of the attorney to represent Mt. Top against Wolf Run Mining.
2. A copy of the letter to the Mineral County Commission from Mt. Top requesting financial assistance to offset the cost of the attorney to represent Mt. Top against Wolf Run Mining.
3. A copy of the letter to Steve Durst from Mt. Top expressing their appreciation in his assistance with the mining situation. The letter also asked Steve to clarify that he is speaking for himself and not Mt. Top when making statements to the media.
4. A response letter from Steve Durst.
5. A memo from Region VIII explaining that the deadline for any applications for Small Cities Block Grant is April 20, 3008.
6. A letter from the Department of Health & Human Resources explaining that starting this year we are required to test for E-coli twice a year.
7. A "Request for Discovery" from the DEP to all appellants.
8. A cost estimate from Imre Pentek of $3500 to perform the Rule 42 for the Bismark project.
9. A letter from Steptoe & Johnson stating that the board will need to adopt the Sunshine Law Policy.
10. The binding commitment letter for funding from the Infrastructure Council that needs signed by the board.

OLD BUSINESS:

Pete Lopez from the Public Service Commission said that we can discontinue funding the sewer minimum reserve account since it is completely funded.

Doug Lyons made a motion to sign the binding commitment letter and return it to the Infrastructure council and Wilbur Keefer seconded the motion. The motion carried 3-0.

NEW BUSINESS:

Doug Lyons made a motion to approve the annual pay raise of .25 cents per hour per employee beginning June 1st and Wilbur Keefer seconded the motion. The motion carried 3-0.

Bill told the board that the employees had met with AFLAC representative, Margo Rotruck, to discuss optional insurance plans such as vision & dental policies. Bill told the board that this would be of no cost to Mt. Top and could actually benefit the company because this allow the employee's current premiums with PEIA to be pre-taxed. After a brief discussion the board agreed to allow the employees to proceed with their discussions concerning this with Margo Rotruck.

Wilbur Keefer made a motion to hire Imre Pentek to perform the Rule 42 for the Bismark, Cherry Ridge & Arnold Mine project and Doug Lyons seconded the motion. The motion carried 3-0.

Wilbur Keefer made a motion to adopt the Rules of Procedure which outlines the Sunshine Law and Doug Lyons seconded the motion. The motion carried 3-0. ✓

Bill told the board that Joseph's probationary period will be over the first of April. The board agreed to have Joseph come to the next meeting for an evaluation.

Diane explained that the board needs to appoint a web coordinator for PEIA. Doug Lyons made a motion to appoint Diane as web coordinator and Wilbur Keefer seconded the motion. The motion carried 3-0.

The board held election of officers. Wilbur Keefer made a motion to keep officers as is and Doug Lyons seconded the motion. At this time, Wilbur Keefer and Doug Lyons relinquished their duties of record keeping to Diane Junkins and Jennifer Daugherty for the sake of efficiency. The motion carried 3-0.

There being no further new business to discuss, Doug Lyons made a motion to adjourn the meeting and Wilbur Keefer seconded the motion. The motion carried 3-0.

The next regular session board meeting will be held on April 21, 2008 at 4:30 pm.

Time of adjournment – 7:00 pm

Steve D. Jackson

Steve D. Jackson, Chairman

Douglas M. Lyons, Secretary

Wilbur F. Keefer, Treasurer

MOUNTAIN TOP PUBLIC SERVICE DISTRICT

Water Refunding Revenue Bonds, Series 2009 A

MINUTES ON ELECTION OF OFFICERS FOR YEAR 2009,
ADOPTION OF BOND RESOLUTION AND SUPPLEMENTAL RESOLUTION

The undersigned Secretary of the Public Service Board of Mountain Top Public Service District hereby certifies that the following is a true and correct excerpt of the minutes of a regular meeting of the said Public Service Board:

*** *** ***

The Public Service Board of Mountain Top Public Service District met in regular session, pursuant to notice duly given, on the 20th day of January, 2009, at Mt. Storm, West Virginia, at the hour of 4:30 p.m.

PRESENT:	Steve D. Jackson	-	Chairman
	Douglas Lyons	-	Secretary
	Wilbur Keefer	-	Treasurer

ABSENT: None

Steve D. Jackson, acted as Chairman, presided, and Douglas Lyons, acted as Secretary.

The Chairman 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 the 2009 calendar year:

Steve D. Jackson	-	Chairman
Douglas Lyons	-	Secretary
Wilbur Keefer	-	Treasurer

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

RESOLUTION AUTHORIZING THE REFUNDING OF THE WATER REVENUE BONDS, SERIES 1976 AND WATER REVENUE BONDS, SERIES 1979, OF THE MOUNTAIN TOP PUBLIC SERVICE DISTRICT THROUGH THE ISSUANCE BY THE MOUNTAIN TOP PUBLIC SERVICE DISTRICT OF NOT MORE THAN $270,000 IN AGGREGATE PRINCIPAL

AMOUNT OF WATER REFUNDING REVENUE BONDS, SERIES 2009 A; PROVIDING FOR THE RIGHTS AND REMEDIES OF AND SECURITY FOR THE HOLDER 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 by Douglas Lyons and seconded by Wilbur Keefer, it was unanimously ordered that the said Bond Resolution be adopted and be in full force and effect on and from the date hereof.

Thereupon, the Chairman presented a proposed Supplemental Resolution in writing entitled:

SUPPLEMENTAL RESOLUTION PROVIDING AS TO DATE, MATURITY, INTEREST RATE AND OTHER TERMS OF THE WATER REFUNDING REVENUE BONDS, SERIES 2009 A, OF THE MOUNTAIN TOP PUBLIC SERVICE DISTRICT; AUTHORIZING AND APPROVING THE SALE AND DELIVERY OF SUCH BONDS TO THE BRANCH BANKING AND TRUST COMPANY; AND MAKING OTHER PROVISIONS AS TO THE BONDS.

and caused the same to be read and there was discussion. Thereupon, on motion duly made by Douglas Lyons and seconded by Wilbur Keefer, it was unanimously ordered that the 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.

CERTIFICATION

I further hereby certify that the foregoing action of said Public Service Board remains in full force and effect and has not been amended, rescinded, superseded, repealed or changed.

WITNESS my signature on this 20th day of January, 2009.

Secretary

01.20.09
640480.00001

CH5074456.1

MOUNTAIN TOP PUBLIC SERVICE DISTRICT

Water Refunding Revenue Bonds, Series 2009 A

MINUTES ON ELECTION OF OFFICERS FOR YEAR 2009,
ADOPTION OF BOND RESOLUTION AND SUPPLEMENTAL RESOLUTION

The undersigned Secretary of the Public Service Board of Mountain Top Public Service District hereby certifies that the following is a true and correct excerpt of the minutes of a regular meeting of the said Public Service Board:

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PRESENT:	Steve D. Jackson	-	Chairman
	Douglas Lyons	-	Secretary
	Wilbur Keefer	-	Treasurer

ABSENT: None

Steve D. Jackson, acted as Chairman, presided, and Douglas Lyons, acted as Secretary.

The Chairman 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 the 2009 calendar year:

Steve D. Jackson	-	Chairman
Douglas Lyons	-	Secretary
Wilbur Keefer	-	Treasurer

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

RESOLUTION AUTHORIZING THE REFUNDING OF THE WATER REVENUE BONDS, SERIES 1976 AND WATER REVENUE BONDS, SERIES 1979, OF THE MOUNTAIN TOP PUBLIC SERVICE DISTRICT THROUGH THE ISSUANCE BY THE MOUNTAIN TOP PUBLIC SERVICE DISTRICT OF NOT MORE THAN $270,000 IN AGGREGATE PRINCIPAL

AMOUNT OF WATER REFUNDING REVENUE BONDS, SERIES 2009 A; PROVIDING FOR THE RIGHTS AND REMEDIES OF AND SECURITY FOR THE HOLDER 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 by Douglas Lyons and seconded by Wilbur Keefer, it was unanimously ordered that the said Bond Resolution be adopted and be in full force and effect on and from the date hereof.

Thereupon, the Chairman presented a proposed Supplemental Resolution in writing entitled:

SUPPLEMENTAL RESOLUTION PROVIDING AS TO DATE, MATURITY, INTEREST RATE AND OTHER TERMS OF THE WATER REFUNDING REVENUE BONDS, SERIES 2009 A, OF THE MOUNTAIN TOP PUBLIC SERVICE DISTRICT; AUTHORIZING AND APPROVING THE SALE AND DELIVERY OF SUCH BONDS TO THE BRANCH BANKING AND TRUST COMPANY; AND MAKING OTHER PROVISIONS AS TO THE BONDS.

and caused the same to be read and there was discussion. Thereupon, on motion duly made by Douglas Lyons and seconded by Wilbur Keefer, it was unanimously ordered that the 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.

CERTIFICATION

I further hereby certify that the foregoing action of said Public Service Board remains in full force and effect and has not been amended, rescinded, superseded, repealed or changed.

WITNESS my signature on this 20th day of January, 2009.

Secretary

01.20.09
640480.00001

CH5074456.1

WV MUNICIPAL BOND COMMISSION
1207 Quarrier Street
Suite 401
Charleston, WV 25301
(304) 558-3971

NEW ISSUE REPORT FORM

Date of Report: 23-Jan-09

(See Reverse for Instructions)

ISSUE: Mountain Top Public Service District
Water Refunding Revenue Bonds, Series 2009 A (Branch Banking and Trust Company)

ADDRESS: P.O. Box 236, Mt. Storm, WV 26736 COUNTY: Grant

PURPOSE OF ISSUE:
New Money: ____
Refunding: x

REFUNDS ISSUE(S) DATED: 11/10/76 & 7/27/80

ISSUE DATE: 23-Jan-09 CLOSING DATE: 23-Jan-09

ISSUE AMOUNT: $270,000 RATE: 3.86%

1ST DEBT SERVICE DUE: 10-Feb-09 1ST PRINCIPAL DUE 10-Feb-09

1ST DEBT SERVICE AMOUNT $3,328.75 PAYING AGENT: Municipal Bond Commission

BOND COUNSEL:
Firm: Steptoe & Johnson PLLC
Contact John Stump, Esquire
Phone: (304) 353.8196

UNDERWRITERS COUNSEL
Firm:
Contact:
Phone:

CLOSING BANK:
Bank:
Contact:
Phone:

ESCROW TRUSTEE:
Firm:
Contact:
Phone:

KNOWLEDGEABLE ISSUER CONTACT
Contact: Diane Junkins
Position: General Manager
Phone: 304.693.7667

OTHER:
Agency: Branch Banking and Trust Company
Contact: Russell R. Akers, II
Position: AVP
Phone: 304.353.1635

DEPOSITS TO MBC AT CLOSE

By:				
	____ Wire	____	Accrued Interest:	$ ____
	X Check	____	Capitalized Interest:	$ ____
		x	Reserve Account:	$ 40,044
		____	Other:	$ ____

REFUNDS & TRANSFERS BY MBC AT CLOSE

By:				
	____ Wire	____	To Escrow Trustee	$ ____
	____ Check	____	To Issuer	$ ____
	____ IGT	____	To Cons. Invest. Fun	$ ____
		____	To Other: ____	$ ____

NOTES: The Series 2009 A Bonds Reserve Account will be fully funded with bond proceeds

FOR MUNICIPAL BOND COMMISSION USE ONLY:
DOCUMENTS REQUIRED:
TRANSFERS REQUIRED:

The purpose of the NEW ISSUE REPORT FORM is to provide the WV Municipal Bond Commission with an early warning of three basic facts no later than the day of closing on any issue for which the Commission is to act as fiscal agent. These are:

1. Formal notification that a new issue is outstanding.
2. Date of first action or debt service.
3. Contact people should we lack documents, information, or funds needed to administer the issue by the date of the first action or debt service.

The commission recognizes that as bond transcripts become increasingly long and complex, it has become more difficult to assemble and submit them to the Commission within the 30 days specificed by the West Virginia Code 13-3-8. This notice is not intended to provide all the information needed to administer an issue, but to alert the Commission and ensure that no debt service payments are missed due to delays in assembling bond transcripts. If, at the time of closing, documents such as the ordinance and all supplements, debt service schedules, and a specimen bond or photostat are available and submitted with this form, it will greatly aid the Commission in the performance of its duties. These documents are needed to set up the proper accounts and to advise the issuer of monthly deposit requirements as far in advance of the first debt service as possible.

It is not necessary to complete all items if they are not pertinent to your issue. Indicate the County of the issuer. With PSDs that overlap more than one county, indicate the county of their business office. Complete "Rate" only if the issue has only one rate. Please complete a separate form for each series of an issue. Other important information can be recorded under "Notes."

Again, please submit this form on each new issue on the day of closing. If fund transfers into or out of the Commission at closing are required, please submit this form before closing. If no significant facts change by closing, no resubmission at closing is required. If, however, there are changes, please submit an updated form, with changes noted, at closing.

If you should have any questions concerning this form, please call the Commission.

Closed

RECEIVED
UTILITIES DIVISION
SPECIAL STUDIES SECTION

2006 APR 27 AM 8:38

PUBLIC SERVICE COMMISSION
OF WEST VIRGINIA

Public Service Commission
of W. VA. Tariff Office

APR 28 2006

Special Studies Section

P.S.C. W. Va. No. 10
Canceling P.S.C. W. Va. No. 9

MOUNTAIN TOP PUBLIC SERVICE DISTRICT, a public utility

OF

MT. STORM, WEST VIRGINIA

RATES, RULES AND REGULATIONS FOR FURNISHING

WATER

at Bayard, Mt. Storm, Gormania, Elk Garden, Grant and Mineral Counties

Filed with THE PUBLIC SERVICE COMMISSION
of
WEST VIRGINIA

Issued April 12, 2006

Effective for all services rendered on and after February 24, 2006 or as otherwise provided herein

Issued by authority of an Order of the
Public Service Commission of West Virginia
in Case No. 05-0299-PWD-19A dated
February 24, 2006 or as otherwise provided herein.

RECEIVED
2006 MAY -1 PM 3:15
W VA PUBLIC SERVICE
COMMISSION
SECRETARY'S OFFICE

Issued by Mountain Top Public Service District, a public utility

By

Chairperson

Title

RULES AND REGULATIONS

I. Rules and Regulations for the Government of Water Utilities, adopted by the Public Service Commission of West Virginia, and now in effect, and all amendments thereto and modifications thereof hereafter made by said Commission.

RECEIVED
2006 MAY -1 PM 3:15
W VA PUBLIC SERVICE
COMMISSION
SECRETARY'S OFFICE

(C) APPLICABILITY

Applicable within the entire territory served

(C) AVAILABILITY

Available for general domestic, commercial and industrial service

(C,I) RATES - (customers with metered water supply)

First	3,000 gallons used per month	$7.04 per 1,000 gallons
Next	3,000 gallons used per month	$6.36 per 1,000 gallons
Next	4,000 gallons used per month	$5.90 per 1,000 gallons
Next	10,000 gallons used per month	$4.89 per 1,000 gallons
Next	30,000 gallons used per month	$3.93 per 1,000 gallons
Next	50,000 gallons used per month	$3.20 per 1,000 gallons
All Over	100,000 gallons used per month	$2.70 per 1,000 gallons

(C,I) MINIMUM CHARGE

No minimum bill will be rendered for less than $21.12 per month which is equivalent to 3,000 gallons.

5/8 inch meter	$ 21.12 per month
3/4 inch meter	$ 31.70 per month
1 inch meter	$ 52.80 per month
1 - 1/4 inch meter	$ 77.10 per month
1 - 1/2 inch meter	$ 105.60 per month
2 inch meter	$ 169.00 per month
3 inch meter	$ 316.80 per month
4 inch meter	$ 528.00 per month
6 inch meter	$1,056.00 per month
8 inch meter	$1,689.60 per month

(C) RECONNECTION

$15.00

To be charged whenever the supply of water is turned off for violations of rules, non-payment of bills or fraudulent use of water.

RECEIVED
2006 MAY -1 PM 3:15
W VA PUBLIC SERVICE COMMISSION
SECRETARY'S OFFICE

(C) Indicates change in text
(I) Indicates increase

(C) TAP FEE

The following charge is to be made whenever the utility installs a new tap to serve an applicant.

A tap fee of $300.00 will be charged to all customers who apply for service outside of a certificate proceeding before the Commission for each new tap to the service.

(C) DELAYED PAYMENT PENALTY

The above schedule is net. On all accounts not paid in full when due, ten percent will be added to the net current amount unpaid. This delayed payment penalty is not interest and is to be collected only once for each bill where it is appropriate.

(N) RETURNED CHECK CHARGE

A service charge equal to the actual bank fee assessed to the District or a maximum of $25.00 will be imposed upon any customer whose check for payment of charges is returned by their bank due to insufficient funds.

(C,I) LEAK ADJUSTMENT

$0.90 per 1,000 gallons is to be used when the bill reflects unusual consumption which can be attributed to eligible leakage on the customer's side of the meter. This rate shall be applied to all such consumption above the customer's historical average usage.

RECEIVED
2006 MAY -1 PM 3:15
W VA PUBLIC SERVICE
COMMISSION
SECRETARY'S OFFICE

(C) Indicates change in text
(N) Indicates new
(I) Indicates increase

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 24th day of February, 2006.

CASE NO. 05-0299-PWD-19A

MOUNTAIN TOP PUBLIC SERVICE DISTRICT, a public utility, Mt. Storm, Grant County.
Rule 19A application to increase water rates and charges.

COMMISSION ORDER

The Commission grants a motion for a corrective order.

FINDINGS OF FACT

1. On February 8, 2006, a Recommended Decision was issued, in which Mountain Top Public Service District was required to segregate its tap fees into a separate account. Rec. Dec. p. 5. The parties were afforded 15 days to file exceptions to the Recommended Decision. Id.

2. On February 22, 2006, Commission Staff advised that it incorrectly recommended that tap fees be segregated, and that the ALJ adopted Staff's recommendation. Motion for Corrective Order p. 1 & Further Final Internal Memorandum p. 1, attached. Instead, Staff said a separate account should be established for security deposits. Staff asked that Finding of Fact Number 4 and the third ordering paragraph be revised.

3. In the 15-day period, no other objections to the Recommended Decision have been filed.

CONCLUSIONS OF LAW

1. Staff's request for a correction is reasonable and should be granted. All references in the Recommended Decision to a requirement to segregate tap fees are replaced with a requirement to segregate security deposits.

2. As revised, the Recommended Decision should be adopted as the Commission's final order.

ORDER

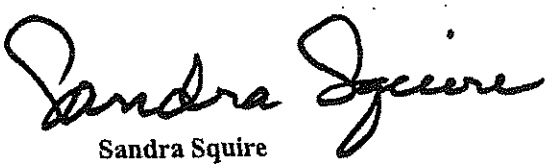
IT IS THEREFORE ORDERED that Staff's motion for a corrective order is granted. All references in the Recommended Decision to a requirement to segregate tap fees, including those in Finding of Fact Number 4 and the third ordering paragraph, are replaced with a requirement to segregate security deposits.

IT IS FURTHER ORDERED that, as revised, the Recommended Decision is adopted as the Commission's final order.

IT IS FURTHER ORDERED that this case is removed from the Commission's docket of active cases.

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.

A True Copy, Teste:



Sandra Squire
Executive Secretary

CLW/sek
050299ca.wpd

PUBLIC SERVICE COMMISSION
OF WEST VIRGINIA
CHARLESTON

Entered: February 8, 2006

CASE NO. 05-0299-PWD-19A

MOUNTAIN TOP PUBLIC SERVICE DISTRICT,
a public utility, Mt. Storm, Grant County.
Rule 19A application to increase
water rates and charges.

RECOMMENDED DECISION

On March 7, 2005, Mountain Top Public Service District (District) filed an application requesting an increase in its water rates and charges, pursuant to Rule 19A of the Commission's Rules for the Construction and Filing of Tariffs (Tariff Rules), for its customers in Grant and Mineral Counties, West Virginia. The District did not propose any new rates and charges, but, rather, requested that Commission Staff, after its review, recommend any necessary rate increase needed to sustain the District's continued operation.

On April 6, 2005, Staff Attorney Cecelia G. Jarrell filed an Initial Joint Staff Memorandum to which was attached an Initial Internal Memorandum, dated March 31, 2005, prepared by James Spurlock, Technical Analyst, Engineering Division, and Steve Wilson, Utilities Analyst II, Water and Wastewater Division, indicating that the District's revenue fell within the limits required to file an application under Tariff Rule 19A. According to Commission Staff, the District's revenue for its water system for the fiscal year 2003-2004 was $274,534. Commission Staff also advised the District of its need to comply with the public notice provisions of Tariff Rule 8.2. In particular, it was pointed out that Tariff Rules 8.2.g. and 8.2.i. require the District to file Tariff Form Nos. 6-A and 6-B, verifying compliance with the various notice requirements. Commission Staff concluded by stating that the final Staff Report would be filed in a timely manner and recommended that this matter be referred to the Division of Administrative Law Judges for further disposition.

By Order dated April 20, 2005, this matter was referred to the Division of Administrative Law Judges for a decision to be rendered on or before November 2, 2005. Commission Staff was directed to file its report on or before June 15, 2005.

On May 13, 2005, Ms. Jarrell filed a motion requesting that the Commission extend the Administrative Law Judge's decision due date and Staff's report due date by sixty (60) days.

By Commission Order dated May 17, 2005, the Administrative Law Judge's decision due date of November 2, 2005, was extended to January 3, 2006, and the Staff Report due date of June 15, 2005, was extended to August 15, 2005.

On August 23, 2005, Ms. Jarrell filed a second motion requesting that the Commission once again extend the Administrative Law Judge's decision due date and Staff's report due date by sixty (60) days.

By Commission Order dated August 24, 2005, the Administrative Law Judge's decision due date of January 3, 2006, was extended to March 6, 2006, and the Staff Report due date of August 15, 2005, was extended to October 14, 2005.

On October 14, 2005, Ms. Jarrell filed a Final Joint Staff Memorandum, to which was attached a Staff Report, dated October 13, 2005, prepared by Messrs. Wilson and Weimer. Commission Staff recommended an across-the-board increase of 23.5% to the District's current water rates and charges, which will result in an overall cash flow surplus of $20,980 and debt service coverage of 185.04%. The Staff-recommended rates will provide a minimum bill of $21.12 per month for a 5/8-inch meter based on 3,000 gallons of water usage and the average bill would be $30.66 per month based on 4,500 gallons of water usage.

By Procedural Order dated October 18, 2005, and Corrective Order dated October 21, 2005, the District was directed to give notice to its customers of the Staff-recommended increased rates and charges, by publishing a copy of Tariff Form No. 10, attached thereto as Appendix A, once a week for two (2) consecutive weeks, in newspapers duly qualified by the Secretary of State, published and of general circulation in Grant and Mineral Counties, West Virginia, making due return to the Commission of proper certification of publication within ten (10) days of the date of the last publication, but, in any event, no later than November 30, 2005. Additionally, the District was directed to comply with the additional notice requirements in Tariff Rules 8.2.f. and 8.2.i. and file the certifications of compliance, i.e., Tariff Forms 6-A and 6-B, on or before November 30, 2005.

On October 20 and 24, 2005, the District filed letters expressing its concerns with certain aspects of Commission Staff's recommendations. The main concern of the District was Commission Staff's recommendation of an across-the-board 23.5% rate increase when it had requested that any recommended rate increase be no more than 20%.

On November 21, 2005, Margie and Katheryn Reel filed letters of protest to the District's proposed water rate increase.

On November 23, 2005, the District filed Tariff Forms 6-A and 6-B together with an affidavit of publication from the Grant County Press, a newspaper, duly qualified by the Secretary of State, published and of general circulation in Grant County, West Virginia, reflecting that Tariff Form 10 had been published once a week for two (2) consecutive weeks, commencing with the issue of November 1, 2005, and ending with the issue of November 8, 2005, and an affidavit of publication from the News-

Tribune, a newspaper, duly qualified by the Secretary of State, published and of general circulation in Mineral County, West Virginia, reflecting that Tariff Form 10 had been published once a week for two (2) consecutive weeks, commencing with the issue of November 2, 2005, and ending with the issue of November 9, 2005.

On November 28, 2005, Excava L. Pritts filed a letter of protest to the District's proposed water rate increase.

On January 24, 2006, Staff Attorney Lisa Wansley-Layne filed a Further Final Joint Staff Memorandum to which was attached a Further Final Memorandum, dated January 11, 2006, prepared by Mr. Weimer and Mr. Wilson. Commission Staff addressed each of the District's concerns, as expressed in the letters previously filed herein on October 20 and 24, 2005, and, in particular, stated that the Board had agreed that the Staff-recommended 23.5% rate increase was acceptable, since it provided the funds needed for the District's operational, maintenance and improvement projects.

By letter from the Commission's Executive Secretary dated January 24, 2006, the District was furnished a copy of Staff's Further Final Joint Staff Memorandum and afforded ten (10) days within which to respond thereto, in writing. As of the date of this Order, no response has been filed by the District.

DISCUSSION

Upon consideration of all of the above, the undersigned Administrative Law Judge is of the opinion that the Staff-recommended rates and charges are reasonable and necessary to cover the District's daily operations and maintenance expenses, debt service and needed system improvements and plant additions and should be approved. The undersigned is not unmindful of the three (3) letters of protest filed in this proceeding. At the present time, the District provides water service to approximately 860 customers and the undersigned, wile not discounting or ignoring the concerns expressed in the three protest letters, simply does not believe that those three letters or protests constitute a substantial protest of such magnitude as to warrant or justify a hearing in this proceeding.

FINDINGS OF FACT

1. On March 7, 2005, Mountain Top Public Service District filed a Rule 19A application to increase its water rates and charges for its customers in Grant and Mineral Counties, West Virginia. The District did not propose any new rates and charges, but, rather, requested that Commission Staff, after its review, recommend any necessary rate increase needed to sustain the District's continued operation. (See March 7, 2005 filing).

2. Commission Staff recommended an across-the-board increase of 23.5%. The Staff-recommended rates will provide for a minimum bill of $21.12 per month for a 5/8-inch meter based on 3,000 gallons of water

usage and the average bill would be $30.66 per month based on 4,500 gallons of water usage. (See, Final Joint Staff Memorandum and attached Staff Report filed October 14, 2005).

3. Commission Staff's cash flow analysis, Statement H of the Staff Report, indicates a going-level remaining cash deficit of $40,136. The Staff-recommended rates will produce a cash surplus of $20,980, with a debt service coverage factor of 185.04%. (See, Final Joint Staff Memorandum and attached Staff Report filed October 14, 2005).

4. Commission Staff also recommended certain operational and maintenance programs, totaling approximately $20,500 per year, that should be undertaken by the District, to be funded out of the cash surplus; that certain going-level adjustments be made; and that the District establish a separate account for tap fees. (See, Final Joint Staff Memorandum and attached Staff Report filed October 14, 2005).

5. The District filed Tariff Forms 6-A and 6-B together with an affidavit of publication from the Grant County Press, a newspaper, duly qualified by the Secretary of State, published and of general circulation in Grant County, West Virginia, reflecting that Tariff Form 10 had been published on November 1 and 8, 2005, and an affidavit of publication from the News-Tribune, a newspaper, duly qualified by the Secretary of State, published and of general circulation in Mineral County, West Virginia, reflecting that Tariff Form 10 had been published on November 2 and 9, 2005. (See November 23, 2005 filings).

6 Three (3) separate letters of protest were filed to the District's proposed rate increase. The District serves approximately 860 customers. (See, letters filed November 21 and 28, 2005; Further Final Memorandum and attachment filed January 24, 2006).

CONCLUSIONS OF LAW

1. The Staff-recommended rates and charges are reasonable and necessary to cover the District's daily operation and maintenance expenses, debt service and needed system improvements and plant additions.

2. It is reasonable to approve the Staff-recommended increased rates and charges and other tariff revisions without need for a formal public hearing.

ORDER

IT IS, THEREFORE, ORDERED that the Staff-recommended rates and charges, attached hereto as Appendix A, be, and hereby are, approved for use by Mountain Top Public Service District for all water service rendered on and after the date that this Order becomes a final Order of the Commission.

IT IS FURTHER ORDERED that Mountain Top Public Service District file with the Commission's Tariff Office an original and at least five (5)

copies of a revised tariff reflecting the rates and charges approved herein, within thirty (30) days of the date that this Recommended Decision becomes final.

IT IS FURTHER ORDERED that Mountain Top Public Service District establish, if it has not already done so, a separate account for tap fees. Any monies which can be identified as tap fees which have been placed in the operational account are to be removed from that account and transferred to the separate tap fee account.

IT IS FURTHER ORDERED that this matter be, and hereby is, removed from the Commission's docket of open cases.

The Executive Secretary is hereby ordered to serve a copy of this order upon the Commission by hand delivery, and upon all parties of record by United States Certified Mail, return receipt requested.

Leave is hereby granted to the parties to file written exceptions supported by a brief with the Executive Secretary of the Commission within fifteen (15) days of the date this order is mailed. If exceptions are filed, the parties filing exceptions shall certify to the Executive Secretary that all parties of record have been served said exceptions.

If no exceptions are so filed this order shall become the order of the Commission, without further action or order, five (5) days following the expiration of the aforesaid fifteen (15) day time period, unless it is ordered stayed or postponed by the Commission.

Any party may request waiver of the right to file exceptions to an Administrative Law Judge's order by filing an appropriate petition in writing with the Secretary. No such waiver will be effective until approved by order of the Commission, nor shall any such waiver operate to make any Administrative Law Judge's Order or Decision the order of the Commission sooner than five (5) days after approval of such waiver by the Commission.

John P. Carter

John P. Carter
Administrative Law Judge

JPC:mal
050299ab.wpd

MOUNTAIN TOP PUBLIC SERVICE DISTRICT
CASE NO. 05-0299-PWD-19A
APPROVED RATES

APPLICABILITY
Applicable within the entire territory served.

AVAILABILITY
Available for general domestic, commercial and industrial water service.

RATES - (customers with metered water supply)

First	3,000 gallons used per month	$7.04 per 1,000 gallons
Next	3,000 gallons used per month	$6.36 per 1,000 gallons
Next	4,000 gallons used per month	$5.90 per 1,000 gallons
Next	10,000 gallons used per month	$4.89 per 1,000 gallons
Next	30,000 gallons used per month	$3.93 per 1,000 gallons
Next	50,000 gallons used per month	$3.20 per 1,000 gallons
All Over	100,000 gallons used per month	$2.70 per 1,000 gallons

MINIMUM CHARGE
No minimum bill will be rendered for less than $21.12 per month which is equivalent to 3,000 gallons.

5/8-inch meter	$ 21.12 per month
3/4-inch meter	$ 31.70 per month
1 -inch meter	$ 52.80 per month
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2 -inch meter	$ 169.00 per month
3 -inch meter	$ 316.80 per month
4 -inch meter	$ 528.00 per month
6 -inch meter	$1,056.00 per month
8 -inch meter	$1,689.60 per month

RECONNECTION - $15.00
To be charged whenever the supply of water is turned off for violations of rules, non-payment of bills or fraudulent use of water.

TAP FEE
The following charge is to be made whenever the utility installs a new tap to serve an applicant.

A tap fee of $300.00 will be charged to all customers who apply for service outside of a certificate proceeding before the Commission for each new tap to the service.

DELAYED PAYMENT PENALTY
The above schedule is net. On all accounts not paid in full when due, ten percent will be added to the net current amount unpaid. This delayed payment penalty is not interest and is to be collected only once for each bill where it is appropriate.

RETURNED CHECK CHARGE

A service charge equal to the actual bank fee assessed to the District or a maximum of $25.00 will be imposed upon any customer whose check for payment of charges is returned by their bank due to insufficient funds.

LEAK ADJUSTMENT

$0.90 per 1,000 gallons is to be used when the bill reflects unusual consumption which can be attributed to eligible leakage on the customer's side of the meter. This rate shall be applied to all such consumption above the customer's historical average usage.

BB&T

Branch Banking & Trust Co.

Governmental Finance

501 Tennessee Avenue
Charleston, WV 25302
(304) 353-1635
Fax (304) 340-4702

January 7, 2009

Katy Mallory
Advisor
Steptoe & Johnson PLLC
Chase Tower
Charleston, WV 25301

Dear Ms. Mallory:

Branch Banking and Trust Company ("BB&T") is pleased to offer this proposal for the financing requested by the Mountain Top Public Service District, West Virginia ("District").

(1) **Project:** Refunding Series 1976 and 1979 Revenue Bonds

(2) **Amount To Be Financed:** $284,000.00

(3) **Interest Rates, Financing Terms and Corresponding Payments:**

Maturity	Rate
November 10, 2016	3.86%

Payments of principal an interest shall be due monthly in arrears, as requested. See the attached amortization schedule(s) for information on payments.

The interest rates stated above are valid for a closing not later than 30 days after today. Closing of the financing is contingent upon completing documentation acceptable to BB&T. We shall review your most recent financial statements before funding this transaction.

Remuneration for our legal review for this financing transaction shall be $2,950.00. All other costs such as costs of lawyers for the District and any other costs shall be the District's responsibility and separately payable by the District. The financing documents shall allow prepayment of the principal balance in whole on any date with a 1% prepayment premium.

The stated interest rates assume that the District expects to borrow less than $10,000,000 in calendar year 2009 and that the District shall comply with IRS Code Sections 141, 148 and 149. BB&T reserves the right to terminate its interest in this bid or to negotiate a mutually acceptable rate if the financing is not qualified tax-exempt financing for the purpose of IRS Code Section 265(b)(3).

(4) Security:

This financing shall be secured by a pledge of the net revenues of the District.

(5) Financing Documents:

It shall be the responsibility of the District to retain and compensate counsel to appropriately structure the refunding bond according to West Virginia State Statutes. BB&T shall also require the District's Bond Counsel to provide an unqualified legal opinion. BB&T reserves the right to review the Bond and it must be mutually accepted by BB&T and the District.

* * * * * *

BB&T appreciates the opportunity to make this financing proposal and requests to be notified within five days of this proposal should BB&T be the successful proposer.

BB&T shall have the right to cancel this offer by notifying the District of its election to do so (whether or not this offer has previously been accepted by the District) if at any time prior to the closing there is a material adverse change in the District's financial condition, if we discover adverse circumstances of which we are currently unaware, if we are unable to agree on acceptable documentation with the District or if there is a change in law (or proposed change in law) that changes the economic effect of this financing to BB&T. We reserve the right to negotiate and/or terminate our interest in this transaction should we be the successful proposer.

Please call me at (304) 353-1635 with your questions and comments. We look forward to hearing from you.

Sincerely,

BRANCH BANKING AND TRUST COMPANY

Russell R. Akers II

Russell R. Akers, II
Vice President

Enclosure

Mountain Top Public Service District, West Virginia
Refunding Bonds - Series 1976 & 1979

Compound Period ..... : Monthly

Nominal Annual Rate .... : 3.860 %

CASH FLOW DATA

	Event	Date	Amount	Number	Period	End Date
1	Loan	01/07/2009	284,000.00	1		
2	Payment	02/10/2009	3,506.97	94	Monthly	11/10/2016

AMORTIZATION SCHEDULE - Normal Amortization, 360 Day Year

	Date	Payment	Interest	Principal	Balance
Loan	01/07/2009				284,000.00
1	02/10/2009	3,506.97	1,005.18	2,501.79	281,498.21
2	03/10/2009	3,506.97	905.49	2,601.48	278,896.73
3	04/10/2009	3,506.97	897.12	2,609.85	276,286.88
4	05/10/2009	3,506.97	888.72	2,618.25	273,668.63
5	06/10/2009	3,506.97	880.30	2,626.67	271,041.96
2009 Totals		17,534.85	4,576.81	12,958.04	
6	07/10/2009	3,506.97	871.85	2,635.12	268,406.84
7	08/10/2009	3,506.97	863.38	2,643.59	265,763.25
8	09/10/2009	3,506.97	854.87	2,652.10	263,111.15
9	10/10/2009	3,506.97	846.34	2,660.63	260,450.52
10	11/10/2009	3,506.97	837.78	2,669.19	257,781.33
11	12/10/2009	3,506.97	829.20	2,677.77	255,103.56
12	01/10/2010	3,506.97	820.58	2,686.39	252,417.17
13	02/10/2010	3,506.97	811.94	2,695.03	249,722.14
14	03/10/2010	3,506.97	803.27	2,703.70	247,018.44
15	04/10/2010	3,506.97	794.58	2,712.39	244,306.05
16	05/10/2010	3,506.97	785.85	2,721.12	241,584.93
17	06/10/2010	3,506.97	777.10	2,729.87	238,855.06
2010 Totals		42,083.64	9,896.74	32,186.90	
18	07/10/2010	3,506.97	768.32	2,738.65	236,116.41
19	08/10/2010	3,506.97	759.51	2,747.46	233,368.95
20	09/10/2010	3,506.97	750.67	2,756.30	230,612.65
21	10/10/2010	3,506.97	741.80	2,765.17	227,847.48
22	11/10/2010	3,506.97	732.91	2,774.06	225,073.42
23	12/10/2010	3,506.97	723.99	2,782.98	222,290.44
24	01/10/2011	3,506.97	715.03	2,791.94	219,498.50
25	02/10/2011	3,506.97	706.05	2,800.92	216,697.58
26	03/10/2011	3,506.97	697.04	2,809.93	213,887.65
27	04/10/2011	3,506.97	688.01	2,818.96	211,068.69
28	05/10/2011	3,506.97	678.94	2,828.03	208,240.66
29	06/10/2011	3,506.97	669.84	2,837.13	205,403.53
2011 Totals		42,083.64	8,632.11	33,451.53	

Mountain Top Public Service District, West Virginia
Refunding Bonds - Series 1976 & 1979

	Date	Payment	Interest	Principal	Balance
30	07/10/2011	3,506.97	660.71	2,846.26	202,557.27
31	08/10/2011	3,506.97	651.56	2,855.41	199,701.86
32	09/10/2011	3,506.97	642.37	2,864.60	196,837.26
33	10/10/2011	3,506.97	633.16	2,873.81	193,963.45
34	11/10/2011	3,506.97	623.92	2,883.05	191,080.40
35	12/10/2011	3,506.97	614.64	2,892.33	188,188.07
36	01/10/2012	3,506.97	605.34	2,901.63	185,286.44
37	02/10/2012	3,506.97	596.00	2,910.97	182,375.47
38	03/10/2012	3,506.97	586.64	2,920.33	179,455.14
39	04/10/2012	3,506.97	577.25	2,929.72	176,525.42
40	05/10/2012	3,506.97	567.82	2,939.15	173,586.27
41	06/10/2012	3,506.97	558.37	2,948.60	170,637.67
2012 Totals		42,083.64	7,317.78	34,765.86	
42	07/10/2012	3,506.97	548.88	2,958.09	167,679.58
43	08/10/2012	3,506.97	539.37	2,967.60	164,711.98
44	09/10/2012	3,506.97	529.82	2,977.15	161,734.83
45	10/10/2012	3,506.97	520.25	2,986.72	158,748.11
46	11/10/2012	3,506.97	510.64	2,996.33	155,751.78
47	12/10/2012	3,506.97	501.00	3,005.97	152,745.81
48	01/10/2013	3,506.97	491.33	3,015.64	149,730.17
49	02/10/2013	3,506.97	481.63	3,025.34	146,704.83
50	03/10/2013	3,506.97	471.90	3,035.07	143,669.76
51	04/10/2013	3,506.97	462.14	3,044.83	140,624.93
52	05/10/2013	3,506.97	452.34	3,054.63	137,570.30
53	06/10/2013	3,506.97	442.52	3,064.45	134,505.85
2013 Totals		42,083.64	5,951.82	36,131.82	
54	07/10/2013	3,506.97	432.66	3,074.31	131,431.54
55	08/10/2013	3,506.97	422.77	3,084.20	128,347.34
56	09/10/2013	3,506.97	412.85	3,094.12	125,253.22
57	10/10/2013	3,506.97	402.90	3,104.07	122,149.15
58	11/10/2013	3,506.97	392.91	3,114.06	119,035.09
59	12/10/2013	3,506.97	382.90	3,124.07	115,911.02
60	01/10/2014	3,506.97	372.85	3,134.12	112,776.90
61	02/10/2014	3,506.97	362.77	3,144.20	109,632.70
62	03/10/2014	3,506.97	352.65	3,154.32	106,478.38
63	04/10/2014	3,506.97	342.51	3,164.46	103,313.92
64	05/10/2014	3,506.97	332.33	3,174.64	100,139.28
65	06/10/2014	3,506.97	322.11	3,184.86	96,954.42
2014 Totals		42,083.64	4,532.21	37,551.43	
66	07/10/2014	3,506.97	311.87	3,195.10	93,759.32
67	08/10/2014	3,506.97	301.59	3,205.38	90,553.94
68	09/10/2014	3,506.97	291.28	3,215.69	87,338.25
69	10/10/2014	3,506.97	280.94	3,226.03	84,112.22
70	11/10/2014	3,506.97	270.56	3,236.41	80,875.81
71	12/10/2014	3,506.97	260.15	3,246.82	77,628.99

Mountain Top Public Service District, West Virginia
Refunding Bonds - Series 1976 & 1979

	Date	Payment	Interest	Principal	Balance
72	01/10/2015	3,506.97	249.71	3,257.26	74,371.73
73	02/10/2015	3,506.97	239.23	3,267.74	71,103.99
74	03/10/2015	3,506.97	228.72	3,278.25	67,825.74
75	04/10/2015	3,506.97	218.17	3,288.80	64,536.94
76	05/10/2015	3,506.97	207.59	3,299.38	61,237.56
77	06/10/2015	3,506.97	196.98	3,309.99	57,927.57
2015 Totals		42,083.64	3,056.79	39,026.85	
78	07/10/2015	3,506.97	186.33	3,320.64	54,606.93
79	08/10/2015	3,506.97	175.65	3,331.32	51,275.61
80	09/10/2015	3,506.97	164.94	3,342.03	47,933.58
81	10/10/2015	3,506.97	154.19	3,352.78	44,580.80
82	11/10/2015	3,506.97	143.40	3,363.57	41,217.23
83	12/10/2015	3,506.97	132.58	3,374.39	37,842.84
84	01/10/2016	3,506.97	121.73	3,385.24	34,457.60
85	02/10/2016	3,506.97	110.84	3,396.13	31,061.47
86	03/10/2016	3,506.97	99.91	3,407.06	27,654.41
87	04/10/2016	3,506.97	88.96	3,418.01	24,236.40
88	05/10/2016	3,506.97	77.96	3,429.01	20,807.39
89	06/10/2016	3,506.97	66.93	3,440.04	17,367.35
2016 Totals		42,083.64	1,523.42	40,560.22	
90	07/10/2016	3,506.97	55.86	3,451.11	13,916.24
91	08/10/2016	3,506.97	44.76	3,462.21	10,454.03
92	09/10/2016	3,506.97	33.63	3,473.34	6,980.69
93	10/10/2016	3,506.97	22.45	3,484.52	3,496.17
94	11/10/2016	3,506.97	10.80	3,496.17	0.00
2017 Totals		17,534.85	167.50	17,367.35	
Grand Totals		329,655.18	45,655.18	284,000.00	

BB&T

Branch Banking & Trust Co.

Governmental Finance
501 Tennessee Avenue
Charleston, WV 25302
(304) 353-1635
Fax (304) 340-4702

January 23, 2009

Mountain Top Public Service District
Water Refunding Revenue Bonds, Series 2009 A

Mountain Top Public Service District
Mt. Storm, West Virginia

Steptoe & Johnson PLLC
Charleston, West Virginia

Ladies and Gentlemen:

The undersigned Russell R. Akers, II, Assistant Vice President of Branch Banking and Trust Company, Charleston, West Virginia (the "Purchaser"), on behalf of the Purchaser in connection with its purchase of $270,000 aggregate principal amount of the Water Refunding Revenue Bonds, Series 2009 A (the "Bonds"), issued by the Mountain Top Public Service District (the "Issuer") on the date hereof, 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 municipal revenue 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 the Net Revenues of the System (as defined in the Resolution of the Issuer enacted January 20, 2009), on a parity with the Issuer's Prior Bonds; 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; that the Bonds do not now and shall never constitute an indebtedness of the Issuer with in the meaning of any constitutional or statutory provision or limitation, all as set forth in the Resolution.

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 believe 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 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 Steptoe & Johnson PLLC, Charleston, West Virginia.

7. We have been informed by Steptoe & Johnson PLLC, bond counsel to the Issuer, 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 have also been informed by Steptoe & Johnson 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.

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 and the other certificates, opinions and documents delivered in connection with 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,

BRANCH BANKING AND TRUST COMPANY

By: Russell R. Abernathy
Authorized Officer

640480.00001

FILE COPY

Form **8038-G** (Rev. November 2000) Department of the Treasury Internal Revenue Service

Information Return for Tax-Exempt Governmental Obligations

▶ Under Internal Revenue Code section 149(e)

▶ See separate Instructions.

Caution: *If the issue price is under $100,000, use Form 8038-GC.*

OMB No. 1545-0720

Part I Reporting Authority — If Amended Return, check here ▶ ☐

1	Issuer's name: Mountain Top Public Service District	2	Issuer's employer identification number: 55 6077401
3	Number and street (or P.O. box if mail is not delivered to street address): Post Office Box 236 — Room/suite:	4	Report number: 3 09-01
5	City, town, or post office, state, and ZIP code: Mt Storm, West Virginia 26736	6	Date of issue: January 23, 2009
7	Name of issue: Water Refunding Revenue Bonds, Series 2009 A	8	CUSIP number: N/A
9	Name and title of officer or legal representative whom the IRS may call for more information: Steve D. Jackson, Chairman	10	Telephone number of officer or legal representative: (304) 693-7667

Part II Type of Issue (check applicable box(es) and enter the issue price) See instructions and attach schedule

11	☐ Education	11	
12	☐ Health and hospital	12	
13	☐ Transportation	13	
14	☐ Public safety	14	
15	☑ Environment (including sewage bonds)	15	270,000
16	☐ Housing	16	
17	☐ Utilities	17	
18	☐ Other. Describe ▶	18	
19	If obligations are TANs or RANs, check box ▶ ☐ If obligations are BANs, check box ▶ ☐		
20	If obligations are in the form of a lease or installment sale, check box ▶ ☐		

RECEIVED FEB 02 2009 OGDEN, UT IRS-OSC

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	November 10, 2016	$ 270,000	$ 270,000	5.19411 years	3.860 %

Part IV Uses of Proceeds of Bond Issue (including underwriters' discount)

22	Proceeds used for accrued interest			22	
23	Issue price of entire issue (enter amount from line 21, column (b))			23	270,000
24	Proceeds used for bond issuance costs (including underwriters' discount)	24	11,051.27		
25	Proceeds used for credit enhancement	25			
26	Proceeds allocated to reasonably required reserve or replacement fund	26	0		
27	Proceeds used to currently refund prior issues	27	258,948.73		
28	Proceeds used to advance refund prior issues	28			
29	Total (add lines 24 through 28)			29	270,000
30	Nonrefunding proceeds of the issue (subtract line 29 from line 23 and enter amount here)			30	0

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 ▶ 3.96519 & 5.40416 years

32 Enter the remaining weighted average maturity of the bonds to be advance refunded ▶ years

33 Enter the last date on which the refunded bonds will be called ▶ 01/23/2009

34 Enter the date(s) the refunded bonds were issued ▶ 11/10/1976 & 7/27/1980

Part VI Miscellaneous

35	Enter the amount of the state volume cap allocated to the issue under section 141(b)(5)	35	
36a	Enter the amount of gross proceeds invested or to be invested in a guaranteed investment contract (see instructions)	36a	
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	

b If this issue is a loan made from the proceeds of another tax-exempt issue, check box ▶ ☐ and enter the name of the issuer ▶ _____ and the date of the issue ▶ _____

38 If the issuer has designated the issue under section 265(b)(3)(B)(i)(III) (small issuer exception), check box ▶ ☑

39 If the issuer has elected to pay a penalty in lieu of arbitrage rebate, check box ▶ ☐

40 If the issuer has identified a hedge, check box ▶ ☐

Sign Here

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.

▶ Steve D. Jackson — Signature of issuer's authorized representative — Date

▶ Steve D. Jackson, Chairman — Type or print name and title

For Paperwork Reduction Act Notice, see page 2 of the Instructions.

Cat. No. 63773S Form **8038-G** (Rev. 11-2000)

MOUNTAIN TOP PUBLIC SERVICE DISTRICT

Water Revenue Bond, Series 1989

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MOUNTAIN TOP PUBLIC SERVICE DISTRICT

RESOLUTION AUTHORIZING THE ISSUANCE OF $276,000 WATER REVENUE BOND, SERIES 1989, OF MOUNTAIN TOP PUBLIC SERVICE DISTRICT, THE BOND BEING JUNIOR AND SUBORDINATE TO THE OUTSTANDING 1976 BOND AND 1979 BOND OF THE DISTRICT, TO FINANCE ACQUISITION AND CONSTRUCTION OF CERTAIN PUBLIC SERVICE PROPERTIES CONSISTING OF ADDITIONS, EXTENSIONS AND IMPROVEMENTS TO THE EXISTING WATERWORKS SYSTEM AND ALL APPURTENANT FACILITIES IN THE DISTRICT; DEFINING AND PRESCRIBING THE TERMS AND PROVISIONS OF THE BOND; PROVIDING GENERALLY FOR THE RIGHTS AND REMEDIES AND SECURITIES OF THE HOLDER OF THE BOND; AND PROVIDING WHEN THIS RESOLUTION SHALL TAKE EFFECT

BE IT RESOLVED AND ORDERED BY THE PUBLIC SERVICE BOARD OF MOUNTAIN TOP PUBLIC SERVICE DISTRICT:

ARTICLE I

STATUTORY AUTHORITY, FINDINGS AND DEFINITIONS

Section 1.01. Authority for This Resolution. This Resolution is adopted pursuant to the provisions of Chapter 16, Article 13A of the West Virginia Code of 1931, as amended (the "Act"), and other applicable provisions of law. Mountain Top Public Service District (the "Issuer") is a public service district and political subdivision of the State of West Virginia in Grant and Mineral Counties of said State, duly created pursuant to the Act by The County Commission of Grant County.

Section 1.02. Findings and Determinations. It is hereby found, determined and declared as follows:

A. The Issuer now has a public waterworks system and desires to finance and acquire, construct, operate and maintain certain additional public service properties consisting of additions, betterments and improvements for such existing waterworks facilities with all appurtenant facilities, within the boundaries of the Issuer to be owned and operated by the Issuer.

B. It is deemed essential, convenient and desirable for the health, welfare, safety, advantage and convenience of the inhabitants of the Issuer, and, accordingly, it is hereby ordered,

that there be acquired and constructed the Project, consisting of clarification equipment, raw water pumps and a transfer tank, and all necessary appurtenant facilities (the "Project"), particularly described in and according to the plans and specifications prepared by the Consulting Engineer and heretofore filed in the office of the Secretary of the Public Service Board (the "Governing Body") of the Issuer. The Issuer will continue to provide water service to the Town of Elk Garden pursuant to a contract and agreement between the Issuer and said Town. The acquisition and construction of the Project and the financing hereby authorized and provided for are public purposes of the Issuer and are ordered for the purpose of meeting and serving public convenience and necessity.

C. The estimated revenues to be derived in each year from the operation of the System after completion of the Project will be sufficient to pay all the costs of the operation and maintenance of the System, the principal of and interest on the Bond (as hereinafter defined) and all debt service, reserve fund and other payments provided for herein.

D. The estimated maximum cost of the acquisition and construction of the Project will not exceed $583,000, of which approximately $276,000 will be obtained from the proceeds of sale of the Bond herein authorized, approximately $287,000 from a grant by the Economic Development Authority and approximately $20,000 from a grant by the Grant County Commission.

E. It is necessary for the Issuer to issue its revenue bond in the principal amount of $276,000 to finance a portion of the cost of such acquisition and construction in the manner hereinafter provided. The cost of such acquisition and construction shall be deemed to include, without being limited to, the acquisition and construction of the Project; the acquisition of any necessary property, real or personal, or interest therein; interest on the Bond prior to, during and for six months after completion of such construction to the extent that revenues of the System (hereinafter defined) are not sufficient therefor; engineering and legal expenses; expenses for estimates of costs and revenues; expenses for plans, specifications and surveys; and such other expenses as may be necessary or incidental to the acquisition and construction of the Project and the financing authorized hereby; provided that, reimbursement to the Issuer for any amounts expended by it for the repayment of indebtedness incurred for Costs of the Project by the Issuer shall be deemed Costs of the Project.

F. The period of usefulness of the System after completion of the Project is not less than 40 years.

G. There are outstanding the obligations of the Issuer which will rank senior and prior to the Bond as to liens, pledge and source of and security for payment being the Water Revenue Bond, Series 1976, dated November 10, 1976 (the "1976 Bond"), issued in the original principal amount of $582,000, and the Water Revenue Bond, Series 1979, dated June 27, 1980 (the "1979 Bond"), issued in the original principal amount of $97,500, both held by the General Electric Capital Corporation. The 1976 Bond and the 1979 Bond are hereinafter collectively referred to as the "Prior Bonds." There are no other outstanding bonds or obligations of the Issuer which will rank prior to or on a parity with the Bond as to liens, pledge and/or source of and security for payment.

H. It is in the best interest of the Issuer that the Bond be sold to the United States Department of Agriculture, Farmers Home Administration (the "Purchaser"), pursuant to the terms and provisions of a Letter of Conditions dated December 2, 1988, and all amendments thereto (collectively, the "Letter of Conditions").

I. The Issuer has complied with all requirements of law relating to the authorization of the acquisition and construction of the Project, the operation of the System, including, without limitation, the imposition of rates and charges, and the issuance of the Bond, or will have so complied prior to issuance of the Bond, including among other things and without limitation, the consent and approval, pursuant to the Act and other applicable provisions of law, of the issuance of the Bond, the acquisition and construction of the Project and the imposition of rates and charges by the Public Service Commission of West Virginia by final order, the time for rehearing and appeal of which have expired.

Section 1.03. Bond Legislation Constitutes Contract. In consideration of the acceptance of the Bond by those who shall be the registered owner of the same from time to time, this Resolution (the "Bond Legislation") shall be deemed to be and shall constitute a contract between the Issuer and such Bondholder, and the covenants and agreements set forth herein to be performed by the Issuer shall be for the benefit, protection and security of the registered owner of the Bond.

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

"Act" means Chapter 16, Article 13A of the West Virginia Code of 1931, as amended.

"Bond" means the Water Revenue Bond, Series 1989, authorized hereby.

"1976 Bond" means the outstanding Water Revenue Bond, Series 1976, of the Issuer described in Section 1.02G hereof.

"1979 Bond" means the outstanding Water Revenue Bond, Series 1979, of the Issuer described in Section 1.02G hereof.

"Bond Legislation" means this Resolution and all resolutions supplemental hereto and amendatory hereof.

"Bonds" means, collectively, the Bond, the 1976 Bond and the 1979 Bond.

"Chairman" means the Chairman of the Governing Body.

"Consulting Engineer" means Vaughn Consultants, Inc., St. Clairsville, Ohio, or any qualified engineer or firm of engineers which shall at any time hereafter be retained by the Issuer as Consulting Engineer for the System.

"Depository Bank" means Miners & Merchants Bank, Thomas, West Virginia, a bank or trust company which is a member of FDIC (herein defined), and its successors and assigns.

"Facilities" or "waterworks facilities" means all the tangible properties of the System and also any tangible properties which may hereafter be added to the System by additions, betterments, extensions and improvements thereto and properties, furniture, fixtures or equipment therefor, hereafter at any time constructed or acquired.

"FDIC" means the Federal Deposit Insurance Corporation.

"Fiscal Year" means each year beginning on July 1 and ending on the succeeding June 30.

"Governing Body" means the Public Service Board of the Issuer.

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

"Herein" or "herein" means in this Bond Legislation.

"Issuer" or "Borrower" means Mountain Top Public Service District, in Grant and Mineral Counties, West Virginia, and includes the Governing Body.

"Letter of Conditions" means the Letter of Conditions of the Purchaser dated December 2, 1988, and the Amended Letter of Conditions of the Purchaser dated March 30, 1989, and all amendments thereto.

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

"Operating Expenses" means the current expenses, paid or accrued, of operation and maintenance of the System and its facilities, and includes, without limiting the generality of the foregoing, insurance premiums, salaries, wages and administrative expenses of the Issuer relating and chargeable solely to the System, the accumulation of appropriate reserves for charges not annually recurrent but which are such as may reasonably be expected to be incurred, and such other reasonable operating costs as are normally and regularly included under recognized accounting principles and retention of a sum not to exceed 1/6th of the budgeted Operating Expenses stated above for the current year as working capital, and language herein requiring payment of Operating Expenses means also retention of not to exceed such sum as working capital, provided that all monthly amortization payments upon the Bonds and into the Reserve Fund and Depreciation Reserve have been made to the last monthly payment date prior to the date of such retention.

"Prior Bonds" means, collectively, the outstanding 1976 Bond and 1979 Bond of the Issuer described in Section 1.02G hereof.

"Prior Resolutions" means, collectively, the 1976 Resolution and the 1979 Resolution, both hereinafter defined.

"Project" shall have the meaning stated in Section 1.02B above.

"Purchaser" or "Government" means United States Department of Agriculture, Farmers Home Administration, and any successor thereof.

"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 (hereinbefore defined) 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, fully secured by investments of the types described in paragraphs (a) through (e) above, with 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 State Board of Investments 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 or Standard & Poor's Corporation.

"Registered Owner," "Bondholder," "Holder of the Bond" or any similar term means any person who shall be the registered owner of the Bond.

"Registrar" means the Issuer, which shall usually so act by its Secretary.

"Resolutions" means, collectively, the 1976 Resolution, the 1979 Resolution and the Bond Legislation.

"1976 Resolution" means the resolution of the Issuer adopted June 22, 1976, authorizing the 1976 Bond.

"1979 Resolution" means the resolution of the Issuer adopted April 1, 1980, authorizing the 1979 Bond.

"Revenues" or "Gross Revenues" means all rates, rents, fees, charges or other income received by the Issuer, or accrued to the Issuer, or any department, board, agency or instrumentality thereof

in control of the management and operation of the System, from the operation of the System, and all parts thereof, all as calculated in accordance with sound accounting practices.

"Secretary" means the Secretary of the Governing Body.

"System" means the waterworks of the Issuer as improved, enlarged and expanded by the Project, and includes the complete waterworks system of the Issuer and all waterworks facilities owned by the Issuer and all facilities and other property of every nature, real or personal, now or hereafter owned, held or used in connection with the waterworks system; and shall also include any and all additions, extensions, improvements, properties or other facilities at any time acquired or constructed for the waterworks system of the Issuer.

"Tap Fees" means the fees, if any, paid by prospective customers of the System in order to connect thereto.

Words importing singular number shall include the plural number in each case and vice versa, and words importing persons shall include firms and corporations.

Section 1.05: Compliance with Requirements of Prior Bonds and Prior Resolutions. The issuance of the Bond junior and subordinate to the Prior Bonds is permitted without further restriction under the terms of the Prior Bonds and the Prior Resolutions. The Issuer is not in default under the terms of the Prior Bonds, the Prior Resolutions or any document or agreement in connection therewith and has complied with all requirements of all the foregoing with respect to the issuance of the Bond.

ARTICLE II

AUTHORIZATION OF ACQUISITION AND CONSTRUCTION OF THE PROJECT

Section 2.01. Authorization of Acquisition and Construction of the Project. There is hereby authorized the acquisition and construction of the Project, at an estimated cost of $583,000, in accordance with the plans and specifications which have been prepared by the Consulting Engineers, heretofore filed in the office of the Governing Body. The proceeds of the Bond hereby authorized shall be applied as provided in Article IV hereof.

ARTICLE III

AUTHORIZATION, TERMS, EXECUTION, REGISTRATION AND ISSUE OF BOND

Section 3.01. Authorization of Bond. Subject and pursuant to the provisions of the Bond Legislation, the Bond of the Issuer, to be known as "Water Revenue Bond, Series 1989," is hereby authorized to be issued in the aggregate principal amount of not exceeding $276,000 for the purpose of permanently financing a portion of the cost of the acquisition and construction of the Project.

Section 3.02. Description of Bond. The Bond shall be issued in single form, numbered R-1, only as a fully registered Bond, and shall be dated the date of delivery thereof. The Bond shall bear interest from the date of delivery, payable monthly at the rate of 5% per annum, and shall be sold for the par value thereof.

The Bond shall be subject to prepayment of scheduled monthly installments, or any portion thereof, at the option of the Issuer, and shall be payable as provided in the Bond form hereinafter set forth.

Section 3.03. Negotiability, Registration, Transfer and Exchange of Bonds. The Bond shall be and have all the qualities and incidents of a negotiable instrument under the Uniform Commercial Code of the State of West Virginia, but the Bond, and the right to principal of and stated interest on the Bond, may only be transferred by transfer of the registration thereof upon the books required to be kept pursuant to Section 3.04 hereof, by the party in whose name it is registered, in person or by attorney duly authorized in writing, upon surrender of the Bond for cancellation, accompanied by delivery of a written instrument of transfer, duly executed in a form acceptable to the Registrar. No interest in the Bond shall be transferable except by means of transfer of registration of a Bond representing such interest and delivery of a new Bond or Bonds in exchange therefor in accordance with this Bond Legislation.

Whenever the Bond shall be surrendered for registration of transfer, the Issuer shall execute and deliver a new Bond or Bonds in authorized denominations, for a like aggregate principal amount. The Registrar shall require the payment by the new owner requesting such transfer of any tax or other governmental charge required to be paid with respect to such transfer, but the Issuer shall pay any other expenses incurred by the Registrar with respect to such transfer.

No registration of transfer of the Bond shall be permitted to be made after the 15th day next preceding any installment payment date on the Bond.

Section 3.04. Registrar. The Issuer shall be the Registrar and will keep, or cause to be kept by its agent, at its office, sufficient books for the registration and transfer of the Bond, and, upon presentation for such purpose, the Registrar shall, under such reasonable regulations as it may prescribe, register the Bond initially issued pursuant hereto and register the transfer, or cause to be registered by its agent, on such books, the transfer of the Bond as hereinbefore provided.

The Registrar shall accept the Bond for registration or transfer only if ownership thereof is to be registered in the name of the Government, an individual (including joint ownership), a corporation, a partnership or a trust, and only upon receipt of the social security number of each individual, the federal employer identification number of each corporation or partnership or the social security numbers of the settlor and beneficiaries of each trust and the federal employer identification number and date of each trust and the name of the trustee of each trust and/or such other identifying number and information as may be required by law.

Section 3.05. Execution of Bond. The Bond shall be executed in the name of the Issuer by the Chairman and its corporate seal shall be affixed thereto and attested by the Secretary. In case any one or more of the officers who shall have signed or sealed the Bond shall cease to be such officer of the Issuer before the Bond so signed and sealed have been actually sold and delivered, such Bond may nevertheless be sold and delivered as herein provided and may be issued as if the person who signed or sealed such Bond had not ceased to hold such office. Any Bond may be signed and sealed on behalf of the Issuer by such person as at the actual time of the execution of such Bond shall hold the proper office in the Issuer, although at the date of such Bond such person may not have held such office or may not have been so authorized.

Section 3.06. Bonds Mutilated, Destroyed, Stolen or Lost. In case the Bond shall become mutilated or be destroyed, stolen or lost, the Issuer may in its discretion issue and deliver a new Bond of like tenor as the Bond so mutilated, destroyed, stolen or lost, in exchange and substitution for such mutilated Bond or in lieu of and substitution for the Bond destroyed, stolen or lost, and upon the holder's furnishing the Issuer proof of his, her or its ownership thereof and complying with such other reasonable regulations and conditions as the Issuer may require. The Bond so surrendered shall be canceled and held for the account of the Issuer. If the Bond shall

have matured or be about to mature, instead of issuing a substitute Bond the Issuer may pay the same, and, if such Bond be destroyed, stolen or lost, without surrender thereof.

Section 3.07. Bond Secured by Pledge of Net Revenues. The payment of the debt service of the Bond shall be secured forthwith by a lien on the Net Revenues derived from the System in addition to the statutory mortgage lien on the System hereinafter provided for, but such liens and pledges are junior and subordinate to the liens and pledges of the Prior Bonds. The Net Revenues derived from the System in an amount sufficient to pay the principal of and interest on the Bond, and to make the payments as hereinafter provided, are hereby irrevocably pledged to the payment of the principal of and interest on the Bond as the same become due as herein provided.

Section 3.08. Form of Bond. Subject to the provisions hereof, the text of the Bond and the other details thereof shall be of substantially the following tenor, with such omissions, insertions and variations as may be authorized or permitted hereby or any resolution adopted after the date of adoption hereof and prior to the issuance thereof:

(Form of Bond)

WATER REVENUE BOND, SERIES 1989

MOUNTAIN TOP PUBLIC SERVICE DISTRICT

$276,000

No. R-1 Date: _____

FOR VALUE RECEIVED, MOUNTAIN TOP PUBLIC SERVICE DISTRICT (herein called "Borrower") promises to pay to the order of the United States of America, acting through the Farmers Home Administration, United States Department of Agriculture (the "Government"), or its registered assigns, at its National Finance Office, St. Louis, Missouri, 63103, or at such other place as the Government may hereafter designate in writing, the principal sum of TWO HUNDRED SEVENTY SIX THOUSAND DOLLARS ($276,000), plus interest on the unpaid principal balance at the rate of 5% per annum. The said principal and interest shall be paid in the following installments on the following dates: Monthly installments of interest only, commencing 30 days following delivery of the Bond and continuing on the corresponding day of each month for the first 24 months after the date hereof, and $1,356, covering principal and interest, thereafter on said corresponding day of each month, except that the final installment shall be paid at the end of 40 years from the date of this Bond, in the sum of the unpaid principal and interest due on the date thereof, and except that prepayments may be made as provided hereinbelow. The consideration herefor shall support any agreement modifying the foregoing schedule of payments.

If the total amount of the loan is not advanced at the time of loan closing, the loan shall be advanced to Borrower as requested by Borrower and approved by the Government and interest shall accrue on the amount of each advance from its actual date as shown on the Record of Advances attached hereto as a part hereof.

Every payment made on any indebtedness evidenced by this Bond shall be applied first to interest computed to the effective date of the payment and then to principal.

Prepayments of scheduled installments, or any portion thereof, may be made at any time at the option of Borrower. Refunds and extra payments, as defined in the regulations of the Farmers Home Administration according to the source of funds involved, shall, after

payment of interest, be applied to the installments last to become due under this Bond and shall not affect the obligation of Borrower to pay the remaining installments as scheduled herein.

If the Government at any time assigns this Bond and insures the payment thereof, Borrower shall continue to make payments to the Government as collection agent for the holder.

While this Bond is held by an insured lender, prepayments as above authorized made by Borrower may, at the option of the Government, be remitted by the Government to the holder promptly or, except for final payment, be retained by the Government and remitted to the holder on either a calendar quarter basis or an annual installment due date basis. The effective date of every payment made by Borrower, except payments retained and remitted by the Government on an annual installment due date basis, shall be the date of the United States Treasury check by which the Government remits the payment to the holder. The effective date of any prepayment retained and remitted by the Government to the holder on an annual installment due date basis shall be the date of the prepayment by Borrower and the Government will pay the interest to which the holder is entitled accruing between the effective date of any such prepayment and the date of the Treasury check to the holder.

Any amount advanced or expended by the Government for the collection hereof or to preserve or protect any security herefor, or otherwise under the terms of any security or other instrument executed in connection with the loan evidenced hereby, at the option of the Government shall become a part of and bear interest at the same rate as the principal of the debt evidenced hereby and be immediately due and payable by Borrower to the Government without demand. Borrower agrees to use the loan evidenced hereby solely for purposes authorized by the Government.

Borrower hereby certifies that it is unable to obtain sufficient credit elsewhere to finance its actual needs at reasonable rates and terms, taking into consideration prevailing private and cooperative rates and terms in or near its community for loans for similar purposes and periods of time.

This Bond, together with any additional bonds ranking on a parity herewith which may be issued and outstanding for the purpose of providing funds for financing costs of additions, extensions and improvements to the waterworks system (the "System") of the Borrower, is payable solely from the revenues to be derived from the operation of the System after there have been first paid from such revenues the reasonable current costs of operation and maintenance of the System. This Bond does not in any manner constitute an indebtedness of the

Borrower within the meaning of any constitutional or statutory provision or limitation.

Registration of this Bond is transferable by the registered owner hereof in person or by his, her or its attorney duly authorized in writing, at the office of the Borrower, as Registrar, but only in the manner, subject to the limitations and upon payment of the charges, if any, provided in the herein defined Resolution and upon surrender and cancellation of this Bond. Upon such transfer a new Bond or Bonds, of authorized denomination or denominations, for the like principal amount, will be issued to the transferee in exchange herefor.

This Bond, under the provisions 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, but may only be transferred by transfer of registration hereof with the Registrar.

This Bond has been issued under and in full compliance with the Constitution and statutes of the State of West Virginia, including, among others, Chapter 16, Article 13A of the West Virginia Code, as amended (the "Act"), and a Resolution of the Borrower authorizing issuance of this Bond (the "Resolution").

If at any time it shall appear to the Government that Borrower may be able to obtain a loan from a responsible cooperative or private credit source at reasonable rates and terms for loans for similar purposes and periods of time, Borrower will, at the Government's request, apply for and accept such loan in sufficient amount to repay the Government.

This Bond is given as evidence of a loan to Borrower made or insured by the Government pursuant to the Consolidated Farmers Home Rural Development Act. This Bond shall be subject to the present regulations of the Farmers Home Administration and to its future regulations not inconsistent with the express provisions hereof.

This Bond is junior and subordinate, as to liens, pledge and source of and security for payment, and in all other respects, to the 1976 Bond and the 1979 Bond described in said Resolution.

MOUNTAIN TOP PUBLIC SERVICE DISTRICT
(Name of Borrower)

[CORPORATE SEAL]

(Signature of Executive Official)

Chairman, Public Service Board
(Title of Executive Official)

P.O. Box 236
(P. O. Box No. or Street Address)

Mount Storm, West Virginia 26739
(City, State and Zip Code)

ATTEST:

(Signature of Attesting Official)

Secretary, Public Service Board
(Title of Executive Official)

(Form of)

RECORD OF ADVANCES

	AMOUNT	DATE		AMOUNT	DATE
(1)	$		(6)	$	
(2)	$		(7)	$	
(3)	$		(8)	$	
(4)	$		(9)	$	
(5)	$		(10)	$	
		TOTAL		$	

[Form of Assignment]

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:

_____

ARTICLE IV

SYSTEM REVENUES AND APPLICATION THEREOF; DISPOSITION OF BOND PROCEEDS; FUNDS AND ACCOUNTS

Section 4.01. Establishment of Funds and Accounts with Depository Bank. The following special funds or accounts are hereby created and established with (or continued if previously established by the 1976 Resolution and continued by the 1979 Resolution), and shall be held by, the Depository Bank separate, distinct and apart from all other funds or accounts of the Depository Bank and from each other:

(1) Revenue Fund (established by the 1976 Resolution and continued by the 1979 Resolution);

(2) Depreciation Reserve (established by the 1976 Resolution and continued by the 1979 Resolution);

(3) Reserve Fund; and

(4) Project Construction Account.

Section 4.02. Bond Proceeds; Project Construction Account. The proceeds of the sale of the Bond shall be deposited upon receipt by the Issuer in the Project Construction Account. The moneys in the Project Construction Account in excess of the amount insured by FDIC shall be secured at all times by the Depository Bank by securities or in a manner lawful for the securing of deposits of State and municipal funds under West Virginia law. Moneys in the Project Construction Account shall be expended by the Issuer solely for the purposes provided herein.

Moneys in the Project Construction Account shall be used solely to pay the cost of acquisition and construction of the Project upon vouchers and other documentation approved by the Purchaser.

Until completion of acquisition and construction of the Project, the Issuer will additionally transfer from the Project Construction Account and pay to the Purchaser on or before the due date, such sums as shall be from time to time required to make the monthly installments on the Bond if there are not sufficient Net Revenues to make such monthly payment.

Pending application as provided in this Section 4.02, money and funds in the Project Construction Account shall be invested and reinvested at the direction of the Issuer, to the extent possible in accordance with applicable law, in Qualified Investments.

When construction of the Project has been completed and all costs thereof have been paid or provision for such payment has been made, any balance remaining in the Project Construction Account shall be disposed of in accordance with the regulations of the Purchaser.

Section 4.03. Covenants of the Issuer as to System Revenues and Funds. So long as the Bond shall be outstanding and unpaid, or until there shall have been set apart in the Reserve Fund, a sum sufficient to pay, when due or at the earliest practical prepayment date, the entire principal of the Bond remaining unpaid, together with interest accrued to the date of such payment, the Issuer further covenants with the holder of the Bond as follows:

A. REVENUE FUND. The entire Gross Revenues derived from the operation of the System, and all parts thereof, and all Tap Fees received, shall be deposited as collected by the Issuer in the Revenue Fund. The Revenue Fund shall constitute a trust fund for the purposes provided in the Resolutions and shall be kept separate and distinct from all other funds of the Issuer and used only for the purposes and in the manner provided in the Resolutions.

B. DISPOSITION OF REVENUES. All Revenues at any time on deposit in the Revenue Fund shall be disposed of only in the following order and priority, subject to and in accordance with the terms of the Prior Resolutions:

(i) The Issuer shall first each month pay from the moneys in the Revenue Fund all current Operating Expenses.

(ii) The Issuer shall next, by the fifteenth day of each month, transfer from the Revenue Fund and pay to the National Finance Office designated in the Prior Bonds, the amounts required to pay the interest on the Prior Bonds, and to amortize the principal of the Prior Bonds over the respective lives of each Bond issue.

(iii) The Issuer shall next, by the fifteenth day of each month, transfer from the Revenue Fund and deposit with the Depository Bank in the Reserve Fund established with respect to the

Prior Bonds under the Prior Resolutions, 1/12th of 1/10th of the amount of principal and interest becoming due on the Prior Bonds in any year, until the amount in said Reserve Fund equals the sum of $40,000 (the "Minimum Reserve"). After the Minimum Reserve has been accumulated in said Reserve Fund, the Issuer shall monthly deposit into said Reserve Fund such part of the moneys remaining in the Revenue Fund, after such provision for payment of monthly installments on the Prior Bonds and for payment of Operating Expenses of the System, as shall be required to maintain the Minimum Reserve in said Reserve Fund. Moneys in said Reserve Fund shall be used solely to make up any deficiency for monthly payments of the principal of and interest on the Prior Bonds to said National Finance Office as the same shall become due, or for prepayment of installments on the Prior Bonds, or for mandatory prepayment of the Prior Bonds as hereinafter provided, and for no other purpose.

(iv) After all the foregoing provisions for use of moneys in the Revenue Fund have been fully complied with, the Issuer shall next, on or before the due date of each installment on the Bond, transfer from the Revenue Fund and pay to the National Finance Office designated in the Bond (or such other place as may be subsequently designated pursuant to the Bond), the amounts required to pay the interest on the Bond, and to amortize the principal of the Bond over the life of the Bond issue, and, thereafter, the Issuer shall transfer from the Revenue Fund and deposit in the Reserve Fund, 1/12th of 1/10th of the amount equal to the maximum amount of principal and interest becoming due on the Bond in any year, until the amount in the Reserve Fund equals such maximum amount (the "Minimum Reserve"). After the Minimum Reserve has been accumulated in the Reserve Fund, the Issuer shall monthly deposit into the Reserve Fund such part of the moneys remaining in the Revenue Fund, after such provision for the payments hereinabove provided, as shall be required to maintain the Minimum Reserve in the Reserve Fund. Moneys in the Reserve Fund shall be used solely to make up any deficiency for monthly payments of the principal

of and interest on the Bond to said National Finance Office (or other place provided) as the same shall become due or for prepayment of installments on the Bond, or for mandatory prepayment of the Bond as hereinafter provided, and for no other purpose; provided, however, that when the Minimum Reserve has been accumulated in the Reserve Fund, all earnings of investments of moneys therein shall at least annually be transferred to and deposited in the Revenue Fund and used for prepayment of the principal of the Bond.

(v) The Issuer shall next, by the fifteenth day of each month, transfer from the Revenue Fund and deposit in the Depreciation Reserve, the moneys remaining in the Revenue Fund and not permitted to be retained therein, until there has been accumulated in the Depreciation Reserve the aggregate sum of $127,750, and thereafter such sums as shall be required to maintain such amount therein. Moneys in the Depreciation Reserve shall be used first to make up any deficiencies for monthly payments of principal of and interest on the Prior Bonds as the same become due, and next to restore to the Reserve Fund established with respect to the Prior Bonds under the Prior Resolutions any sum or sums transferred therefrom, and, thereafter, to meet the principal, interest and reserve payments upon the Bond, on a subordinate basis, to the extent that moneys in the Reserve Fund are insufficient therefor. Thereafter, and provided that payments into the respective Reserve Funds are current and in accordance with the foregoing provisions, moneys in the Depreciation Reserve may be withdrawn by the Issuer and used for extraordinary repairs and for replacements of equipment and improvements for the System, or any part thereof.

(vi) After all the foregoing provisions for use of moneys in the Revenue Fund have been fully complied with, any moneys remaining therein and not permitted to be retained therein may be used to prepay installments of the Prior Bonds outstanding, pro rata as to each Series, and

thereafter on the Bond, or for any lawful purpose of the System.

Whenever the moneys in the Reserve Fund shall be sufficient to prepay the Bond in full, it shall be the mandatory duty of the Issuer, anything to the contrary herein notwithstanding, to prepay the Bond at the earliest practical date and in accordance with applicable provisions hereof.

The Depository Bank is hereby designated as the Fiscal Agent for the administration of the Reserve Fund and the Depreciation Reserve as herein provided, and all amounts required for the Reserve Fund and the Depreciation Reserve will be deposited therein by the Issuer upon transfers of funds from the Revenue Fund at the times provided herein, together with written advice stating the amount remitted for deposit into each such fund.

All the funds provided for in this Article IV other than the Project Construction Account shall constitute trust funds and shall be used only for the purposes and in the order provided herein, and until so used, the Purchaser shall have a lien thereon for further securing payment of the Bond and the interest thereon, which lien shall be junior and subordinate to the lien of the holders of the Prior Bonds, but the Depository Bank shall not be a trustee as to such funds.

If on any payment date the Revenues are insufficient to make the payments and transfers as hereinabove provided, the deficiency shall be made up in the subsequent payments and transfers in addition to those which would otherwise be required to be made on the subsequent payment dates.

The Depository Bank, at the direction of the Issuer, shall keep the moneys in the Reserve Fund and the Depreciation Reserve (to the extent allowed under the Prior Resolutions) invested and reinvested to the fullest extent possible in accordance with applicable law, and to the extent practicable, in Qualified Investments having maturities consonant with the required use thereof. Investments in any fund or account under this Bond Legislation shall, unless otherwise provided in the Prior Resolutions or herein, or unless otherwise required by law, be valued at the lower of cost or the then current market value, or at the redemption price thereof if then redeemable at the option of the holder, including value of accrued

interest and giving effect to the amortization of discount, or at par if such investment is held by the "consolidated fund" managed by the West Virginia State Board of Investments. Except as otherwise required in the Prior Resolutions, 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 interest accruing thereon and any profit or loss realized from such investment shall be credited or charged to the appropriate fund or account.

C. CHANGE OF DEPOSITORY BANK. The Issuer may designate another bank or trust company insured by FDIC as Depository Bank if the Depository Bank should cease for any reason to serve or if the Governing Body determines by resolution that the Depository Bank or its successor should no longer serve as Depository Bank. Upon any such change, the Governing Body will cause notice of the change to be sent by registered or certified mail to the Purchaser and shall give such other notice as required under, and in the manner provided in, the Prior Resolutions.

D. USER CONTRACTS. The Issuer shall, prior to delivery of the Bond, provide evidence that there will be at least 766 bona fide users upon the System on completion of the Project, in full compliance with the requirements and conditions of the Purchaser.

E. CHARGES AND FEES. The Issuer shall remit from the Revenue Fund to the Depository Bank such additional sums as shall be necessary to pay the charges and fees of the Depository Bank then due.

F. INVESTMENT OF EXCESS BALANCES. Subject to the terms of the Prior Resolutions so long as the Prior Bonds are outstanding, the moneys in excess of the sum insured by FDIC in any of such funds or accounts shall at all times be secured, to the full extent thereof in excess of such insured sum, in a lawful manner for securing deposits of state and municipal funds under the laws of the State of West Virginia.

G. REMITTANCES. All remittances made by the Issuer to the Depository Bank shall clearly identify the fund or account into which each amount is to be deposited.

H. GROSS REVENUES. The Gross Revenues of the System shall only be used for purposes of the System.

ARTICLE V

GENERAL COVENANTS, ETC.

Section 5.01. General Statement. So long as the Bond shall be outstanding and unpaid, or until there shall have been set apart in the Reserve Fund a sum sufficient to prepay the entire principal of the Bond remaining unpaid, together with interest accrued and to accrue thereon to the date of prepayment, the covenants and agreements contained herein shall be and constitute valid and legally binding covenants between the Issuer and the Purchaser.

Section 5.02. Rates. The Issuer will, in the manner provided in the Act, fix and collect such rates, fees or other charges for the services and facilities of the System, and revise the same from time to time whenever necessary, as will always provide Revenues in each Fiscal Year sufficient to produce Net Revenues equal to the payment and deposits on account of the Prior Bonds, plus Net Revenues equal to not less than 110% of the annual debt service on the Bond and sufficient to make the payments required herein into the Reserve Fund and the Depreciation Reserve and all the necessary expenses of operating and maintaining the System during such Fiscal Year and such rates, fees and other charges shall not be reduced so as to be insufficient to provide adequate Revenues for such purposes.

Section 5.03. Sale of the System. The System will not be sold without the prior written consent of the Purchaser so long as the Bond is outstanding. Such consent will provide for disposition of the proceeds of any such sale.

Section 5.04. Issuance of Additional Parity Bonds or Obligations. No additional parity bonds or obligations payable out of any of the Revenues of the System shall be issued, except with the prior written consent of the Purchaser.

Section 5.05. Insurance and Bonds. The Issuer hereby covenants and agrees that it will, as an expense of construction, operation and maintenance of the System, procure, carry and maintain, so long as the Bond remains outstanding, insurance with a reputable insurance carrier or carriers covering the following risks and in the following amounts:

(a) Fire, Lightning, Vandalism, Malicious Mischief and Extended Coverage Insurance, to be procured upon acceptance of any part of the Project from the contractor, and immediately upon any portion of the System now in use, on all

above-ground structures of the System and mechanical and electrical equipment in place or stored on the site in an amount equal to the full insurable value thereof. In the event of any damage to or destruction of any portion of the System, the Issuer will promptly arrange for the application of the insurance proceeds for the repair or reconstruction of such damaged or destroyed portion. The Issuer will itself, or will require each contractor and subcontractor to, obtain and maintain builder's risk insurance to protect the interests of the Issuer during construction of the Project in the full insurable value thereof.

(b) Public Liability Insurance, with limits of not less than $500,000 for one or more persons injured or killed in one accident to protect the Issuer from claims for bodily injury and/or death, and not less than $200,000 to protect the Issuer from claims for damage to property of others which may arise from the operation of the System, such insurance to be procured not later than the date of delivery of the Bond.

(c) Vehicular Public Liability Insurance, in the event the Issuer owns or operates any vehicle in the operation of the System, or in the event that any vehicle not owned by the Issuer is operated at any time or times for the benefit of the Issuer, with limits of not less than $500,000 for one or more persons injured or killed in one accident to protect the Issuer from claims for bodily injury and/or death, and not less than $200,000 to protect the Issuer from claims for damage to property of others which may arise from such operation of vehicles, such insurance to be procured prior to acquisition or commencement of operation of any such vehicle for the Issuer.

(d) Workers' Compensation Coverage for All Employees of the District Eligible Therefor and Performance and Payment Bonds, such bonds to be in the amounts of 100% of the construction contract, will be required of each prime contractor, and such payment bonds have been or will be filed with the Clerk of the County Commission of said County prior to commencement

of construction of the Project in compliance with West Virginia Code Section 38-2-39. Workers' compensation coverage shall be maintained as required by the laws of the State of West Virginia.

(e) Fidelity Bonds will be provided as to every member of the Governing Body and as to every officer and employee thereof having custody of the Revenue Fund or of any revenues or other funds of the Issuer in an amount at least equal to the total funds in the custody of any such person at any one time, and initially in the amount of $50,000 upon the treasurer, provided, however, that no bond shall be required insofar as custody of the Project Construction Account is concerned so long as checks thereon require the signature of a representative of the Purchaser.

(f) Provided, however, and in lieu of and notwithstanding the foregoing provisions of this Section, during construction of the Project and so long as the Bond is outstanding, the Issuer will carry insurance and bonds or cause insurance and bonds to be carried for the protection of the Issuer, and during such construction will require each contractor and subcontractor to carry insurance, of such types and in such amounts as the Purchaser may specify, with insurance carriers or bonding companies acceptable to the Purchaser.

Section 5.06. Statutory Mortgage. For the further protection of the Holder of the Bond, 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 and shall take effect immediately upon the delivery of the Bond, but junior and subordinate to the lien in favor of the Holders of the Prior Bonds.

Section 5.07. Events of Default. Each of the following events is hereby declared an "Event of Default":

(a) Failure to make payment of any monthly amortization installment upon the Bond at the date specified for payment thereof; and

(b) Failure duly and punctually to observe or perform any of the covenants, conditions and agreements on the part of the Issuer contained in the Bond or herein, or violation of or failure to observe any provision of any pertinent law.

Section 5.08. Enforcement. Upon the happening of any Event of Default specified above, then, and in every such case, the Purchaser may proceed to protect and enforce its rights by an appropriate action in any court of competent jurisdiction, either for the specific performance of any covenant or agreement, or execution of any power, or for the enforcement of any proper legal or equitable remedy as shall be deemed most effectual to protect and enforce such rights.

Upon application by the Purchaser, such court may, upon proof of such default appoint a receiver for the affairs of the Issuer and the System. The receiver so appointed shall administer the System on behalf of the Issuer, shall exercise all the rights and powers of the Issuer with respect to the System, shall proceed under the direction of the court to obtain authorization to increase rates and charges of the System, and shall have the power to collect and receive all revenues and apply the same in such manner as the court may direct.

Section 5.09. Fiscal Year; Budget. While the Bond is outstanding and unpaid and to the extent not now prohibited by law, the System shall be operated and maintained on a Fiscal Year basis commencing on July 1 of each year and ending on the following June 30, which period shall also constitute the budget year for the operation and maintenance of the System. Not later than 30 days prior to the beginning of each Fiscal Year, the Issuer agrees to adopt the Annual Budget for the ensuing year, and no expenditures for operation and maintenance expenses of the System in excess of the Annual Budget shall be made during such Fiscal Year unless unanimously authorized and directed by the Governing Body. Copies of each Annual Budget shall be delivered to the Purchaser by the beginning of each Fiscal Year.

If for any reason the Issuer shall not have adopted the Annual Budget before the 1st day of any Fiscal Year, it shall adopt a Budget of Current Expenses from month to month until the adoption of the Annual Budget; provided, however, that no such monthly budget shall exceed the budget for the corresponding month in the next year preceding by more than 10%; and provided further, that adoption of a Budget of Current Expenses shall not constitute compliance with the covenant to adopt an Annual Budget unless failure to adopt an Annual Budget be for a reason beyond the control of the Issuer. Each such

Budget of Current Expenses shall be mailed immediately to the Purchaser.

Section 5.10. Compensation of Members of Governing Body. The Issuer hereby covenants and agrees that no compensation for policy direction shall be paid to the members of the Governing Body in excess of the amount permitted by the Act. Payment of any compensation to any such member for policy direction shall not be made if such payment would cause the Net Revenues to fall below the amount required to meet all payments provided for herein, nor when there is default in the performance of or compliance with any covenant or provision hereof.

Section 5.11. Covenant to Proceed and Complete. The Issuer hereby covenants to proceed as promptly as possible with the acquisition and construction of the Project to completion thereof in accordance with the plans and specifications prepared by the Consulting Engineer on file with the Secretary on the date of adoption hereof, subject to permitted changes.

Section 5.12. Books and Records; Audits. 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 the Purchaser shall have the right at all reasonable times to inspect the System and all records, accounts and data of the Issuer relating thereto.

The Issuer shall, at least once a year, cause said books, records and accounts of the System to be properly audited by an independent competent firm of certified public accountants and shall mail a copy of such audit report to the Purchaser. The Issuer shall further comply with the Act with respect to such books, recor and accounts.

Section 5.13. Maintenance of System. The Issuer covenants that it will continuously operate, in an economical and efficient manner, and maintain the System as a revenue-producing utility as herein provided so long as the Bond is outstanding.

Section 5.14. No Competition. To the extent legally allowable, the Issuer will not permit competition with the System within its boundaries or within the territory served by it and will not grant or cause, consent to or allow the granting of any franchise, permit or other authorization for any person, firm, corporation, public or private body, agency or instrumentality whatsoever to provide any of the services supplied by the System within the boundaries of the Issuer or within the territory served by the System.

ARTICLE VI

RATES, ETC.

Section 6.01. Initial Schedule of Rates and Charges; Rules. A. The initial schedule of rates and charges for the services and facilities of the System, subject to change consonant with the provisions hereof, shall be as set forth in the Final Order of the Public Service Commission of West Virginia, entered on _____, 19__, Case No. _____, which order is incorporated herein by reference as a part hereof.

B. There shall not be any discrimination or differential in rates between customers in similar circumstances.

C. All delinquent fees, rates and charges for services or facilities of the System shall be liens on the premises served of equal degree, rank and priority with the lien on such premises of state, county, school and municipal taxes, as provided in the Act. The Issuer shall have all remedies and powers provided under the Act and other applicable provisions of law with regard to the collection and enforcement of such fees, rates and charges.

D. The Issuer will not render or cause to be rendered any free services of any nature by the System nor any of the facilities; and in the event that the Issuer or any department, agency, officer or employee thereof should avail itself or themselves of the services or facilities of the System, the same fees, rates and charges applicable to other customers receiving like services under similar circumstances shall be charged, such charges shall be paid as they accrue, and revenues so received shall be deposited and accounted for in the same manner as other Revenues of the System.

E. The Issuer may require any applicant for any service by the System to deposit a reasonable and equitable amount to insure payment of all charges for the services rendered by the System, which deposit shall be handled and disposed of under the applicable rules and regulations of the Public Service Commission of West Virginia.

F. The Issuer, to the extent permitted by law, will not accept payment of any water bill from a customer served with water and sewer services by the Issuer without payment at the same time of a sewer bill owed by such customer for the same premises.

ARTICLE VII

MISCELLANEOUS

Section 7.01. Defeasance of Bond. If the Issuer shall pay or cause to be paid, or there shall otherwise be paid, to the Holder of the Bond, the principal of and interest due or to become due thereon, at the times and in the manner stipulated therein and in this Bond Legislation, then with respect to the Bond, the pledge 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 Owner of the Bond, shall thereupon cease, terminate and become void and be discharged and satisfied.

Section 7.02. Modification or Amendment. The Bond Legislation may not be modified or amended after final passage without the prior written consent of the Purchaser.

Section 7.03. Delivery of Bond No. R-1. The Chairman, Secretary and Treasurer of the Governing Body are hereby authorized and directed to cause Bond No. R-1, hereby awarded to the Purchaser pursuant to prior agreement, to be delivered to the Purchaser as soon as the Purchaser will accept such delivery.

Section 7.04. Severability of Invalid Provisions. If any one or more of the covenants, agreements or provisions hereof should be held contrary to any express provision of law or contrary to the policy of express law, although not expressly prohibited, or against public policy, or shall for any reason whatsoever be held invalid, then such covenants, agreements or provisions shall be null and void and shall be deemed severable from the remaining covenants, agreements or provisions hereof, and shall in no way affect the validity of all the other provisions hereof or the Bond.

Section 7.05. Conflicting Provisions Repealed. All other resolutions and orders, or parts thereof, in conflict with the provisions hereof are, to the extent of such conflicts, hereby repealed; provided that this Section shall not be applicable to the Loan Resolution (Form FmHA 442-47) or the Prior Resolutions and the Prior Bonds.

Section 7.06. Table of Contents and Headings. The Table of Contents and headings of the articles, sections and subsections hereof are for convenience only and shall neither control nor affect in any way the meaning or construction of any of the provisions hereof.

Section 7.07. 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 applicable thereto; and that the Chairman, 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 7.08. Effective Time. This Resolution shall take effect immediately upon its adoption.

Adopted: April 25, 1989

Chairman of Public Service Board

Member

Member

04/24/89
MTPSDS.A2
64048/88001

RUS

(SPECIMEN BOND)

WATER REVENUE BOND, SERIES 1989

MOUNTAIN TOP PUBLIC SERVICE DISTRICT

$276,000

No. R-1 Date: August 11, 1989

FOR VALUE RECEIVED, MOUNTAIN TOP PUBLIC SERVICE DISTRICT (herein called "Borrower") promises to pay to the order of the United States of America, acting through the Farmers Home Administration, United States Department of Agriculture (the "Government"), or its registered assigns, at its National Finance Office, St. Louis, Missouri, 63103, or at such other place as the Government may hereafter designate in writing, the principal sum of TWO HUNDRED SEVENTY SIX THOUSAND DOLLARS ($276,000), plus interest on the unpaid principal balance at the rate of 5% per annum. The said principal and interest shall be paid in the following installments on the following dates: Monthly installments of interest only, commencing 30 days following delivery of the Bond and continuing on the corresponding day of each month for the first 24 months after the date hereof, and $1,356, covering principal and interest, thereafter on said corresponding day of each month, except that the final installment shall be paid at the end of 40 years from the date of this Bond, in the sum of the unpaid principal and interest due on the date thereof, and except that prepayments may be made as provided hereinbelow. The consideration herefor shall support any agreement modifying the foregoing schedule of payments.

If the total amount of the loan is not advanced at the time of loan closing, the loan shall be advanced to Borrower as requested by Borrower and approved by the Government and interest shall accrue on the amount of each advance from its actual date as shown on the Record of Advances attached hereto as a part hereof.

Every payment made on any indebtedness evidenced by this Bond shall be applied first to interest computed to the effective date of the payment and then to principal.

Prepayments of scheduled installments, or any portion thereof, may be made at any time at the option of Borrower. Refunds and extra payments, as defined in the regulations of the Farmers Home Administration according to the source of funds involved, shall, after payment of interest, be applied to the installments last to become due

under this Bond and shall not affect the obligation of Borrower to pay the remaining installments as scheduled herein.

If the Government at any time assigns this Bond and insures the payment thereof, Borrower shall continue to make payments to the Government as collection agent for the holder.

While this Bond is held by an insured lender, prepayments as above authorized made by Borrower may, at the option of the Government, be remitted by the Government to the holder promptly or, except for final payment, be retained by the Government and remitted to the holder on either a calendar quarter basis or an annual installment due date basis. The effective date of every payment made by Borrower, except payments retained and remitted by the Government on an annual installment due date basis, shall be the date of the United States Treasury check by which the Government remits the payment to the holder. The effective date of any prepayment retained and remitted by the Government to the holder on an annual installment due date basis shall be the date of the prepayment by Borrower and the Government will pay the interest to which the holder is entitled accruing between the effective date of any such prepayment and the date of the Treasury check to the holder.

Any amount advanced or expended by the Government for the collection hereof or to preserve or protect any security herefor, or otherwise under the terms of any security or other instrument executed in connection with the loan evidenced hereby, at the option of the Government shall become a part of and bear interest at the same rate as the principal of the debt evidenced hereby and be immediately due and payable by Borrower to the Government without demand. Borrower agrees to use the loan evidenced hereby solely for purposes authorized by the Government.

Borrower hereby certifies that it is unable to obtain sufficient credit elsewhere to finance its actual needs at reasonable rates and terms, taking into consideration prevailing private and cooperative rates and terms in or near its community for loans for similar purposes and periods of time.

This Bond, together with any additional bonds ranking on a parity herewith which may be issued and outstanding for the purpose of providing funds for financing costs of additions, extensions and improvements to the waterworks system (the "System") of the Borrower, is payable solely from the revenues to be derived from the operation of the System after there have been first paid from such revenues the reasonable current costs of operation and maintenance of the System. This Bond does not in any manner constitute an indebtedness of the

Borrower within the meaning of any constitutional or statutory provision or limitation.

Registration of this Bond is transferable by the registered owner hereof in person or by his, her or its attorney duly authorized in writing, at the office of the Borrower, as Registrar, but only in the manner, subject to the limitations and upon payment of the charges, if any, provided in the herein defined Resolution and upon surrender and cancellation of this Bond. Upon such transfer a new Bond or Bonds, of authorized denomination or denominations, for the like principal amount, will be issued to the transferee in exchange herefor.

This Bond, under the provisions 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, but may only be transferred by transfer of registration hereof with the Registrar.

This Bond has been issued under and in full compliance with the Constitution and statutes of the State of West Virginia, including, among others, Chapter 16, Article 13A of the West Virginia Code, as amended (the "Act"), and a Resolution of the Borrower authorizing issuance of this Bond (the "Resolution").

If at any time it shall appear to the Government that Borrower may be able to obtain a loan from a responsible cooperative or private credit source at reasonable rates and terms for loans for similar purposes and periods of time, Borrower will, at the Government's request, apply for and accept such loan in sufficient amount to repay the Government.

This Bond is given as evidence of a loan to Borrower made or insured by the Government pursuant to the Consolidated Farmers Home Rural Development Act. This Bond shall be subject to the present regulations of the Farmers Home Administration and to its future regulations not inconsistent with the express provisions hereof.

This Bond is junior and subordinate, as to liens, pledge and source of and security for payment, and in all other respects, to the 1976 Bond and the 1979 Bond described in said Resolution.

MOUNTAIN TOP PUBLIC SERVICE DISTRICT

[CORPORATE SEAL]

_____
Chairman, Public Service Board

P.O. Box 236
Mount Storm, West Virginia 26739

ATTEST:

_____
Secretary, Public Service Board

RECORD OF ADVANCES

	AMOUNT	DATE		AMOUNT	DATE
(1)	$		(6)	$	
(2)	$		(7)	$	
(3)	$		(8)	$	
(4)	$		(9)	$	
(5)	$		(10)	$	

TOTAL $

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:

_____

08/09/89
MTPSDJ.X2
64048/88001

United States Department of Agriculture
Rural Development
West Virginia State Office

January 23, 2009

Mountain Top Public Service District
Water Refunding Revenue Bonds, Series 2009 A

TO WHOM IT MAY CONCERN:

The undersigned duly authorized representative for the United States of America, acting through the Rural Utilities Service, United States Department of Agriculture, the present holder of the Series 1989 Bonds, hereinafter defined and described, hereby (i) consents to the issuance of the Water Refunding Revenue Bonds, Series 2009 A (the "Series 2009 A Bonds") to Branch Banking and Trust Company, in the principal amount of not to exceed $270,000, by Mountain Top Public Service District (the "Issuer"), under the terms of the resolution authorizing the Series 2009 A Bonds (the "Series 2009 A Resolution") on a parity, with respect to liens, pledge and source of and security for payment, with the Issuer's Water Revenue Bonds, Series 1989 (United States Department of Agriculture), dated August 11, 1989, issued in the original aggregate principal amount of $276,000 (the "Series 1989 Bonds or the "Prior Bonds"); (ii) waive any requirements imposed by the Prior Bonds or the resolutions authorizing the Prior Bonds (the "Prior Resolutions"), regarding the issuance of parity bonds which are not met by the Series 2009 A Bonds or the Series 2009 A Resolution; and (iii) any amendments made to the Prior Resolutions by the Series 2009 A Resolution.

Authorized Representative

75 High Street Federal Building • Suite 320 • Morgantown, WV 26505-7500
Phone: 304.284.4860 • 1.800.295.8228 • Fax: 304.284.4893 • TTY/TDD: 304.284.4836 • Web: http://www.rurdev.usda.gov/wv

Committed to the future of rural communities.

"USDA is an equal opportunity provider, employer and lender."
To file a complaint of discrimination write USDA, Director, Office of Civil Rights, 1400 Independence Avenue, S.W., Washington, DC 20250-9410 or call (800) 795-3272 (voice) or (202) 720-6382 (TDD).

Servicing Operations Center
116 Welsh Road
Horsham PA 19044

CAPMARK

January 26, 2009

Mountain Top Public
P.O. Box 236
Mt Storm, WV 26739-0000

RE: Loan Number 01-0592601

LOAN PREPAYMENT NOTIFICATION

We acknowledge receipt of payment on the subject loan. Accordingly, we are in the process of reviewing the satisfaction conditions of your mortgage totaling an original debt of $582,000.00. If applicable, we have enclosed a check for the amount of your cash escrows not applied against your payoff.

Consequently, you are solely responsible for any unpaid tax, insurance or property expenses previously covered by your loan. Please provide a copy of this letter to your Property Insurance Agent in order to have this loan removed as the Loss Payee on your policy.

Please retain this notification as evidence of your payment. Furthermore, this letter does not release you from any obligations remaining under your loan documents. You will receive a final notification after your local jurisdiction has recorded the satisfaction of your debt. In the interim, please feel free to contact me directly with any questions.

Sincerely,

Paula Hensley
Paula Hensley
Client Relations Manager
Toll Free: 888-334-4622

Officer's Certification:

James Goodall
Vice President

ACCOUNT STATUS SUMMARY
FOR 12/31/08 TO 3/06/09

LOAN NO: 01-0592601	BORROWER	ORIG.LOAN	582000.00	CUR. BAL		CUR. DFLT INT BAL	.00
	MOUNTAIN TOP PUBLIC	BEG 11/76		DIAL BALANCE	.00	DFLT INT RATE	.00000%
TYPE- F	SERVICE DISTRICT	TERM 40 YRS 00 MOS.		INTEREST	5.00000%	DFLT INT RATE @ MATURE	.00000%
FREQ- 01	PO BOX 236	END 11/16		DIAL RATE	.00000	NEXT PAYMENT DUE DATE	2/10/2009
	MT STORM WV 267390000						

DATE	TRANSACTION	PD FOR AMOUNT	CK# PRINCIPAL	GROSS INT	MIP	TAX	INSURANCE	RESERVE	OTHER	MISC. FEES	SUSPENSE	LATE CHRG	BUY DOWN AMOUNT	PRINCIPAL BAL	G/L CD	EFFECTIVE DATE
----	BEGIN BALANCES													214996.87		
1/09/09	PMT REC'D 1/09	2858.00	1917.53-	940.47										213079.34		1/09/2009
1/23/09	LOAN PAYOFF	213487.99	213079.34-	408.65										.00		1/23/2009
1/23/09	MSC AMT PM	10.00								10.00				.00		
BALANCES TO DATE			214996.87	1349.12						10.00				.00		

TOTAL TAXES PAID
TOTAL INTEREST CREDITED TO ESCR
TOTAL LATE CHARGES PAID
TOTAL BUY DOWN PAID

Servicing Operations Center
116 Welsh Road
Horsham PA 19044

CAPMARK

March 6, 2009

Mountain Top Public
Po Box 236
Mt Storm Wv26739-0000

RE: Loan Number 01-0592606

LOAN PREPAYMENT NOTIFICATION

We acknowledge receipt of payment on the subject loan. Accordingly, we are in the process of reviewing the satisfaction conditions of your mortgage totaling an original debt of $97,500.00. If applicable, we have enclosed a check for the amount of your cash escrows not applied against your payoff.

Consequently, you are solely responsible for any unpaid tax, insurance or property expenses previously covered by your loan. Please provide a copy of this letter to your Property Insurance Agent in order to have this loan removed as the Loss Payee on your policy.

Please retain this notification as evidence of your payment. Furthermore, this letter does not release you from any obligations remaining under your loan documents. You will receive a final notification after your local jurisdiction has recorded the satisfaction of your debt. In the interim, please feel free to contact me directly with any questions.

Sincerely,
Paula Hensley
Client Relations Manager
Toll Free: 888-334-4622

Officer's Certification:

James Goodall
Vice President

ACCOUNT STATUS SUMMARY
FOR 12/31/08 TO 3/06/09

LOAN NO: 01-0592606	BORROWER	ORIG.LOAN 97500.00	CUR. BAL	CUR. DFLT INT BAL	.00
	MOUNTAIN TOP PUBLIC	BEG 6/80	DIAL BALANCE .00	DFLT INT RATE	.00000%
TYPE- F	SERVICE DISTRICT	TERM 40 YRS 00 MOS.	INTEREST 5.00000%	DFLT INT RATE @ MATURE	.00000%
FREQ- 01	PO BOX 236	END 6/20	DIAL RATE .00000	NEXT PAYMENT DUE DATE	1/27/2009
	MT STORM WV 267390000				

DATE	TRANSACTION	PD FOR AMOUNT	CK# PRINCIPAL	GROSS INT	MIP	TAX	INSURANCE	RESERVE	OTHER	MISC. FEES	SUSPENSE	LATE CHRG	BUY DOWN AMOUNT	PRINCIPAL BAL	G/L CTD	EFFECTIVE DATE
----	BEGIN BALANCES													45285.70		
1/23/09	LOAN PAYOFF	45440.74	45285.70-	155.04										.00		1/23/2009
1/23/09	MSC AMT PM	10.00								10.00				.00		
BALANCES TO DATE			45285.70	155.04						10.00				.00		

TOTAL TAXES PAID
TOTAL INTEREST CREDITED TO ESCR
TOTAL LATE CHARGES PAID
TOTAL BUY DOWN PAID

CLOSING MEMORANDUM

To: Financing Team

From: John C. Stump, Esquire

Date: January 23, 2009

Re: Mountain Top Public Service District
Water Refunding Revenue Bonds, Series 2009 A

DISBURSEMENTS BY INTERNAL BANK TRANSFER BB&T

1.	Bank fee	$2,950.00

DISBURSEMENTS BY CHECK FROM BB&T

1	Steptoe & Johnson PLLC	$8,006.27
2	Imre Penteck, CPA	$ 95.00

DISBURSEMENTS BY WIRE BY BB&T

1.

Payor:	BB&T
Amount:	$213,497.99
Form:	Wire
Bank	Bank One – Texas, NA
Routing No.	ABA# 111-000-614
Beneficiary:	Capmark Finance, Inc.
Account No:	DDA No. 1825178252
Contact:	Paula Hensley LN: 01-0592601
Purpose:	Pay in full the Series 1976 Bonds

2.

Payor:	BB&T
Amount:	$45,450.74
Form:	Wire
Bank	Bank One – Texas, NA
Routing No.	ABA# 111-000-614
Beneficiary:	Capmark Finance, Inc.
Account No:	DDA No. 1825178252
Contact:	Paula Hensley LN: 01-0592606
Purpose:	Pay in full the Series 1979 Bonds

DISBURSEMENT FROM MOUNTAIN TOP PSD

Amount:	$40,044.00
Form:	Check
Bank	Municipal Bond Commission
Purpose	Fully funding the Series 2009 A Bonds Reserve Account

BB&T GOVERNMENTAL FINANCE 01-00
5130 PARKWAY PLAZA BLVD., BUILDING 9
CHARLOTTE, NC 28217

BB&T
CHARLOTTE, NC 28217
66-112/531

7819

January 22, 2009

PAY TO THE ORDER OF Steptoe & Johnson, PLLC $ 8,006.27

Eight-thousand, Six dollars and 27/100 DOLLARS

Steptoe & Johnson, PLLC

MEMO Mountain Top Public Service District

Ruthanne Crouch MP

⑈007819⑈ ⑆053101121⑆5214994315⑈

BB&T GOVERNMENTAL FINANCE 01-00
5130 PARKWAY PLAZA BLVD., BUILDING 9
CHARLOTTE, NC 28217

BB&T
CHARLOTTE, NC 28217
66-112/531

7820

January 22, 2009

PAY TO THE ORDER OF Imre Penteck, CPA $ 95.00

Ninety-five dollars and 00/100 DOLLARS

Imre Penteck, CPA

MEMO Mountain Top Public Service District

Ruthanne Crouch MP

⑈007820⑈ ⑆053101121⑆5214994315⑈

CHARLESTON, WEST VIRGINIA 25326

IN ACCOUNT WITH

STEPTOE & JOHNSON PLLC

Attorneys at Law

FEIN 55-0286140

January 23, 2009

Mountain Top Public Service District
Water Refunding Revenue Bonds, Series 2009 A
(Branch Banking & Trust Company)

Services as Bond Counsel and Out-of-pocket expenses	$ 8,006.27
TOTAL DUE	$ 8,006.27

640480.00001

Imre David Pentek
Certified Public Accountant
P.O. Box 1390
Lewisburg, West Virginia 24901
(304) 647-3949

Mountain Top Public Service District
P.O. Box 236
Mount Storm WV 26739

January 19, 2009

For Professional Services Rendered

		Amount
1/19/09	Consulting services: Preparation of 2009A Certification letter	95.00
	Amount Due	$95.00

Bills are due and payable upon receipt

Finance charges accrue at an annual rate of 10% on all accounts not paid within 30 days of the statement date

Capmark Finance Inc.
Servicing
116 Welsh Road
Horsham PA 19044

CAPMARK

LOAN PAYOFF STATEMENT

MOUNTAIN TOP PUBLIC
PO BOX 236

MT STORM WV 26739-0000

Loan No. 01-0592606
Investor (1) FMHA
010592606
Current Interest Rate 5.00000%

The following data is submitted per your request of January 13, 2009

CURRENT PRINCIPAL BALANCE				$	45,285.70
INTEREST DUE @ Current Rate	12/29/08	***through***	01/22/09		155.04
CUSTODIAL & ADMINISTRATIVE EXPENSES					10.00
Supplemental Charges					
ACCOUNT & DEFERRED UNPAID BILLINGS					-
TOTAL				**$**	**45,450.74**

This statement is for the property located at: 236 PO Box; Mount Storm, WV

IMPORTANT: The above amount is valid only for 01/23/2009. No rebates are available for early payment. If you elect to remit funds prior to the payoff date shown on your payoff statement, interest must be paid in accordance with the payoff statement and Capmark will hold the funds until the Payoff Date.

Escrow refunds are returned separately. This letter does NOT modify your loan documents nor negate your responsibility to pay installments timely.

Wire payments submitted to repay this loan must be received in this office by 2:00 p.m. EST A PER DIEM is Not permitted; after the above date, please request a revised Payoff Statement.

A revised Payoff Statement may require you to pay interest on your loan for a full additional interest accrual period, depending on the provisions of your loan documents.

Please wire the total amount due as follows:

Bank: Bank One - Texas, NA
Routing: ABA # 111-000-614
Beneficiary: Capmark Finance Inc.,
Account: DDA No. 1825178252
Reference: Attn: PAULA HENSLEY LN: 01-0592606

CAPMARK REQUIRES THE INCLUSION OF THE ABOVE REFERENCE LINE AS A CONDITION OF ACCEPTING YOUR PAYMENT.

The Total amount due should be remitted in accordance with the above instructions in Immediately Available Funds. Alternative forms of payment (e.g., Certified Checks, Bank Drafts, and other mediums) should be arranged in advance through your Client Relations Manager.

We assume no responsibility for late or misdirected wires, nor should this statement be used for a non-wire payment. No real estate tax or insurance payments will be disbursed for your account after payoff funds are received. The borrower is responsible for any payments due on or after the payoff date, including applicable interest or penalties. Any escrow deposits will be returned via check post-payoff.

IMPORTANT NOTE: This statement does not modify, alter or amend the terms of the loan documents. Should your payoff date change or be delayed, we reserve the right to assess a $100 revision fee to generate a new Loan Payoff Statement.

Should you have any questions, please contact PAULA HENSLEY Telephone: 1-888-334-4622

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2009-0115

Post-it® Fax Note 7671	Date 1-15	# of pages ▸ 2
To Katy Mallory	From Paula Hensley	
Co./Dept.	Co. Capmark	
Phone #	Phone # 801-233-2011	
Fax # 304-353-8181	Fax # 801-233-2041	

Capmark Finance Inc.
Servicing
116 Welsh Road
Horsham PA 19044

CAPMARK

LOAN PAYOFF STATEMENT

MOUNTAIN TOP PUBLIC
PO BOX 236

MT STORM WV 26739-0000

Loan No. 01-0592601
Investor (1) FMHA 010592601
Current Interest Rate 5.00000%

The following data is submitted per your request of January 13, 2009

CURRENT PRINCIPAL BALANCE				$	213,079.34
INTEREST DUE @ Current Rate	01/09/09	*through*	01/22/09		408.65
CUSTODIAL & ADMINISTRATIVE EXPENSES					10.00
Supplemental Charges					
ACCOUNT & DEFERRED UNPAID BILLINGS					-
TOTAL				**$**	**213,497.99**

This statement is for the property located at: 236 PO Box, Mount Storm, WV

IMPORTANT: The above amount is valid only for 01/23/2009. No rebates are available for early payment. If you elect to remit funds prior to the payoff date shown on your payoff statement, interest must be paid in accordance with the payoff statement and Capmark will hold the funds until the Payoff Date.

Escrow refunds are returned separately. This letter does NOT modify your loan documents nor negate your responsibility to pay installments timely.

Wire payments submitted to repay this loan must be received in this office by 2:00 p.m. EST A PER DIEM is Not permitted; after the above date, please request a revised Payoff Statement.

A revised Payoff Statement may require you to pay interest on your loan for a full additional interest accrual period, depending on the provisions of your loan documents.

Please wire the total amount due as follows:

Bank: Bank One - Texas, NA
Routing: ABA # 111-000-614
Beneficiary: Capmark Finance Inc.,
Account: DDA No. 1825178252
Reference: Attn: PAULA HENSLEY LN: 01-0592601

CAPMARK REQUIRES THE INCLUSION OF THE ABOVE REFERENCE LINE AS A CONDITION OF ACCEPTING YOUR PAYMENT.

The Total amount due should be remitted in accordance with the above instructions in Immediately Available Funds. Alternative forms of payment (e.g., Certified Checks, Bank Drafts, and other mediums) should be arranged in advance through your Client Relations Manager.

We assume no responsibility for late or misdirected wires, nor should this statement be used for a non-wire payment. No real estate tax or insurance payments will be disbursed for your account after payoff funds are received. The borrower is responsible for any payments due on or after the payoff date, including applicable interest or penalties. Any escrow deposits will be returned via check post-payoff.

IMPORTANT NOTE: This statement does not modify, alter or amend the terms of the loan documents. Should your payoff date change or be delayed, we reserve the right to assess a $100 revision fee to generate a new Loan Payoff Statement.

Should you have any questions, please contact PAULA HENSLEY Telephone: 1-888-334-4622

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2009-0115

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 13th day of January, 2009.

CASE NO. 08-1896-PWD-PC

MOUNTAIN TOP PUBLIC SERVICE DISTRICT,
a public utility, Mt. Storm, Grant County.
Petition for consent and approval to refinance outstanding bonds.

COMMISSION ORDER

The Commission grants its consent to a utility proposal to refinance certain debt.

BACKGROUND

On November 8, 2008, Mountain Top Public Service District of Mt. Storm, Grant County, petitioned for consent and approval to refinance certain debt. Mountain Top's *current debt consists of*

a. Water Revenue Bonds, Series 1976, dated November 10, 1976, $582,000 original aggregate principal amount, held by Capmark and formerly held by General Motors Acceptance Corporation;

b. Water Revenue Bonds, Series 1979, dated June 27, 1980, $97,500 original aggregate principal amount, held by GMAC; and

c. Water Revenue Bonds, Series 1989, dated August 11, 1989, $276,000 original aggregate principal amount, held by the United States Department of Agriculture Rural Utilities Service.

The Series 1976 and 1979 bonds are collectively referred to as the "GMAC Bonds." Petition pp. 1-2. The Series 1976 bonds have an interest rate of five percent, mature on November 10, 2016, and require a $2,858 monthly payment. See Petition Ex. 3. The Series 1979 bonds have a five percent interest rate, mature on June 27, 2020, and require a $479 monthly payment. See Petition Ex. 4.

Mountain Top proposes to pay off the GMAC Bonds with a bank loan not to exceed $282,000, at interest not to exceed five percent and a maturity date no later than June 27, 2020. As of September 30, 2008, the payoff amount for the Series 1976 Bonds was $221,552.60 and the payoff for the Series 1979 Bonds was $46,655.17. See Petition Exs. 5 & 6. Mountain Top attached a budget and proposed schedule for the refinancing. See Petition Exs. 7 & 10.

Mountain Top asserted that its existing rates would not be affected by the proposal and that the bank loan payments would be the same or slightly less than the current payments on the GMAC Bonds. Petition p. 3. In a separate certificate proceeding, Case Number 08-1488-PWD-CN, Mountain Top has secured a commitment for a loan from the West Virginia Infrastructure and Jobs Development Council, to be issued on a first lien position with Mountain Top's existing debt. To obtain a first lien position, parity consent from the existing lenders is required, and obtaining parity consent from GMAC is not practical because of conditions required by GMAC. Id. Mountain Top argued that paying off the GMAC Bonds was in the best interests of the public and asked the Commission to waive any requirement for a hearing on the Petition. Id. p. 4.

On December 17, 2008, Mountain Top filed additional information that was requested by Commission Staff. Response of Mountain Top PSD to Commission Staff's First Set of Interrogatories, Data Request or Request for Information pp. 1-4 & attachments. Mountain Top provided a typical parity consent letter, and, among the several conditions, GMAC requires that GMAC review all contracts, pay estimates and change orders and that Mountain Top supply an opinion of bond counsel and pay all GMAC out-of-pocket costs. Id. p. 3.

On December 23, 2008, Commission Staff advised that although Mountain Top's petition set forth a bank loan not to exceed $282,000, Mountain Top provided proposed terms and conditions for a loan not to exceed $284,000. Final Joint Staff Memorandum p. 1. Technical Staff advised that the new monthly payments will be $3,333.02, which is nearly equal to the combined payments on the GMAC bonds of $3,337 per month. Final Internal Memorandum p. 3, attached to Initial & Final Joint Staff Memorandum.

Staff recommended that the Commission grant its consent and approval for Mountain Top to pay off its GMAC Bonds with a BB&T loan not to exceed $284,000 at an interest rate not to exceed 3.86% and with a maturity date of November 10, 2016. Staff also recommended that the Commission provide expedited treatment to allow Mountain Top to take advantage of the favorable interest terms. Id.; see also Final Internal Memorandum p. 3, attached to Initial & Final Joint Staff Memorandum.

On December 29, 2008, Mountain Top advised that it concurred with Staff's final recommendation. Ltr. p. 1.

DISCUSSION

Mountain Top has proposed to pay off its GMAC bonds with the proceeds from a new bank loan to facilitate the utility's entry into a separate loan for a certificate project. The proposed loan terms to pay off the bonds are reasonable. Moreover, the monthly payment on the proposed loan is virtually identical to Mountain Top's combined monthly payments on the GMAC bonds, and as a result Mountain Top's rates will not be affected by the refinancing. Under these circumstances, we agree with Staff and Mountain Top that the petition should be granted.

Because the proposal will not affect Mountain Top's rates, hearing and notice need not be required.

FINDINGS OF FACT

1. Mountain Top proposed to pay off its GMAC bonds with a new bank loan to facilitate Mountain Top's entry into a separate loan for a certificate project. Petition p. 3.

2. The monthly payment on the proposed loan is virtually identical to Mountain Top's combined monthly payments on the GMAC bonds. As a result, Mountain Top's rates will not be affected by the proposal. Response of Mountain Top PSD to Commission Staff's First Set of Interrogatories, Data Request or Request for Information pp. 1-4 & attachments.

3. Staff recommends approval of Mountain Top's proposal. Final Joint Staff Memorandum p. 1.

CONCLUSIONS OF LAW

1. The proposed loan terms are reasonable.

2. It is in the public interest for Mountain Top to pay off its GMAC bonds with a new bank loan to facilitate Mountain Top's entry into a separate loan for a certificate project.

3. Because Mountain Top's rates will not be affected by the proposal, hearing and notice need not be provided.

ORDER

IT IS THEREFORE ORDERED that the Commission grants its prior consent for Mountain Top to enter into a loan with BB&T for an amount not to exceed $284,000 at an interest rate not to exceed 3.86% and with a maturity date of November 10, 2016. The loan proceeds shall be used to pay off Mountain Top's GMAC bonds.

IT IS FURTHER ORDERED that this matter be removed from the Commission's docket of active cases.

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.

A True Copy, Teste:

Sandra Squire
Executive Secretary

CLW/sek
081896c.wpd

Mountain Top PSD

SCHEDULE B

A. COST OF PROJECT	TOTAL	BB&T Bank Loan	existing reserves on 1976 & 1979
1 Payoff GMAC Bonds			
a. Series 1976 Bonds	213,497.99	213,497.99	
b. Series 1979 Bonds	45,450.74	45,450.74	
2 Accounting	95.00	95.00	
3 legal (PSC; local opinion)	0.00	0.00	
4 Bank fee	2,950.00	2,950.00	
5 TOTAL of Lines 1 through 4	261,993.73	261,993.73	0.00
B. COST OF FINANCING			
6 Funded Reserve	40,044.00	0.00	40,044.00
7 Registrar	0.00	0.00	0.00
8 Bond Counsel	8,006.27	8,006.27	0.00
9 Cost of Issuance (lines 6 through 8)	48,050.27	8,006.27	40,044.00
10 TOTAL PROJECT COST line 5 plus line 9	310,044.00	270,000.00	40,044.00
C. SOURCES OFOTHER FUNDS			
11 Federal Grants			
12 State Grants			
13 Other Grants			
14 Any Other Source - existing 1976/1979 reserves	40,044.00		40,044.00
15 TOTAL GRANTS Lines 11 through 14	40,044.00	0.00	40,044.00
16 Size of Bond Issue (line 10 minus Line 15)	270,000.00	270,000.00	0.00

Steve D. Jackson
Mountain Top PSD

Jan. 23, 2009
Date