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THE CITY OF PARKERSBURG

TAXABLE COMBINED WATERWORKS AND SEWERAGE SYSTEM
REFUNDING REVENUE BONDS, SERIES 2006 A AND SERIES 2006 B
AND
TAX-EXEMPT COMBINED WATERWORKS AND SEWERAGE SYSTEM
REFUNDING REVENUE BONDS, SERIES 2006 C

DATE OF CLOSING: MARCH 23, 2006 AND JUNE 15, 2006

BONDS TRANSCRIPT

(VOLUME 1 OF 2)

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THE CITY OF PARKERSBURG (WEST VIRGINIA)

TAXABLE COMBINED WATERWORKS AND SEWERAGE SYSTEM REFUNDING REVENUE BONDS, SERIES 2006 A,

TAXABLE COMBINED WATERWORKS AND SEWERAGE SYSTEM REFUNDING REVENUE BONDS, SERIES 2006 B
AND
WHEN, AS AND IF ISSUED,

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THE CITY OF PARKERSBURG
(WEST VIRGINIA)

AN ORDINANCE AUTHORIZING THE REFUNDING OF THE ISSUER'S OUTSTANDING COMBINED WATERWORKS AND SEWERAGE SYSTEM REFUNDING REVENUE BONDS, SERIES 1996; THE ISSUANCE OF TAXABLE COMBINED WATERWORKS AND SEWERAGE SYSTEM REFUNDING REVENUE BONDS, SERIES 2006 A, OF THE CITY IN THE AGGREGATE PRINCIPAL AMOUNT OF NOT MORE THAN $20,000,000, TAXABLE COMBINED WATERWORKS AND SEWERAGE SYSTEM REFUNDING REVENUE BONDS, SERIES 2006 B, OF THE CITY IN THE AGGREGATE PRINCIPAL AMOUNT OF NOT MORE THAN $1,000,000 AND TAX-EXEMPT COMBINED WATERWORKS AND SEWERAGE SYSTEM REFUNDING REVENUE BONDS, SERIES 2006 C, OF THE CITY IN THE AGGREGATE PRINCIPAL AMOUNT OF NOT MORE THAN $20,000,000, THE PROCEEDS OF WHICH, TOGETHER WITH OTHER FUNDS OF THE CITY, SHALL BE EXPENDED FOR SUCH REFUNDING AND TO PAY COSTS IN CONNECTION THEREWITH; PROVIDING FOR THE RIGHTS AND REMEDIES OF, AND THE SECURITY FOR, THE REGISTERED OWNERS OF SUCH BONDS; AUTHORIZING THE EXECUTION AND DELIVERY OF A BOND PURCHASE AGREEMENT, AN ESCROW AGREEMENT, A CONTINUING DISCLOSURE AGREEMENT AND OTHER DOCUMENTS; AUTHORIZING THE SALE AND PROVIDING FOR THE TERMS AND PROVISIONS OF SUCH BONDS AND PROVISIONS FOR BOND INSURANCE; AND ENACTING OTHER PROVISIONS WITH RESPECT TO SUCH BONDS.

WHEREAS, The City of Parkersburg, West Virginia (the "Issuer") presently owns and operates, through the Parkersburg Utility Board (the "Board") a public combined waterworks and sewerage system (the "System") and has heretofore financed the acquisition and construction of the System and certain extensions, additions, betterments and improvements thereto by issuance of several series of bonds, refunding bonds, or notes of which there are presently outstanding the Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 1996 (the "Series 1996 Bonds"), dated May 1, 1996, and issued in the original aggregate principal amount of $31,250,000, of which approximately $17,420,000 is presently outstanding.

WHEREAS, the Series 1996 Bonds were issued pursuant to an ordinance of the Issuer duly enacted by the council of the Issuer on April 9, 1996, as supplemented by a

supplemental resolution duly adopted by the council of the Issuer on April 23, 1996 (collectively, the "1996 Ordinance");

WHEREAS, the Issuer is advised that current market conditions are such that interest savings would be realized from the refunding of the Series 1996 Bonds;

WHEREAS, under the provisions of Chapter 13, Article 2E and Chapter 8, Article 20 of the West Virginia Code of 1931, as amended (collectively, the "Act"), the Issuer is authorized and empowered to issue refunding revenue bonds to refund, pay or discharge all or any part of the outstanding Series 1996 Bonds;

WHEREAS, the Issuer has determined and hereby determines that it would be to the benefit of the Issuer and its residents and customers to provide for the refunding of the Series 1996 Bonds on their first permitted Redemption Date, being September 1, 2006, in the manner set forth herein through the issuance of an initial series of taxable bonds to be designated "The City of Parkersburg, West Virginia, Taxable Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 2006 A" (the "Series 2006 A Bonds"), in the maximum aggregate principal amount of not more than $20,000,000, to issue a second series of taxable bonds to be designated "The City of Parkersburg, West Virginia, Taxable Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 2006 B (the "Series 2006 B Bonds") in the maximum aggregate principal amount of $1,000,000 and, subject to the satisfaction of certain conditions, to issue a subsequent series of tax-exempt bonds to be designated "The City of Parkersburg, West Virginia, Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 2006 C" (the "Series 2006 C Bonds"), in the maximum aggregate principal amount of not more than $20,000,000, to provide for the current refunding of the Series 1996 Bonds on June 15, 2006; and

WHEREAS, the Issuer now desires to authorize the refunding of the Series 1996 Bonds as aforesaid, and to provide for the refinancing thereof by the issuance of the Series 2006 C Bonds as hereinafter provided;

WHEREAS, in the event the Series 2006 C Bonds are issued, there are outstanding obligations of the Issuer which will rank on a parity with the Series 2006 C Bonds as to liens, pledge and source of and security for payment, being the (i) Combined Waterworks and Sewerage System Revenue Bonds, Series 2003 A (West Virginia Infrastructure Fund), dated March 4, 2003, issued in the original aggregate principal amount of $4,000,000, (ii) Combined Waterworks and Sewerage System Revenue Bonds, Series 2003 B (West Virginia Water Development Authority), dated March 4, 2003, issued in the original

aggregate principal amount of $3,250,000, (iii) Combined Waterworks and Sewerage System Revenue Bonds, Series 2003 D (West Virginia Infrastructure Fund), dated August 4, 2003, issued in the original aggregate principal amount of $926,000, (iv) the Combined Waterworks and Sewerage System Revenue Bonds, Series 2003 E (West Virginia SRF Program), dated August 4, 2003, issued in the original aggregate principal amount of $4,326,705, and (v) Combined Waterworks and Sewerage System Revenue Bonds, Series 2005 A, dated August 1, 2005, issued in the original aggregate principal amount of $34,950,000. The Series 2003 A Bonds, the Series 2003 B Bonds, the Series 2003 D Bonds, the Series 2003 E Bonds, and the Series 2005 A Bonds are referred to herein collectively as the "Prior Bonds." In the event the Series 2006 C Bonds are not issued, the Series 2006 B Bonds shall rank on a parity with the Series 1996 Bonds and the Prior Bonds as to liens, pledge and source of and security for payment. The Prior Bonds are payable from and secured by a first lien on the Gross Revenues of the System. The Issuer has met the coverage requirements for issuance of parity bonds of the Prior Bonds and the Prior Ordinances (as hereinafter defined).

WHEREAS, prior to the issuance of the Series 2006 A Bonds and the Series 2006 B Bonds (referred to collectively herein from time to time as the "Series 2006 Bonds"), the Issuer will obtain a certificate of an Independent Certified Public Accountant stating that the coverage and parity tests of the Prior Bonds are met and the written consents of the Holders of the Prior Bonds for which such written consents may be required by the ordinances authorizing such bonds (the "Prior Ordinances"), to the issuance of the Series 2006 C Bonds, if issued, and the Series 2006 B Bonds in the event the Series 2006 C Bonds are not issued, on a parity with the Prior Bonds. Other than the Prior Bonds and the Series 1996 Bonds which are being refunded, 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 the covenants of the Prior Bonds and the Prior Ordinances.

WHEREAS, there are also outstanding obligations of the Issuer which are junior and subordinate to the Prior Bonds as to liens, pledge, and source of and security for payment, being the (i) Combined Waterworks and Sewerage System Subordinate Notes, Series 2001 A, dated June 28, 2001, issued in the original aggregate principal amount of $524,502.57, (ii) Combined Waterworks and Sewerage System Subordinate Notes, Series 2001 B, dated June 28, 2001, issued in the original aggregate principal amount of $124,156, (iii) Combined Waterworks and Sewerage System Subordinate Notes, Series 2002 A, dated January 24, 2002, issued in the original aggregate principal amount of $875,000, all of which are payable from Surplus Revenues (as hereinafter defined) of the System and the Combined Waterworks and Sewerage System Bond Anticipation Notes, Series 2005 A, dated August 16, 2005, issued in the original aggregate principal amount of $9,000,000 (the "Series 2005A Notes", secured by a pledge of the proceeds of bonds to be issued by the Issuer and purchased by the West Virginia Water Development Authority, on behalf of the West Virginia Clean Water State Revolving Fund, as evidenced by the commitment from the West Virginia Clean Water State Revolving Fund, (collectively, the "Prior Notes"). The Series 2006 C Bonds, if issued, and the Series 2006 A Bonds and the Series 2006 B Bonds,

if the Series 2006 C Bonds are not issued, shall be senior and prior with respect to pledge and source of and security for payment and in all other respects to the Prior Notes.

NOW, THEREFORE, BE IT ORDAINED AND ENACTED BY THE COUNCIL OF THE CITY OF PARKERSBURG:

ARTICLE I

DEFINITIONS; STATUTORY AUTHORITY; FINDINGS

Section 1.01. Definitions. All capitalized terms used in this Ordinance and not otherwise defined in the recitals hereto shall have the meanings specified below, unless the context expressly requires otherwise:

"Act" means, collectively, Chapter 13, Article 2E and Chapter 8, Article 20 of the West Virginia Code of 1931, as amended and in effect on the date of delivery of the Bonds.

"Authorized Newspaper" means a financial journal or newspaper of general circulation in the City of New York, New York, printed in the English language and customarily published on each business day of the Registrar, whether or not published on Saturdays, Sundays or legal holidays, and so long as so published, shall include The Bond Buyer and Redemption Digest.

"Authorized Officer" means the Mayor of the Issuer or any other officer of the Issuer specifically designated by resolution of the Council of the Issuer.

"Board" means the Utility Board of the Issuer.

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

"Bond Counsel" shall mean any law firm having a national reputation in the field of municipal law whose opinions are generally accepted by purchasers of municipal Bonds, appointed by the Issuer or the Board and shall initially mean Steptoe & Johnson PLLC, Charleston, West Virginia.

"Bondholder," "Holder of the Bonds," "Owner of the Bonds," "Registered Owner" or any similar term means any person who shall be the registered owner of any outstanding Bond.

"Bond Insurer" means any entity which shall insure all or any portion of the payment of principal of and interest on the Bonds, and in the event the Bonds are insured, shall initially mean the Bond Insurer set forth in the Supplemental Resolution.

"Bond Register" means the books of the Issuer maintained by the Registrar for the registration and transfer of Bonds.

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

"Bonds" means, collectively, the Series 2006 A Bonds, the Series 2006 B Bonds, the Series 2006 C Bonds and any additional parity Bonds hereafter issued within the terms, restrictions and conditions contained herein.

"Business Day" means any day other than a Saturday, Sunday or a day on which national banking associations or West Virginia banking corporations are authorized by law to remain closed.

"Certificate of Authentication and Registration" means the Certificate of Authentication and Registration on the Bonds, in substantially the forms set forth in EXHIBIT A, EXHIBIT B and EXHIBIT C, attached hereto and incorporated herein by reference.

"City" or "Issuer" means The City of Parkersburg, a municipal corporation and political subdivision of the State of West Virginia, in Wood County thereof, and, unless the context clearly indicates otherwise, includes the Governing Body and the Board of the Issuer and any other commission, board or department established by the Issuer to operate and maintain the System.

"City Clerk" means the City Clerk of the Issuer.

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

"Code" shall mean the Internal Revenue Code of 1986, as amended and supplemented from time to time, and Regulations thereunder.

"Consulting Engineers" means Strand Associates, Inc., Madison, Wisconsin, or any qualified engineer or engineers or firm or firms of engineers that shall at any time now or hereafter be retained by the Issuer as Consulting Engineers for the System, or portion thereof.

"Costs" or similar terms means all those costs now or hereafter permitted by the Act to be financed with bonds issued pursuant hereto, including, without limitation, the costs of refunding the Series 1996 Bonds, interest accruing or to accrue thereon, redemption premiums, expenses for fiscal or other agents, legal expenses, verification agent expenses and any other costs or expenses necessary, incidental, desirable or appurtenant to the issuance of the Bonds and the refunding of the Series 1996 Bonds.

"Costs of Issuance Fund" means the Costs of Issuance Fund created by Section 4.01 hereof.

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

"Depository Bank" means the bank or banks to be designated as such in the Supplemental Resolution, and any other bank or national banking association located in the State of West Virginia, eligible under the laws of the State of West Virginia to receive deposits of state and municipal funds and insured by the FDIC that may hereafter be appointed by the Issuer as Depository Bank.

"Depreciation Fund" means the Depreciation Fund established by the Prior Ordinances and continued hereby.

"DTC" means The Depository Trust Company, New York, New York or its successor.

"DTC-eligible" means, with respect to the Bonds, meeting the qualifications prescribed by DTC.

"Escrow Agent" means the West Virginia Municipal Bond Commission, as escrow agent under the Escrow Agreement, which shall be appointed pursuant to the Supplemental Resolution.

"Escrow Agreement" means the Escrow Agreement to be entered into between the Issuer and the Escrow Agent, providing for the deposit therein of the proceeds of the Series 2006 A Bonds, if necessary, and a portion of the proceeds of the Series 2006 B Bonds, and, if issued, the Series 2006 C Bonds and other matters in connection therewith, the form of which shall be approved by the Supplemental Resolution.

"Escrow Fund" means the Escrow Fund established pursuant to the Escrow Agreement.

"Event of Default" means any occurrence or event specified in Section 7.01.

"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.

"Governing Body" means the Council of the Issuer or any other governing body of the Issuer that succeeds to the functions of the Council, as it may now or hereafter by 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, as hereinafter defined, determined in accordance with generally accepted accounting principles, after deduction of prompt payment discounts, if any, and reasonable provision for uncollectible accounts, and includes any proceeds from the sale or other disposition of capital assets, but does not include any increase in the value of capital assets (including Qualified Investments, as hereinafter defined) or any Tap Fees, as hereinafter defined.

"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 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.

"Independent Accountants" means 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 purpose except keeping the accounts of the System in the normal operations of its business and affairs.

"Maximum Annual Debt Service" means, at the time of computation, the greatest amount of Debt Service required to be paid on the Bonds and the Prior Bonds for the then current or any succeeding Fiscal Year, assuming that the principal of any Term Bonds is deemed due on the earlier of their stated maturity date or the date on which they are required to be redeemed pursuant to mandatory sinking fund redemption.

"Mayor" means the Mayor of the Issuer.

"Municipal Bond Insurance Policy" means the municipal bond insurance policy, if any, issued by the Bond Insurer simultaneously with the delivery of the Bonds, insuring the payment of the principal of and interest on all or any of the Bonds in accordance with the terms thereof.

"Net Proceeds" means the face amount of the Bonds, plus accrued interest and premium, if any, less original issue discount, if any, and less proceeds, if any, deposited in any Reserve Account. For purposes of the Private Business Use limitations set forth herein, the term Net Proceeds shall include any amounts resulting from the investment of proceeds of the 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 which is acquired with the gross proceeds or any other proceeds of the Bonds and is not acquired in order to carry out the governmental purpose of the Bonds.

"Operating Expenses" unless qualified, means the current expenses, paid or accrued, of repair, operation and maintenance of the System, and includes, without limiting the generality of the foregoing, administrative, engineering, legal, auditing and insurance expenses (other than those capitalized as part of the costs of any project relating to the acquisition or construction of additions, betterments or improvements for the System), supplies, labor, wages, the cost of materials and supplies used for current operations, fees and expenses of fiscal agents and of the Depository Bank, Registrar and Paying Agent or Paying Agents, 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 Prior Bonds or the Bonds or Notes, charges for depreciation, losses from the sale or other disposition of or any decrease in the value of capital assets, amortization of debt discount or such miscellaneous deductions as are applicable to prior accounting periods.

"Ordinance" means this Ordinance and all ordinances, orders and resolutions supplemented hereto or amendatory hereof.

"Original Purchaser" means Crew & Associates, Inc. and Ferris, Baker, Watts, Incorporated, as the purchaser of the Bonds directly from the Issuer, or, if the Issuer and such Original Purchaser do not agree to the purchase of the Bonds with interest rates and other terms allowable under the Act, such other person or persons, firm or firms, bank or banks, corporation or corporations or such other entity or entities as shall purchase the Bonds directly from the Issuer, as determined by a resolution supplemental hereto; provided, that

the Original Purchaser and the Issuer shall agree to the purchase of the Bonds, as hereinafter defined, including the exact principal amount thereof and interest rate or rates thereon as fixed by said supplemental resolution to be adopted by the Council at the time of approval of such sale of the Bonds.

"Outstanding," when used with reference to Bonds, the Prior Bonds, or the Notes and as of any particular date, describes all Bonds and Notes theretofore and thereupon being issued and delivered except (a) any Bond or Note canceled by the registrar for such Bond at or prior to said date; (b) any Bond or Note for the payment of which moneys, equal to its principal amount, with interest to the date of maturity, shall be held in trust under this Ordinance and set aside for such payment (whether upon or prior to maturity); (c) any Bond deemed to have been paid as provided by Section 9.01; and (d) with respect to determining the number or percentage of Bondholders or Bonds or Notes for the purpose of consents, notices and the like, any Bond or Note registered to the Issuer.

"Paying Agent" means the Bond Commission or any other Paying Agent designated as such for the Bonds in the Supplemental Resolution, and any successor thereto, appointed in accordance with Section 8.12 hereof.

"Prior Bonds" shall mean, collectively, the Series 2003 A Bonds, the Series 2003 B Bonds, the Series 2003 D Bonds, the Series 2003 E Bonds, and the Series 2005 A Bonds.

"Prior Notes" means, collectively, the Series 2001 A Notes, the Series 2001 B Notes, the Series 2002 A Notes and Series 2005 A Notes.

"Prior Ordinances" shall have the meaning set forth in the recitals hereto.

"Private Business Use" means use directly or indirectly in a trade or business carried on by a natural person or in any activity carried on by a person other than a natural person, excluding, however, use by a state or local governmental unit and use as a member of the general public.

"Purchase Price," for the purpose of computation of the Yield of the Bonds, has the same meaning as the term "issue price" in Sections 1273(b) and 1274 of the Code, and, in general, means the initial offering price of the Bonds to the public (not including bond houses and brokers, or similar persons or organizations acting in the capacity of underwriters or wholesalers) at which price a substantial amount of the Bonds of each maturity is sold or, if the Bonds are privately placed, the price paid by the first buyer of the Bonds or the acquisition cost of the first buyer. "Purchase Price," for purposes of computing Yield of Nonpurpose Investments, means the fair market value of the Nonpurpose Investments on the date of use of Gross Proceeds of the Bonds for acquisition thereof, or if later, on the date that

Investment Property constituting a Nonpurpose Investment becomes a Nonpurpose Investment of the Bonds.

"Qualified Investments" means and includes the investments set forth in the Supplemental Resolution and designated as such.

"Rebate Fund" means the Rebate Fund created by Section 4.01 hereof.

"Record Date" means the day of the month which shall be so stated in the Bonds, regardless of whether such day is a Saturday, Sunday or legal holiday.

"Redemption Date" means the date fixed for redemption of the Series 1996 Bonds, the Series 2006 A Bonds, the Series 2006 B Bonds, the Series 2006 C Bonds or any other Bonds of the Issuer called for redemption, as applicable.

"Redemption Price" means the price at which the Series 1996 Bonds, the Series 2006 A Bonds, the Series 2006 B Bonds, the Series 2006 C Bonds or any other Bonds of the Issuer may be called for redemption and includes the principal amount of such Bonds to be redeemed, plus interest and the premium, if any, required to be paid to effect such redemption.

"Registrar" means the bank to be designated in the Supplemental Resolution as the Registrar for the Bonds, and any successor thereto, appointed in accordance with Section 8.08 hereof.

"Regulations" means temporary and permanent regulations promulgated under the Code, and includes applicable regulations promulgated under the Internal Revenue Code of 1954.

"Reserve Accounts" means, collectively, the reserve accounts created for the Series 2006 C Bonds, and the Prior Bonds.

"Reserve Requirement" means, collectively, the respective amount required to be on deposit in the respective Reserve Accounts for the Series 2006 C Bonds and the Prior Bonds.

"Revenue Fund" means the Revenue Fund established by the Prior Ordinances and continued hereby.

"Series 1996 Bonds" means the Issuer's Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 1996, dated May 1, 1996, issued in the original aggregate principal amount of $31,250,000.

"Series 2003 A Bonds" means the Issuer's Combined Waterworks and Sewerage System Revenue Bonds, Series 2003 A (West Virginia Infrastructure Fund), dated March 4, 2003, issued in the original aggregate principal amount of $4,000,000.

"Series 2003 B Bonds" means the Issuer's Combined Waterworks and Sewerage System Revenue Bonds, Series 2003 B (West Virginia Water Development Authority), dated March 4, 2003, issued in the original aggregate principal amount of $3,250,000.

"Series 2003 D Bonds" means the Issuer's Combined Waterworks and Sewerage System Revenue Bonds, Series 2003 D (West Virginia Infrastructure Fund), dated August 4, 2003, issued in the original aggregate principal amount of $926,000.

"Series 2003 E Bonds" means the Issuer's Combined Waterworks and Sewerage System Revenue Bonds, Series 2003 E (West Virginia SRF Program), dated August 4, 2003, issued in the original aggregate principal amount of $4,326,705.

"Series 2005 A Bonds" means, the Issuer's Combined Waterworks and Sewerage System Revenue Bonds, Series 2005 A, dated August 1, 2006, issued in the original aggregate principal amount of $34,950,000.

"Series 2006 A Bonds" means the Taxable Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 2006 A, of the Issuer, originally authorized to be issued pursuant to this Ordinance and the Supplemental Resolution.

"Series 2006 A Bonds Sinking Fund" means the Series 2006 A Bonds Sinking Fund created by Section 4.02 hereof.

"Series 2006 B Bonds" means the Taxable Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 2006 B, of the Issuer, originally authorized to be issued pursuant to this Ordinance and the Supplemental Resolution.

"Series 2006 B Bonds Sinking Fund" means the Series 2006 B Bonds Sinking Fund created by Section 4.02 hereof.

"Series 2006 C Bonds" means the Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 2006 C, of the Issuer, originally authorized to be issued pursuant to this Ordinance and the Supplemental Resolution.

"Series 2006 C Bonds Redemption Account" means the Series 2006 C Bonds Redemption Account created by Section 4.02 hereof.

"Series 2006 C Bonds Reserve Account" means the Series 2006 C Bonds Reserve Account created by Section 4.02 hereof.

"Series 2006 C Bonds Reserve Requirement" means, as of any date of calculation, the lesser of (i) 10% of the original stated principal amount of the Series 2006 C Bonds; (ii) the maximum amount of principal and interest which will become due on the Series 2006 C Bonds in any year; and (iii) 125% of the average amount of principal and interest which will become due on the Series 2006 C Bonds.

"Series 2006 C Bonds Sinking Fund" means the Series 2006 C Bonds Sinking Fund created by Section 4.02 hereof.

"Series 2001 A Notes" means the Issuer's Combined Waterworks and Sewerage System Subordinate Notes, Series 2001 A, dated June 28, 2001, issued in the original aggregate principal amount of $524,502.57.

"Series 2001 B Notes" means the Issuer's Combined Waterworks and Sewerage System Subordinate Notes, Series 2001 B, dated June 28, 2001, issued in the original aggregate principal amount of $124,155.70.

"Series 2002 A Notes" means the Issuer's Combined Waterworks and Sewerage System Subordinate Note, Series 2002 A, dated January 24, 2002, issued in the original aggregate principal amount of $875,000.

"Series 2005 A Notes" means the Issuer's Combined Waterworks and Sewerage System Bond Anticipation Notes, Series 2005 A, dated August 16, 2005, issued in the original aggregate principal amount of $9,000,000.

"Sinking Funds" means, collectively, the respective sinking funds established for the Bonds and the Prior Bonds.

"State" means the State of West Virginia.

"Supplemental Resolution" means any ordinance or resolution amendatory hereof or supplemental hereto and, when preceded by the article "the," refers specifically to the Supplemental Resolution to be adopted by the Issuer following enactment of this Ordinance, setting forth the final amounts, maturities, interest rates and other terms of any series of Bonds, authorizing the sale of such series of Bonds to the Original Purchaser and setting forth provisions specific to the Bond Insurer, if any; provided, that any provision intended to be included in the Supplemental Resolution and not so included may be contained in any other Supplemental Resolution.

"Surplus Revenues" means the Gross Revenues not required by the Bond Ordinance to be set aside and held for the payment of or security for the Bonds, the Prior Bonds or the Prior Notes, or any other obligations of the Issuer, including, without limitation, the Depreciation Fund, the Sinking Funds and the Reserve Accounts.

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

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

"Term Bonds" means Bonds subject to mandatory sinking fund redemption, as described by Section 3.06 hereof.

Words importing singular number shall include the plural number in each case and vice versa; words importing persons shall include firms and corporations and vice versa; and words importing the masculine gender shall include the feminine and neuter genders and vice versa.

Additional terms and phrases are defined in this Ordinance as they are used. Accounting terms not specifically defined herein shall be given meaning in accordance with generally accepted accounting principles.

The terms "herein," "hereunder," "hereby," "hereto," "hereof" and any similar terms refer to this Ordinance; and the term "hereafter" means after the date of enactment of this Ordinance.

Articles, sections and subsections mentioned by number only are the respective articles, sections and subsections of this Ordinance so numbered.

Section 1.02. Authority for this Ordinance. This Ordinance is enacted pursuant to the provisions of the Act and other applicable provisions of law.

Section 1.03. Findings. The Council hereby finds and determines as follows:

A. The Issuer is a municipal corporation and political subdivision of the State of West Virginia, in Wood County of said State.

B. The Issuer now owns and operates, through the Utility Board, the System.

C. The Issuer derives revenues from the System which are pledged for the payment of the Prior Bonds and the Prior Notes. Except for such pledge thereof to secure and pay the Prior Bonds and the Prior Notes, said revenues are not pledged or encumbered in any manner.

D. The Issuer intends to currently refund the Series 1996 Bonds in their entirety on September 1, 2006, with proceeds of the Series 2006 C Bonds and other funds of the Issuer, and prior to such refunding, to issue the Series 2006 A Bonds and the Series 2006 B Bonds.

E. The estimated revenues to be derived in each year from the operation of the System before and after the refunding of the Series 1996 Bonds will be sufficient to pay all Operating Expenses of the System and the principal of and interest on the Series 2006 C Bonds, the Prior Bonds, and the Prior Notes, and to make all other payments provided for in this Ordinance.

F. Based upon the assumed principal amount, maturity schedule and interest rates for the Series 2006 C Bonds presented to the Issuer by the Original Purchaser, the Series 2006 C Bonds show a net present value debt service savings to the Issuer, after deducting all expenses of the refunding and the costs of issuing the Series 2006 C Bonds.

G. The Issuer shall not sell the Series 2006 A Bonds, the Series 2006 B Bonds or the Series 2006 C Bonds without setting forth in the Supplemental Resolution the determination set forth in paragraph F above, based upon the actual principal amount, maturity schedule and interest rates for the Series 2006 C Bonds and the Issuer shall not issue the Series 2006 C Bonds without having obtained from an independent certified public accountant, a certification that the amount of savings stated to be achieved by the refunding shall in fact be saved, based upon their review, comparison and analysis of the net interest cost in dollars of the Series 2006 C Bonds and the net interest cost in dollars of the Series 1996 Bonds.

H. Subject to the determination and certification required herein, it is in the best interest of the Issuer and its residents and customers that the Issuer issue the Series 2006 A Bonds, the Series 2006 B Bonds and the Series 2006 C Bonds, secure the Series 2006 A Bonds by a pledge of the proceeds thereof deposited in the Escrow Fund established therefor, and secure the Series 2006 B Bonds and Series 2006 C Bonds from a pledge and assignment of the Gross Revenues derived from the operation of the System, the moneys in the respective Sinking Funds and the moneys or other obligations in the respective Reserve Accounts, unexpended proceeds of such Bonds and as further set forth herein.

I. The Series 2006 A Bonds, Series 2006 B Bonds and Series 2006 C Bonds and the Certificates of Authentication and Registration to be endorsed thereon are to be in substantially the forms set forth in EXHIBIT A, EXHIBIT B and EXHIBIT C attached

hereto and incorporated herein by reference, with necessary and appropriate variations, omissions and insertions as permitted or required by this Ordinance or a Supplemental Resolution or as deemed necessary by the Registrar or the Issuer.

J. All things necessary to make the Series 2006 A Bonds, Series 2006 B Bonds and Series 2006 C Bonds when authenticated by the Registrar and issued as in this Ordinance provided, the valid, binding and legal special obligations of the Issuer according to the import thereof, and to validly pledge and assign those funds pledged hereunder to the payment of the principal of and interest thereon, will be timely done and duly performed.

K. The enactment of this Ordinance, and the execution and issuance of the Series 2006 A Bonds, the Series 2006 B Bonds and the Series 2006 C Bonds, subject to the terms thereof, will not result in any breach of, or constitute a default under, any instrument to which the Issuer is a party or by which it may be bound or affected.

Section 1.04. Ordinance Constitutes Contract. In consideration of the acceptance of the Bonds by those who shall own or hold the same from time to time, this Ordinance shall be deemed to be and shall constitute a contract between the Issuer and such Bondholders, and the covenants and agreements herein set forth to be performed by the Issuer shall be for the equal benefit, protection and security of such Bondholders of any and all of such Bonds, all of which shall be of equal rank and without preference, priority or distinction between any one Bond and any other Bond, by reason of priority of issuance or otherwise, except as expressly provided therein and herein.

ARTICLE II

AUTHORIZATION OF REFUNDING

Section 2.01. Authorization of Refunding. Subject to the issuance and delivery of the Series 2006 C Bonds on or before June 15, 2006, and other provisions set forth herein, all Series 1996 Bonds Outstanding as of the date of issuance of the Series 2006 C Bonds are hereby ordered to be refunded, and the pledge of Gross Revenues in favor of the Holders of the Series 1996 Bonds imposed by the 1996 Ordinance, the moneys in the funds and accounts created by the 1996 Ordinance and any other funds pledged by the 1996 Ordinance to the payment of the Series 2006 C Bonds are hereby ordered terminated, discharged and released upon the payment to the paying agent for the Series 1996 Bonds, of the Redemption Price thereof from the proceeds of the Series 2006 C Bonds and other moneys available for such purpose. Contemporaneously with the issuance and delivery of the Series 2006 C Bonds, and the deposit of the Redemption Price with the paying agent for the Series 1996 Bonds, the amounts on deposit in the sinking fund, including the reserve account therein, if any, created and maintained on behalf of the Series 1996 Bonds, shall be released from the lien created by the 1996 Ordinance and deposited in the Reserve Account or such other fund or account as shall be set forth in the Supplemental Resolution, and invested as provided thereunder.

ARTICLE III

AUTHORIZATION, TERMS, EXECUTION, REGISTRATION AND SALE OF BONDS

Section 3.01. Form and Payment of Bonds. No Bond shall be issued pursuant to this Ordinance except as provided in this Article III. Any Bonds issued pursuant to this Ordinance, may be issued only as fully registered Bonds without coupons, in the denomination of $5,000 or any integral multiple thereof for any year of maturity. All Bonds shall be dated as of the date provided in a Supplemental Resolution applicable to such series. Bonds shall bear interest from the interest payment date next preceding the date of authentication or, if authenticated after the Record Date but prior to the applicable interest payment date or on such interest payment date, from such interest payment date or, if no interest on such Bonds has been paid, from the date thereof; provided however, that, if, as shown by the records of the Registrar, interest on such Bonds shall be in default, Bonds issued in exchange for Bonds surrendered for transfer or exchange shall bear interest from the date to which interest has been paid in full on the initial Bonds surrendered, all as shall be set forth in the Bonds.

The principal of and the premium, if any, on the Bonds shall be payable in any coin or currency which, on the respective date of such payment, is legal tender for the payment of public and private debts under the laws of the United States of America upon surrender at the principal office of the Paying Agent. Interest on the Bonds shall be paid by check or draft made payable and mailed to the Holder thereof at his address as it appears in the Bond Register at the close of business on the Record Date, or, if requested, in the case of a Registered Owner of $500,000 or more of the Bonds, by wire transfer to a domestic bank account specified in writing at least 5 days prior to the Record Date by such Registered Owner.

In the event any Bond is redeemed in part, such bond shall be surrendered to and canceled by the Registrar, and the Issuer shall execute, and the Registrar shall authenticate and deliver to the Holder thereof, another Bond in the principal amount of said Bond then Outstanding.

Section 3.02. Execution of Bonds. The Bonds shall be executed in the name of the Issuer by the Mayor, by his or her manual or facsimile signature, and the seal of the Issuer shall be affixed thereto or imprinted thereon and attested by the City Clerk by his or her manual or facsimile signature; provided, that, all such signatures and the seal may be by facsimile. In case any one or more of the officers who shall have signed or sealed any of the Bonds shall cease to be such officer of the Issuer before the Bonds so signed and sealed have been actually sold and delivered, such Bonds may nevertheless be sold and delivered as herein provided and may be issued as if the person who signed or sealed such Bonds had not

ceased to hold such office. Any 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 3.03. Authentication and Registration. No Bond shall be valid or obligatory for any purpose or entitled to any security or benefit under this Ordinance unless and until the Certificate of Authentication and Registration on such Bond, substantially in the forms set forth in EXHIBIT A, EXHIBIT B and EXHIBIT C, attached hereto and incorporated herein by reference with respect to the Bonds, shall have been duly manually executed by the Registrar. Any such manually 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 Ordinance. The Certificate of Authentication and Registration on any Bond shall be deemed to have been executed by the Registrar if signed by an authorized officer of the Registrar, but it shall not be necessary that the same officer sign the Certificate of Authentication and Registration on all of the Bonds issued hereunder.

Section 3.04. Negotiability and Registration. Subject to the requirements for transfer set forth below, the Bonds shall be, and have all of the qualities and incidents of, negotiable instruments under the Uniform Commercial Code of the State, and each successive Holder, in accepting any of said Bonds, shall be conclusively deemed to have agreed that such Bonds shall be and have all of the qualities and incidents of negotiable instruments under the Uniform Commercial Code of the State, and each successive Holder shall further be conclusively deemed to have agreed that said Bonds shall be incontestable in the hands of a bona fide holder for value.

So long as any of the Bonds remains Outstanding, the Registrar shall keep and maintain books for the registration and transfer of the Bonds. Bonds shall be transferable only by transfer of registration upon the Bond Register by the registered owner thereof in person or by his attorney or legal representative duly authorized in writing, upon surrender thereof, together with a written instrument of transfer satisfactory to the Registrar duly executed by the registered owner or such duly authorized attorney or legal representative. Upon transfer of a Bond, there shall be issued at the option of the Holder or the transferee another Bond or Bonds of the aggregate principal amount equal to the unpaid amount of the transferred Bond and of the same series, interest rate and maturity of said transferred Bond.

Upon surrender thereof at the office of the Registrar with a written instrument of transfer satisfactory to the Registrar and duly executed by the registered owner or his attorney or legal representative duly authorized in writing, Bonds may at the option of the Holder thereof be exchanged for an equal aggregate principal amount of Bonds of the same series, maturity and interest rate, in any authorized denominations.

In all cases in which the privilege of transferring or exchanging a Bond is exercised, Bonds shall be delivered in accordance with the provisions of this Ordinance. All Bonds surrendered in any such transfer or exchange shall forthwith be canceled by the Registrar. Transfers of Bonds, the initial exchange of Bonds and exchanges of Bonds in the event of partial redemption of fully registered Bonds shall be made by the Registrar without charge to the Holder or the transferee thereof, except as provided below. For other exchanges of Bonds, the Registrar may impose a service charge. For every such transfer or exchange of bonds, the Registrar may make a charge sufficient to reimburse its office for any tax or other governmental charge required to be paid with respect to such transfer or exchange, and such tax or governmental charge, and such service charge for exchange other than the initial exchange or in the event of partial redemption, shall be paid by the person requesting such transfer or exchange as a condition precedent to the exercise of the privilege of making such transfer or exchange. The Registrar shall not be obliged to make any such transfer or exchange of Bonds that have been called for redemption.

Section 3.05. Bonds Mutilated, Destroyed, Stolen or Lost. In case any Bond shall become mutilated or be destroyed, stolen or lost, the Issuer may execute, in its discretion, and the Registrar shall authenticate, register and deliver any new Bond of like series, maturity and principal amount as the Bond, so mutilated, destroyed, stolen or lost, in exchange and upon surrender and cancellation of, such mutilated Bond, or in lieu of and substitution for the Bond destroyed, stolen or lost, and upon the Holder's furnishing the Issuer and the Registrar proof of his ownership thereof and that said Bond has been destroyed, stolen or lost and satisfactory indemnity and complying with such other reasonable regulations and conditions as the Issuer or the Registrar may prescribe and paying such expenses as the Issuer or the Registrar may incur. The name of the Bondholder listed in the Bond Register shall constitute proof of ownership. All Bonds so surrendered shall be submitted to and canceled by the Registrar, and evidence of such cancellation shall be given to the Issuer. If such Bond shall have matured or be about to mature, instead of issuing a substitute Bond, the Issuer, by and through the Registrar, may pay the same, upon being indemnified as aforesaid, and, if such Bond be lost, stolen or destroyed, without surrender therefor.

Any such duplicate Bonds issued pursuant to this section shall constitute original, additional contractual obligations on the part of the Issuer, whether or not the lost, stolen or destroyed Bonds be at any time found by any one, and such duplicate Bonds shall be entitled to equal and proportionate benefits and rights as to lien and source of and security for payment from the Revenues pledged herein with all other Bonds issued hereunder.

Section 3.06. Term Bonds. In the event Term Bonds are issued pursuant to this Ordinance, the following provisions shall apply:

A. The amounts to be deposited, apportioned and set apart by the Issuer from the Revenue Fund and into the applicable Redemption Account in accordance with Subsection 4.03.A(3) shall include (after credit as provided below) on the first of each month,

beginning on the first day of that month which is 12 months prior to the first mandatory Redemption Date of said Term Bonds, a sum equal to 1/12th of the amount required to redeem the principal amount of such Term Bonds which are to be redeemed as of the next ensuing mandatory Redemption Date, which amounts and dates, if any, with respect to a series of Bonds shall be set forth in the Supplemental Resolution relating thereto.

B. At its option, to be exercised on or before the 60th day next preceding any such mandatory Redemption Date, the Issuer may (a) deliver to the Registrar for cancellation such Term Bonds in any aggregate principal amount desired or (b) receive a credit in respect of its mandatory redemption obligation for any such Term Bonds which prior to said date have been redeemed (otherwise than pursuant to this section) and canceled by the Registrar and not theretofore applied as a credit against any such mandatory redemption obligation. Each Term Bond so delivered or previously redeemed shall be credited by the Registrar at 100% of the principal amount thereof against the obligation of the Issuer on such mandatory Redemption Date, and Term Bonds delivered in excess of such mandatory redemption obligation shall be credited against future mandatory redemption obligations in the order directed by the Issuer, and the principal amount of such Term Bonds to be redeemed pursuant to mandatory sinking fund redemption shall be accordingly reduced.

C. The Issuer shall on or before the 60th day next preceding each mandatory Redemption Date furnish the Registrar and the Bond Commission with its certificate indicating whether and to what extent the provisions of (a) and (b) of the preceding paragraph are to be utilized with respect to such mandatory redemption payment and stating, in the case of the credit provided for in (b) of the preceding paragraph, that such credit has not theretofore been applied against any mandatory redemption obligation.

D. After said 60th day but prior to the date on which the Registrar selects the Term Bonds to be redeemed, the Bond Commission may use the moneys in the applicable Redemption Account to purchase Term Bonds at a price less than the par value thereof and accrued interest thereon. The Bond Commission shall advise the Issuer and the Registrar of any Term Bonds so purchased, and they shall be credited by the Registrar at 100% of the principal amount thereof against the obligation of the Issuer on such mandatory Redemption Date, and any excess shall be credited against future mandatory redemption obligations in the order directed by the Issuer, and the principal amount of such Term Bonds to be redeemed pursuant to mandatory sinking fund redemption shall be accordingly reduced.

E. The Registrar shall call for redemption, in the manner provided herein, an aggregate principal amount of such Term Bonds, at the principal amount thereof plus interest accrued to the Redemption Date (interest to be paid from the Sinking Fund), as will exhaust as nearly as practicable the applicable Redemption Account payment designated to be made in accordance with paragraph (A) of this section. Such redemption shall be by random selection made on the 45th day preceding the mandatory Redemption Date, in such

manner as may be determined by the Registrar. For purposes of this section, "Term Bonds" shall include any portion of a fully registered Term Bond, in integrals of $5,000.

Section 3.07. Notice of Redemption. Unless waived by any Holder of the Bonds to be redeemed, official notice of any redemption shall be given by the Registrar on behalf of the Issuer by mailing a copy of an official redemption notice by registered or certified mail at least 30 days and not more than 60 days prior to the date fixed for redemption to the Bond Insurer, the Original Purchaser and the registered owner of the Bond or Bonds to be redeemed at the address shown on the Bond Register or at such other address as is furnished in writing by such registered owner to the Registrar.

So long as DTC (as CEDE & CO.) is the registered Owner of the Bonds, the Registrar shall send all notices of redemption to DTC and shall verify that DTC has received notice. Copies of all redemption notices relating to optional redemption of the Bonds shall also be sent to registered securities depositories.

All official notices of redemption shall be dated and shall state:

(1) The Redemption Date,

(2) The Redemption Price,

(3) If less than all outstanding Bonds are to be redeemed, the identification (and, in the case of partial redemption, the respective principal amounts) of the Bonds to be redeemed,

(4) That on the Redemption Date the Redemption Price and interest accrued will become due and payable upon each such Bond or portion thereof called for redemption, and that interest thereon shall cease to accrue from and after said date,

(5) The place where such Bonds are to be surrendered for payment of the Redemption Price, which place of payment shall be the principal office of the Registrar, and

(6) Such other information, if any, as shall be required for DTC-eligible Bonds.

If funds sufficient to redeem all Bonds called for optional redemption have not been deposited with the Paying Agent at the time of mailing any notice of optional redemption, such notice shall also state that such optional redemption is subject to the deposit of such moneys with the Paying Agent on or before the Redemption Date. If such moneys

are not so deposited, the Registrar shall notify all holders of Bonds called for redemption of such fact.

Official notice of redemption having been given as aforesaid, the Bonds or portions of Bonds so to be redeemed shall, on the Redemption Date, become due and payable at the Redemption Price therein specified, and from and after such date (unless the Issuer shall default in the payment of the Redemption Price) such Bonds or portions of Bonds shall cease to bear interest. Upon surrender of such Bonds for redemption in accordance with said notice, such Bonds shall be paid by the Registrar at the Redemption Price. Installments of interest due on or prior to the Redemption Date shall be payable as herein provided for payment of interest. Upon surrender for any partial redemption of any Bond, there shall be prepared for the registered owner a new Bond or Bonds of the same maturity in the amount of the unredeemed principal of such Bond. All Bonds which have been redeemed shall be canceled and destroyed by the Registrar and shall not be reissued.

Failure to receive such notice or any defect therein or in the mailing thereof shall not affect the validity of proceedings for the redemption of Bonds, and failure to mail or otherwise send such notice shall not affect the validity of proceedings for the redemption of any portion of Bonds for which there was no such failure.

Section 3.08. Persons Treated as Owners. The Issuer, the Registrar and any agent of the Issuer or the Registrar may treat the person in whose name any Bond is registered as the owner of such Bond for the purpose of receiving payment of the principal of, and interest on, such Bond and for all other purposes, whether or not such Bond is overdue.

Section 3.09. Temporary Bonds. Until Bonds of any series in definitive form are ready for delivery, the Issuer may execute and the Registrar shall authenticate, register, if applicable, and deliver, subject to the same provisions, limitations and conditions set forth in this Article III, one or more printed, lithographed or typewritten Bonds in temporary form, substantially in the form of the definitive Bonds of such series, with appropriate omissions, variations and insertions, and in authorized denominations. Until exchanged for Bonds in definitive form, such Bonds in temporary form shall be entitled to the lien and benefit created under this Ordinance. Upon the presentation and surrender of any Bond or Bonds in temporary form, the Issuer shall, without unreasonable delay, prepare, execute and deliver to the Registrar, and the Registrar shall authenticate, register, if applicable, and deliver, in exchange therefor, a Bond or Bonds in definitive form. Such exchange shall be made by the Registrar without making any charge therefor to the Holder of such Bond in temporary form.

Section 3.10. Authorization of Bonds. A. For the purpose of facilitating the sale of the Series 2006 C Bonds, thus permitting the refunding of the Series 1996 Bonds, there shall be issued the Series 2006 A Bonds of the Issuer, in an aggregate principal amount

of not more than $20,000,000. The Series 2006 A Bonds shall be designated "The City of Parkersburg, West Virginia, Taxable Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 2006 A" and shall be issued in fully registered form, in the denomination of $5,000 or any integral multiple thereof for any year of maturity, not exceeding the aggregate principal amount of Series 2006 A Bonds maturing in the year of maturity for which the denomination is to be specified. The Series 2006 A Bonds shall be numbered from AR-1 consecutively upward, with appropriate series designation. The Series 2006 A Bonds shall be dated; shall be in such aggregate principal amount; shall bear interest at such rate or rates, not exceeding the then legally permissible rate, payable semiannually on such dates; shall mature on such dates and in such amounts; shall be subject to such mandatory and optional redemption provisions; and shall have such other terms, all as the Issuer shall prescribe herein and in the Supplemental Resolution.

B. For the purpose of facilitating the sale of the Series 2006 C Bonds, thus permitting the refunding of the Series 1996 Bonds, and paying costs of issuance of the Bonds and such refunding, there shall be issued the Series 2006 B Bonds of the Issuer, in an aggregate principal amount of not more than $1,000,000. The Series 2006 B Bonds shall be designated "The City of Parkersburg, West Virginia, Taxable Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 2006 B" and shall be issued in fully registered form, in the denomination of $5,000 or any integral multiple thereof for any year of maturity, not exceeding the aggregate principal amount of Series 2006 B Bonds maturing in the year of maturity for which the denomination is to be specified. The Series 2006 B Bonds shall be numbered from BR-1 consecutively upward, with appropriate series designation. The Series 2006 B Bonds shall be dated; shall be in such aggregate principal amount; shall bear interest at such rate or rates, not exceeding the then legally permissible rate, payable semiannually on such dates; shall mature on such dates and in such amounts; shall be subject to such mandatory and optional redemption provisions; and shall have such other terms, all as the Issuer shall prescribe herein and in the Supplemental Resolution.

C. For the purposes of currently refunding the Series 1996 Bonds, funding the Series 2006 C Bonds Reserve Account and paying costs in connection therewith, there shall be issued the Series 2006 C Bonds of the Issuer, in an aggregate principal amount of not more than $20,000,000. The Series 2006 C Bonds shall be designated "The City of Parkersburg, West Virginia, Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 2006 C" and shall be issued in fully registered form, in the denomination of $5,000 or any integral multiple thereof for any year of maturity, not exceeding the aggregate principal amount of Series 2006 C Bonds maturing in the year of maturity for which the denomination is to be specified. The Series 2006 C Bonds shall be numbered from CR-1 consecutively upward, with appropriate series designation. The Series 2006 C Bonds shall be dated; shall be in such aggregate principal amount; shall bear interest at such rate or rates, not exceeding the then legally permissible rate, payable semiannually on such dates; shall mature on such dates and in such amounts; shall be subject

to such mandatory and optional redemption provisions; and shall have such other terms, all as the Issuer shall prescribe herein and in the Supplemental Resolution.

Section 3.11. Book Entry System for Bonds. A. The Bonds shall each initially be issued in the form of one fully-registered bond for the aggregate principal amount of the Bonds of each maturity, registered in the name of CEDE & CO., as nominee of DTC. Except as provided in paragraph E below, all of the Bonds shall be registered in the registration books kept by the Registrar in the name of CEDE & CO., as nominee of DTC; provided that if DTC shall request that the Bonds be registered in the name of a different nominee, the Registrar shall exchange all or any portion of the Bonds registered in the name of such nominee or nominees. No person other than DTC or its nominee shall be entitled to receive from the Issuer or the Registrar either a Bond or any other evidence of ownership of the Bonds, or any right to receive any payment in respect thereof unless DTC or its nominee shall transfer record ownership of all or any portion of the Bonds on the registration books maintained by the Registrar, in connection with discontinuing the book entry system as provided in paragraph E below.

B. At or prior to settlement for the Bonds, the Issuer and the Registrar shall execute or signify their approval of a representation letter addressed to DTC in a form satisfactory to DTC (the "Representation Letter"). Any successor Registrar shall, in its written acceptance of its duties under this Ordinance, agree to take any actions necessary from time to time to comply with the requirements of the Representation Letter.

C. So long as the Bonds or any portion thereof are registered in the name of DTC or any nominee thereof, all payments of the principal or Redemption Price of or interest on such Bonds shall be made to DTC or its nominee at the addresses set forth in the Representation Letter in New York Clearing House or equivalent next day funds on the dates provided for such payments to be made to any Bondholder under this Ordinance. Each such payment to DTC or its nominee shall be valid and effective to fully discharge all liability of the Issuer and the Registrar with respect to the principal or Redemption Price of or interest on the Bonds to the extent of the sum or sums so paid. In the event of the redemption of less than all of the Bonds Outstanding of any maturity, the Registrar shall not require surrender by DTC of the Bonds so redeemed, but DTC may return such Bonds and make an appropriate notation on the Bond certificate as to the amount of such partial redemption; provided that DTC shall deliver to the Registrar, upon request, a written confirmation of such partial redemption. The records maintained by the Registrar shall be conclusive as to the amount of the Bonds of such maturity which have been redeemed.

D. The Issuer, the Paying Agent and the Registrar may treat DTC as the sole and exclusive owner of the Bonds registered in its name or the name of its nominee for the purposes of payment of the principal or Redemption Price of or interest on the Bonds, selecting the Bonds or portions thereof to be redeemed, giving any notice permitted or required to be given to Bondholders under this Ordinance, registering the transfer of Bonds,

obtaining any consent or other action to be taken by Bondholders and for all other purposes whatsoever; and neither the Issuer nor the Registrar shall be affected by any notice to the contrary. Neither the Issuer nor the Registrar shall have any responsibility or obligation to any direct or indirect participant in DTC, any person claiming a beneficial ownership interest in the Bonds under or through DTC or any such participant, or any other person which is not shown on the registration books of the Registrar as being a Bondholder with respect to (i) the Bonds, (ii) the accuracy of any records maintained by DTC or any such participant, (iii) the payment by DTC or any such participant of any amount in respect of the principal or Redemption Price of or interest on the Bonds, (iv) any notice which is permitted or required to be given to Bondholders under this Ordinance, (v) the selection by DTC or any such participant of any person to receive payment in the event of a partial redemption of the Bonds or (vi) any consent given or other action taken by DTC as Bondholder.

E. The book entry system for registration of the ownership of the Bonds may be discontinued at any time if either: (i) DTC determines to resign as securities depository for the Bonds; or (ii) the Issuer determines that continuation of the system of book entry transfers through DTC (or through a successor securities depository) is not in the best interest of the beneficial owners of the Bonds. In either of such events (unless in the case described in clause (ii) above, the Issuer appoints a successor securities depository), the Bonds shall be delivered in registered certificate form to such persons, and in such maturities and principal amounts, as may be designated by DTC, but without any liability on the part of the Issuer or the Registrar for the accuracy of such designation. Whenever DTC requests the Issuer and the Registrar to do so, the Issuer and the Registrar shall cooperate with DTC in taking appropriate action after reasonable notice to arrange for another securities depository to maintain custody of certificates evidencing the Bonds.

Section 3.12. Delivery of Bonds. The Issuer shall execute and deliver each applicable series of Bonds to the Registrar, and the Registrar shall authenticate, register and deliver such series of Bonds to the Original Purchaser upon receipt of the documents set forth below:

(A) A list of the names in which the applicable series of Bonds are to be registered upon original issuance, together with such taxpayer identification and other information as the Registrar may reasonably require;

(B) A request and authorization to the Registrar on behalf of the Issuer, signed by an Authorized Officer, to authenticate and deliver the applicable series of Bonds to the Original Purchaser;

(C) Copies of this Ordinance and the applicable Supplemental Resolution certified by the Clerk;

(D) The unqualified approving opinion of Bond Counsel regarding the applicable series of Bonds; and

(E) A copy of the Escrow Agreement and such other documents, certificates and verifications as the Original Purchaser may reasonably require.

Section 3.13. Form of Bonds. The definitive Series 2006 A Bonds, Series 2006 B Bonds and Series 2006 C Bonds shall be in substantially the respective forms set forth in EXHIBIT A, EXHIBIT B and EXHIBIT C, attached hereto and incorporated herein by reference, with such necessary and appropriate omissions, insertions and variations as are approved by those officers executing such Bonds on behalf of the Issuer and execution thereof by such officers shall constitute conclusive evidence of such approval, and the definitive Bonds shall have the form of the opinion of Steptoe & Johnson PLLC, as Bond Counsel, attached thereto or printed on the reverse thereof.

Section 3.14. Disposition of Proceeds of Bonds. (A) Upon the issuance and delivery of the Series 2006 A Bonds, the Issuer shall forthwith deposit the proceeds thereof as follows:

(i) All interest accrued on the Series 2006 A Bonds from the date thereof to the date of delivery thereof shall be deposited in the Series 2006 A Bonds Sinking Fund and applied to payment of interest on the Series 2006 A Bonds at the first interest payment date.

(ii) The balance of the proceeds of the Series 2006 A Bonds shall be deposited in the Escrow Fund.

(B) Upon issuance and delivery of the Series 2006 B Bonds, the Issuer shall forthwith deposit the proceeds thereof as follows:

(i) All interest accrued on the Series 2006 B Bonds from the date thereof to the date of delivery thereof shall be deposited in the Series 2006 B Bonds Sinking Fund and applied to payment of interest on the Series 2006 B Bonds at the first interest payment date.

(ii) If necessary, an amount of the proceeds of the Series 2006 B Bonds which, together with other moneys or securities deposited therein and the earnings thereon, shall be sufficient to fully fund the Escrow Fund (which amount shall be set forth in the Escrow Agreement) shall be deposited in the Escrow Fund.

(iii) The balance of the proceeds of the Series 2006 B Bonds shall be deposited with the Depository Bank in the Costs of Issuance Fund and shall be drawn out, used and applied by the Issuer solely to pay costs of issuance of the Bonds and miscellaneous costs of refunding the Series 1996 Bonds at the written direction of the Issuer. All such costs of issuance shall be paid within 60 days of the Closing Date. Moneys not to be applied immediately to pay such costs of issuance and refunding may be invested in accordance with this Ordinance, subject however, to applicable yield restrictions as may be in effect under the Code. If for any reason such proceeds, or any part thereof, are not necessary for, or are not applied to such purpose within 6 months after the Closing Date, such unapplied proceeds shall be transferred by the Issuer to the Escrow Fund. All such proceeds shall constitute a trust fund for such purposes, and there is hereby created a lien upon such moneys until so applied in favor of the Holders of the Series 2006 A and Series 2006 B Bonds.

(C) Upon the issuance and delivery of the Series 2006 C Bonds, the Issuer shall forthwith deposit the proceeds thereof as follows:

(i) All interest accrued on the Series 2006 C Bonds from the date thereof to the date of delivery thereof shall be deposited in the Series 2006 C Bonds Sinking Fund and applied to payment of interest on the Series 2006 C Bonds at the first interest payment date.

(ii) An amount of the proceeds of the Series 2006 C Bonds which, together with other moneys or securities available therefor, shall be sufficient to accomplish the current refunding and defeasance of the Series 1996 Bonds shall be paid to the paying agent for the Series 1996 Bonds.

(iii) An amount of the proceeds of the Series 2006 C Bonds equal to the Series 2006 C Bonds Reserve Requirement shall be remitted to the Bond Commission for deposit in the Series 2006 C Bonds Reserve Account, provided that, to the extent the Series 2006 C Bonds Reserve Requirement is satisfied in whole or in part with a reserve account letter of credit, surety bond or other credit facility, or from proceeds of any fund or account established pursuant to the 1996 Ordinance or other funds of the Issuer, proceeds of the Series 2006 C Bonds shall be deposited in the Series 2006 C Bonds Reserve Account only to the

extent needed to satisfy the balance of the Series 2006 C Bonds Reserve Requirement.

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

(1) Revenue Fund (established by the Prior Ordinances);

(2) Depreciation Fund (established by the Prior Ordinances);

(3) Costs of Issuance Fund; and

(4) Rebate Fund.

Section 4.02. Establishment of Funds and Accounts with Bond Commission. A. The following special funds or accounts are hereby created with (or continued if previously established by the Prior Ordinances) and shall be held by the Bond Commission separate and apart from all other funds or accounts of the Bond Commission and the Issuer and from each other:

(1) Series 2006 A Bonds Sinking Fund;

(2) Series 2006 B Bonds Sinking Fund;

(3) Within the Series 2006 B Bonds Sinking Fund, the Series 2006 C Bonds Redemption Account;

B. Upon issuance of the Series 2006 C Bonds, the following special funds or accounts are hereby created with and shall be held by the Bond Commission separate and apart from all other funds or accounts of the Bond Commission and the Issuer and from each other:

(1) Series 2006 C Bonds Sinking Fund;

(2) Within the Series 2006 C Bonds Sinking Fund, the Series 2006 C Bonds Reserve Account; and

(3) Within the Series 2006 C Bonds Sinking Fund, the Series 2006 C Bonds Redemption Account.

Section 4.03. System Revenues; Flow of Funds. A. The entire Gross Revenues derived from the operation of the System shall be deposited upon receipt in the Revenue Fund. The Revenue Fund shall constitute a trust fund for the purposes provided in this Ordinance 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 in this Ordinance. Until the Series 2006 C Bonds are issued and the Series 1996 Bonds are defeased, neither the Series 2006 A Bonds nor the Series 2006 B Bonds shall be payable from the Gross Revenues, and all revenues shall be disposed of in accordance with the provisions of the ordinance pursuant to which the Series 1996 Bonds were issued and the Prior Ordinances. Upon issuance of the Series 2006 C Bonds and defeasance of the Series 1996 Bonds, 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 first, on the first day of each month, transfer from the Revenue Fund and simultaneously remit to the Bond Commission (i) for deposit in the Sinking Funds of the Prior Bonds the amounts required by the Prior Ordinances to pay the interest on the Prior Bonds; and (ii) commencing 6 months prior to the first interest payment date of the Series 2006 C Bonds, for deposit in the Series 2006 C Bonds Sinking Fund, a sum equal to 1/6th of the amount of interest which will become due on the Series 2006 C Bonds on the next ensuing semiannual interest payment date; provided that, in the event the period to elapse between the date of such initial deposit in the Series 2006 C Bonds Sinking Fund and the next ensuing semiannual interest payment date is more or less than 6 months, then such monthly payments shall be decreased or increased proportionately to provide, 1 month prior to the next ensuing semiannual interest payment date, the required amount of interest coming due on such date; provided further that, the initial amount required to be transferred from the Revenue Fund and deposited in the Series 2006 C Bonds Sinking Fund shall be reduced by the amount of accrued interest on the Series 2006 C Bonds deposited therein.

(2) The Issuer shall next, on the first day of each month, transfer from the Revenue Fund and simultaneously remit to the Bond Commission (i) for deposit in the Sinking Funds of the Prior Bonds the amounts required by the Prior Ordinances to pay the principal of the Prior Bonds; and (ii) commencing 12 months prior to the first principal payment date or mandatory Redemption Date of the Series 2006 C Bonds, for deposit in the Series 2006 C Bonds Sinking Fund and in the Series 2006 C Bonds Redemption Account therein in the case of the Term Bonds which are to be redeemed, a sum equal to 1/12th of the amount of principal which will mature or be redeemed and become due

on the Series 2006 C Bonds on the next ensuing annual principal payment date or mandatory Redemption Date; provided that, in the event the period to elapse between the date of such initial deposit in the Series 2006 C Bonds Sinking Fund and the next ensuing annual principal payment date or mandatory Redemption Date is more or less than 12 months, then such monthly payments shall be decreased or increased proportionately to provide, 1 month prior to the next ensuing annual principal payment date or mandatory Redemption Date, the required amount of principal coming due on such date.

(3) The Issuer shall next, on the first day of each month, transfer from the Revenue Fund and remit to the Bond Commission (i) for deposit in the Reserve Accounts of the Prior Bonds the amounts required by the Prior Ordinances; and (ii) for deposit in the Series 2006 C Bonds Reserve Account, an amount sufficient to remedy any decrease in value of the Series 2006 C Bonds Reserve Account below the Series 2006 C Bonds Reserve Requirement or any withdrawal from the Series 2006 C Bonds Reserve Account, beginning with the first full calendar month following the date on which (a) the valuation of investments in the Series 2006 C Bonds Reserve Account results in a determination that the amount of moneys and the value of the Qualified Investments deposited to the credit of the Series 2006 C Bonds Reserve Account is less than the Series 2006 C Bonds Reserve Requirement, or (b) any amount is withdrawn from the Series 2006 C Bonds Reserve Account for deposit into the Series 2006 C Bonds Sinking Fund. To the extent Gross Revenues and any other legally available funds are available therefor, the amount so deposited shall be used to restore the amount of moneys on deposit in the Series 2006 C Bonds Reserve Account to an amount equal to the Series 2006 C Bonds Reserve Requirement to the full extent that such Gross Revenues are available; provided however, that if the shortfall in the Series 2006 C Bonds Reserve Account exists, such short fall must be fully replenished within 18 months of the shortfall in equal monthly payments, beginning within 6 months of the occurrence of the shortfall, and provided further, that no payments shall be required to be made into the Series 2006 C Bonds Reserve Account whenever and as long as the amount on deposit therein shall be equal to the Series 2006 C Bonds Reserve Requirement. Amounts in the Series 2006 C Bonds Reserve Account shall be used only for the purpose of making payments of principal of and interest on the Series 2006 C Bonds when due, when amounts in the Series 2006 C Bonds Sinking Fund are insufficient therefor and for no other purpose.

(4) The Issuer shall next, each month, pay from the Revenue Fund the current Operating Expenses of the System.

(5) The Issuer shall next, on the first day each month, from the moneys remaining in the Revenue Fund (as previously set forth in the Prior

Ordinances and not in addition thereto), transfer from the Revenue Fund to the Depreciation Fund, a sum equal to not less than 5% of the Gross Revenues each month, exclusive of any payments for account of any reserve account. All funds in the Depreciation 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 Depreciation 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 moneys from the Depreciation Fund.

(6) In the event the Series 2006 C Bonds are not issued on or before June 15, 2006, the Series 2006 B Bonds shall be payable on a parity with the Series 1996 Bonds and the Prior Bonds, in the same manner and in the order of priority set forth in the Prior Bonds in paragraphs (1), (2) and (3) of this Section 4.03.

Moneys in the Series 2006 C Bonds Sinking Fund shall be used only for the purposes of paying principal of and interest on the Series 2006 C Bonds as the same shall become due. Moneys in the Series 2006 C Bonds Reserve Account shall be used only for the purpose of paying principal of and interest on the Series 2006 C Bonds, as the same shall come due, when other moneys in the Series 2006 C Bonds Sinking Fund are insufficient therefor, and for no other purpose except for permitted transfers to the Rebate Fund.

Except to the extent transferred to the Rebate Fund at the request of the Issuer, all investment earnings on moneys in the Series 2006 C Bonds Sinking Fund and the Series 2006 C Bonds Reserve Account shall be returned, not less than once each year, by the Bond 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 Bonds, and then to the next ensuing principal payments due thereon.

Except with respect to transfers to the Rebate Fund, any withdrawals from the Series 2006 C Bonds Reserve Account which result in a reduction in the balance of the Series 2006 C Bonds Reserve Account to below the Series 2006 C Bonds Reserve Requirement shall be subsequently restored from the first Gross 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 Bonds are issued, or on a parity with the Series 2006 B Bonds or the Prior Bonds, in the event the Series 2006 C Bonds are not 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 appropriate reserve account in an amount equal to the maximum amount of principal and interest which will become due in any year for account of the Bonds of such series, including such additional parity Bonds.

The Issuer shall not be required to make any further payments into the Series 2006 C Bonds Sinking Fund, or into the Series 2006 C Bonds Reserve Account therein when the aggregate amount of funds therein are at least equal to the aggregate principal amount of the Series 2006 C Bonds issued pursuant to this Bond Ordinance then Outstanding and all interest to accrue until the respective maturities 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 2006 C Bonds, in accordance with the respective principal amounts then outstanding.

The Bond Commission is hereby designated as the fiscal agent for the administration of the Series 2006 C Bonds Sinking Fund created hereunder, and all amounts required for said account shall be remitted to the Bond Commission from the Revenue Fund by the Issuer at the times provided herein.

Monies in the Series 2006 C Bonds Sinking Fund shall be invested and reinvested by the Commission in accordance with Section 8.01 hereof.

The Bond Commission is hereby designated as the fiscal agent for the administration of the Series 2006 B Bonds Sinking Fund created hereunder, and all amounts required for said account shall be remitted to the Bond Commission from the Revenue Fund by the Issuer at the times provided herein.

Monies in the Series 2006 B Bonds Sinking Fund shall be invested and reinvested by the Commission in accordance with Section 8.01 hereof.

The Bond Commission is hereby designated as the fiscal agent for the administration of the Series 2006 B Bonds Sinking Fund, the Series 2006 B Bonds Redemption Account, the Series 2006 C Bonds Sinking Fund, the Series 2006 C Bonds Reserve Account and the Series 2006 C Bonds Redemption Account created hereunder, and all amounts required for said accounts shall be remitted to the Bond Commission from the Revenue Fund by the Issuer at the times provided herein.

Moneys in the Series 2006 C Bonds Sinking Fund, the Series 2006 C Bonds Reserve Account and the Series 2006 C Bonds Redemption Account shall be invested and reinvested by the Bond Commission in accordance with Section 8.01 hereof.

Except with respect to transfers to the Rebate Fund, the Series 2006 C Bonds Sinking Fund, including the Series 2006 C Bonds Reserve Account therein, shall be used

solely and only for, and are hereby pledged for, the purpose of servicing the Series 2006 C Bonds under the conditions and restrictions hereinafter set forth.

B. The Issuer shall on the first day of each month (if such day is not a business day, then the next succeeding business day) deposit with the Bond Commission the required principal, interest and reserve payments with respect to the Series 2006 C Bonds and all such payments shall be remitted to the Bond Commission with appropriate instructions as to the custody, use and application thereof consistent with the provisions of this Ordinance.

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

D. The Issuer shall remit from the Revenue Fund to the Bond Commission, the Registrar, the Paying Agent or the Depository Bank, on such dates as the Bond Commission, the Registrar, the Paying Agent or the Depository Bank, as the case may be, shall require, such additional sums as shall be necessary to pay any charges and fees then due.

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

F. If on any monthly payment date the revenues are insufficient to place the required amount in any of the funds and accounts as hereinabove provided, the deficiency shall be made up in the subsequent payments in addition to the payments which would otherwise be required to be made into the funds and accounts on the subsequent payment dates; provided, however, that the priority of curing deficiencies in the funds and accounts herein shall be in the same order as payments are to be made pursuant to this Section 4.03, and the Gross Revenues shall be applied to such deficiencies before being applied to any other payments hereunder.

G. All remittances made by the Issuer to the Bond Commission shall clearly identify the fund or account into which each amount is to be deposited.

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

Section 4.04. Reserve Account Letter of Credit or Surety Bond. In lieu of funding the Series 2006 C Bonds Reserve Account with cash or Qualified Investments, the Series 2006 C Bonds Reserve Requirement may be satisfied by the deposit by the Issuer into

the Series 2006 C Bonds Reserve Account of a reserve account letter of credit, a surety bond, or other credit facility satisfactory to the Bond Insurer in an amount at least equal to the Series 2006 C Bonds Reserve Requirement. The Issuer hereby authorizes the purchase of a reserve account letter of credit, a surety bond, or other credit facility satisfactory to the Bond Insurer and the execution and delivery of any applicable reimbursement agreement or note in such forms as shall be described in the Supplemental Resolution.

Section 4.05. Payment of Series 2006 A and Series 2006 B Bonds. The Series 2006 A Bonds, the Series 2006 B Bonds and the interest thereon shall not be payable from the Revenue Fund, the Gross Revenues or the Net Revenues, but shall be payable solely from United States Treasury obligations and/or a guaranteed investment agreement and from proceeds of the Series 2006 A Bonds and Series 2006 B Bonds deposited in the Escrow Fund and earnings thereon and, to the extent such funds are not sufficient, from proceeds of the Series 2006 C Bonds or through the exchange of a like amount of Series 2006 C Bonds for such Series 2006 A Bonds or Series 2006 B Bonds. In the event the Series 2006 C Bonds are not issued on or before June 15, 2006, the Series 1996 Bonds will not be refunded and the amounts then on deposit in the Escrow Fund shall be applied to redemption of the Series 2006 A Bonds. The Series 2006 B Bonds shall remain outstanding and shall then be on a parity as to pledge of Gross Revenues with the Series 1996 Bonds and the Prior Bonds.

ARTICLE V

REGISTRAR AND PAYING AGENT

Section 5.01. Appointment of Registrar. The Registrar for the Bonds shall be appointed pursuant to the Supplemental Resolution. The Issuer is hereby authorized and directed to enter into an agreement with the Registrar, the substantial form of which agreement is to be approved by Supplemental Resolution.

Section 5.02. Responsibilities of Registrar. The recitals of fact in the Bonds shall be taken as statements of the Issuer, and the Registrar shall not be responsible for their accuracy. The Registrar shall not be deemed to make any representation as to, and shall not incur any liability on account of, the validity of the execution of any Bonds by the Issuer. Notwithstanding the foregoing, the Registrar shall be responsible for any representation in its Certificate of Authentication and Registration on the Bonds. The Registrar and any successor thereto shall agree to perform all the duties and responsibilities spelled out in this Ordinance and any other duties and responsibilities incident thereto, all as provided by said agreement described in Section 5.01.

Section 5.03. Evidence on Which Registrar May Act. Except as otherwise provided by Section 10.02, the Registrar shall be protected in acting upon any notice, resolution, request, consent, order, certificate, opinion or other document believed by it to be genuine and to have been signed or presented by the proper party or parties. Whenever the Registrar shall deem it necessary or desirable that a fact or matter be proved or established prior to taking or suffering any action, such fact or matter, unless other evidence is specifically prescribed, may be deemed to be conclusively proved and established by a certificate of an Authorized Officer of the Issuer, but in its discretion the Registrar may instead accept other evidence of such fact or matter.

Section 5.04. Compensation and Expenses. The Issuer shall pay to the Registrar from time to time reasonable compensation for all services, including the transfer of registration of Bonds, the first exchange of Bonds and the exchange of Bonds in the event of partial redemption, incurred in the performance of its duties hereunder.

Section 5.05. Certain Permitted Acts. The Registrar may become the owner of or may deal in Bonds as fully and with the same rights it would have if it were not Registrar. To the extent permitted by law, the Registrar may act as depository for, and permit any of its officers or directors to act as a member of, or in any other capacity with respect to, any committee formed to protect the rights of Bondholders or effect or aid in any reorganization growing out of the enforcement of the Bonds or this Ordinance, whether or not any such committee shall represent the Holders of a majority in principal amount of the Bonds Outstanding.

Section 5.06. Resignation of Registrar. The Registrar may at any time resign and be discharged of its duties and obligations under this Ordinance by giving not less than 60 days written notice to the Issuer and publishing in an Authorized Newspaper notice (or mailing such notice to each Bondholder in the event all Bonds are fully registered), specifying the date when such resignation shall take effect, within 20 days after the giving of such written notice. A copy of such notice shall also be mailed to each owner of a fully registered Bond or a coupon Bond registered as to principal (other than to bearer). Such resignation shall take effect upon the day specified in such notice unless a successor shall have been previously appointed by the Issuer or Bondholders, in which event such resignation shall take effect immediately; provided that, in no event shall such resignation take effect until a successor has been appointed and has accepted its duties as Registrar.

Section 5.07. Removal. The Registrar may be removed at any time by the Issuer, or by the Holders of a majority in principal amount of the Bonds then Outstanding by an instrument or concurrent instruments in writing signed and duly acknowledged by the Issuer or by such Bondholders or their attorneys duly authorized in writing and delivered to the Issuer, as the case may be. Copies of each such instrument shall be delivered by the Issuer to the Registrar.

Section 5.08. Appointment of Successor. In case at any time the Registrar shall resign or shall be removed or shall become incapable of acting, or shall be adjudged bankrupt or insolvent, or if a receiver, liquidator or conservator of the Registrar or of its property shall be appointed, or if any public officer or court shall take charge or control of the Registrar or of its property or affairs, a successor may be appointed by the Holders of a majority in principal amount of the Bonds then Outstanding by an instrument or concurrent instruments in writing signed by such Bondholders or their attorneys duly authorized in writing and delivered to the Issuer and such successor Registrar, notification thereof being given to the predecessor Registrar. Pending such appointment, the Issuer shall forthwith appoint a Registrar to fill such vacancy until a successor Registrar shall be appointed by such Bondholders. The Issuer shall publish in an Authorized Newspaper (or mail to each Bondholder in the event all Bonds are fully registered) notice of any such appointment within 20 days after the effective date of such appointment. A copy of such notice shall also be mailed to each owner of a fully registered Bond or a coupon Bond registered as to principal (other than to bearer). Any successor Registrar appointed by the Issuer shall, immediately and without further act, be superseded by a Registrar appointed by such Bondholders. If in a proper case no appointment of a successor Registrar shall be made within 45 days after the Registrar shall have given to the Issuer written notice of resignation or after the occurrence of any other event requiring such appointment, the Registrar or any Bondholder may apply to any court of competent jurisdiction to appoint a successor. Any Registrar appointed under the provisions of this section shall be a bank, trust company or national banking association authorized to perform the duties imposed upon it by this Ordinance.

Section 5.09. Transfer of Rights and Property to Successor. Any predecessor Registrar or Paying Agent shall pay over, assign and deliver any moneys, books and records held by it to its successor.

Section 5.10. Merger or Consolidation. Any company into which the Registrar may be merged or converted or with which it may be consolidated or any company resulting from any merger, conversion or consolidation to which it shall be a party, or any company to which the Registrar or any public officer or court may sell or transfer all or substantially all of its corporate trust business, shall be the successor to such Registrar without the execution or filing of any paper or the performance of any further act; provided, however, that such company shall be a bank, trust company or national banking association meeting the requirements set forth in Section 5.08.

Section 5.11. Adoption of Authentication. In case any of the Bonds shall have been authenticated but not delivered, any successor Registrar may adopt a Certificate of Authentication and Registration executed by any predecessor Registrar and deliver such Bonds so authenticated, and, in case any Bonds shall have been prepared but not authenticated, any successor Registrar may authenticate such Bonds in the name of the predecessor Registrar or in its own name.

Section 5.12. Paying Agent. The Bond Commission shall serve as the Paying Agent. Any alternate Paying Agent must be a bank, trust company or national banking association authorized to perform the duties imposed upon it by this Ordinance. Such alternate Paying Agent shall signify its acceptance of the duties and obligations imposed upon it pursuant hereto by executing and delivering to the Issuer a written acceptance thereof. Any successor Paying Agent shall take such actions as may be necessary to ensure that the Bonds shall be and remain DTC-eligible.

Each Paying Agent shall be entitled to payment and reimbursement for reasonable fees for its services rendered hereunder and all advances, counsel fees and other expenses reasonably and necessarily made or incurred by such Paying Agent in connection with such services solely from moneys available therefor.

Any bank, trust company or national banking association with or into which any Paying Agent may be merged or consolidated, or to which the assets and business of such Paying Agent may be sold, shall be deemed the successor of such Paying Agent for the purposes of this Ordinance. If the position of Paying Agent shall become vacant for any reason, the Issuer shall, within 30 days thereafter, appoint a bank, trust company or national banking association located in the same city as such Paying Agent to fill such vacancy; provided, however, that, if the Issuer shall fail to appoint such Paying Agent within said period, the Bond Commission, a court of competent jurisdiction or a majority of the Bondholders may make such appointment.

The Paying Agents shall enjoy the same protective provisions in the performance of their duties hereunder as are specified in this Article V with respect to the Registrar, insofar as such provisions may be applicable.

Notice of the appointment of successor or additional Paying Agents or fiscal agents shall be given in the same manner as provided by Section 8.08 hereof with respect to the appointment of a successor Registrar.

All moneys received by the Paying Agents shall, until used or applied as provided in this Ordinance, be held in trust for the purposes for which they were received.

ARTICLE VI

ADDITIONAL COVENANTS OF THE ISSUER

Section 6.01. General Covenants of the Issuer. All the covenants, agreements and provisions of this Ordinance shall be and constitute valid and legally binding covenants of the Issuer and shall be enforceable in any court of competent jurisdiction by any Holder or Holders of the Bonds, as prescribed by Article VI. In addition to the other covenants, agreements and provisions of this Ordinance, the Issuer hereby covenants and agrees with the Holders of the Bonds, as hereinafter provided in this Article VI. All such covenants, agreements and provisions shall be irrevocable, except as provided herein, as long as any of the Bonds or the interest thereon, are Outstanding and unpaid.

Section 6.02. Bonds not to be Indebtedness of the Issuer. The Bonds shall not be or constitute an indebtedness of the Issuer within the meaning of any constitutional, statutory or charter limitation of indebtedness but shall be payable solely from the Gross Revenues of the System, all as herein provided. No Holder or Holders of the Bonds issued hereunder shall ever have the right to compel the exercise of the taxing power of the Issuer to pay the Bonds or the interest thereon.

Section 6.03. Series 2006 B Bonds and Series 2006 C Bonds Secured by Pledge of Gross Revenues; Lien Position with Respect to Prior Bonds. A. Upon issuance of the Series 2006 C Bonds, the payment of the debt service of the Series 2006 C Bonds shall be secured forthwith equally and ratably by a first lien on the Gross Revenues derived from the System, on a parity with the lien on such Gross Revenues in favor of the Holders of the Prior Bonds. The Gross Revenues in an amount sufficient to pay the principal of and interest on the Series 2006 C Bonds and the Prior Bonds and to make the payments into all funds and accounts and all other payments provided for in the Bond Legislation are hereby irrevocably pledged, in the manner provided herein, to such payments as they become due, and for the other purposes provided in the Bond Legislation.

B. In the event the Series 2006 C Bonds are not issued on or before September 1, 2006, the payment of the debt service of the Series 2006 B Bonds shall be secured forthwith equally and ratably by a first lien on the Gross Revenues from the System, on a parity with the lien on such Gross Revenues in favor of the Holders of the Series 1996 Bonds and the Prior Bonds. The Gross Revenues in an amount sufficient to pay the principal of and interest on the Series 2006 B Bonds, the 1996 Bonds and the Prior Bonds and to make the payments into all funds and accounts and all other payments provided for in the Bond Legislation are hereby irrevocably pledged, in the manner provided herein, to such payments as they become due, and for the other purposes provided in the Bond Legislation.

Section 6.04. Rates. Prior to the issuance of the Bonds, rates or charges for the use of the services and facilities of the System will be fixed and established, all in the

manner and form required by law, and a copy of such rates and charges so fixed and established shall at all times be kept on file in the office of the City Clerk of the Issuer, which copy will be open to inspection by all interested parties. The schedule of rates and charges shall at all times be adequate to produce Gross Revenues from the System sufficient to pay Operating Expenses and to make the prescribed payments into the funds and accounts created hereunder. Such schedule of rates and charges shall be revised from time to time, whenever necessary, so that the aggregate of the rates and charges will be sufficient for such purposes. In order to assure full and continuous performance of this covenant, with a margin for contingencies and temporary unanticipated reduction in income and revenues, the Issuer hereby covenants and agrees that the schedule of rates or charges from time to time in effect shall be sufficient, together with other revenues of the System (i) to provide for all Operating Expenses of the System and (ii) to leave a balance each year equal to at least 120% of the maximum amount required in any year for payment of principal of and interest on the Series 2006 C Bonds (or the Series 2006 B Bonds in the event the Series 2006 C Bonds are not issued) and all other obligations secured by a lien on or payable from such revenues prior to or on a parity with the Series 2006 C Bonds (or the Series 2006 B Bonds in the event the Series 2006 C Bonds are not issued). All such rates and charges, if not paid when due, shall constitute a lien upon the premises served by the System.

The Issuer hereby covenants to commence enactment of such ordinance or ordinances as shall be required to increase the rates and charges for the services and facilities of the System within 30 days following a determination of the Independent Accountants that less than the above-required coverage exists or in the event that the annual audit report shows less than the above-required coverage, such increase to provide rates and charges sufficient to produce such required coverage.

Section 6.05. Operation and Maintenance. The Issuer will operate and maintain the System in good condition and as a revenue-producing enterprise in an efficient and economical manner, making all necessary expenditures for equipment, renewal, repair and replacement. The Issuer will also operate and maintain the System in compliance with all federal and state laws.

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

Section 6.06. Sale of the System. So long as the Prior Bonds and Prior Notes 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 Ordinances. Additionally, so long as the Bonds are outstanding and except as otherwise required by law, the System may not be sold, mortgaged, leased or otherwise disposed of except as a whole, or substantially as a whole, and only if the net proceeds to be realized shall be sufficient to pay fully all the Bonds Outstanding and Prior Notes, or to effectively defease the pledge created by this

Ordinance in accordance with Article IX hereof. The proceeds from any such sale, mortgage, lease or other disposition of the System shall, with respect to the Bonds, immediately be remitted to the Bond Commission for deposit in the respective Sinking Funds on a pro rata basis and the Issuer shall direct the Bond Commission to apply such proceeds to the payment of principal of and interest and redemption premium, if any, on the Bonds. Any balance remaining after the payment of all the Bonds and interest and redemption premium, if any, thereon shall be remitted to the Issuer by the Bond Commission unless necessary for the payment of other obligations of the Issuer payable out of the revenues of the System.

The foregoing provision notwithstanding, the Issuer shall have and hereby reserves the right to sell, lease or otherwise dispose of any of the property comprising a part of the System hereinafter determined in the manner provided herein to be no longer necessary, useful or profitable in the operation thereof. Prior to any such sale, lease or other disposition of such property, if the amount to be received therefor, together with all other amounts received during the same Fiscal Year for such sales, leases or other dispositions of such properties, is not in excess of $50,000, the Issuer shall, in writing, determine that such property comprising a part of the System is no longer necessary, useful or profitable in the operation thereof and may then provide for the sale of such property. The proceeds of any such sale shall be deposited in the Revenue Fund. If the amount to be received from such sale, lease or other disposition of said property, together with all other amounts received during the same Fiscal Year for such sales, leases or other dispositions of such properties, shall be in excess of $50,000 but not in excess of $200,000, the Issuer shall first, in writing, determine upon written approval of the Consulting Engineers that such property comprising a part of the System is no longer necessary, useful or profitable in the operation thereof and may then, if it be so advised, by resolution duly adopted, authorize such sale, lease or other disposition of such property upon public bidding in accordance with the laws of the State. The proceeds derived from any such sale, lease or other disposition of such property, aggregating during such Fiscal Year in excess of $50,000 and not in excess of $200,000, shall be deposited in the Depreciation Fund. The payment of such proceeds into the Depreciation Fund shall not reduce the amount required to be paid into said fund by other provisions of this Bond Legislation.

No sale, lease or other disposition of the properties of the System shall be made by the Issuer if the proceeds to be derived therefrom, together with all other amounts received during the same Fiscal Year for such sales, leases, or other dispositions of such properties, shall be in excess of $200,000 and insufficient to pay all Bonds then Outstanding without the prior approval and consent in writing of the Holders, or their duly authorized representatives, of the Bonds then Outstanding. The Issuer shall prepare the form of such approval and consent for execution by the then Holders of the Bonds for the disposition of the proceeds of the sale, lease or other disposition of such properties of the System.

Section 6.07. Issuance of Other Obligations Payable Out of Revenues and General Covenant Against Encumbrances. The Issuer shall not issue any other obligations whatsoever, except additional parity Bonds provided for in Section 6.08 hereof, payable from

the Revenues of the System which rank prior to, or equally, as to lien on and source of and security for payment from the Revenues with the Bonds; and all obligations hereafter issued by the Issuer payable from the Revenues of the System, except such additional parity Bonds, shall contain an express statement that such obligations are junior and subordinate, as to lien on and source of and security for payment from such Revenues and in all other respects to the Bonds; provided that no such subordinate obligations shall be issued unless all payments required to be made into all funds and accounts set forth herein have been made and are current at the time of the issuance of such subordinate obligations.

Except as provided above, the Issuer shall not create, or cause or permit to be created, any debt, lien, pledge, assignment, encumbrance or any other charge having priority over or, except with respect to such additional parity Bonds, being on a parity with the lien of the Bonds, and the interest thereon, upon any of the income and Revenues of the System pledged for payment of the Bonds and the interest thereon in this Ordinance or upon the System or any part thereof.

Section 6.08. Additional Parity Bonds. So long as the Prior Bonds are outstanding, the limitations on the issuance of parity obligations set forth in the Prior Ordinances shall be applicable. No Parity Bonds, payable out of the revenues of the System, shall be issued after the issuance of any Bonds pursuant to this Ordinance, except under the conditions and in the manner herein provided.

All Parity Bonds issued hereunder shall be on a parity in all respects with the Series 2006 C Bonds and the Prior Bonds; provided, however, that in the event the Series 2006 C Bonds are not issued on or before September 1, 2006, and the Series 1996 Bonds are not refunded, all Parity Bonds issued hereunder shall also be on a parity in all respects with the Series 2006 B Bonds, the Series 1996 Bonds and the Prior Bonds.

No such Parity Bonds shall be issued except for the purpose of financing the costs of the acquisition or construction of extensions, additions, betterments or improvements to the System or refunding any outstanding Bonds, or both such purposes.

No Parity Bonds shall be issued at any time, however, unless and until there has been procured and filed with the City Clerk a written statement by the Independent 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 after the date of issuance of such additional Parity Bonds shall not be less than 120% of the Maximum Annual Debt Service on the following:

(1) The Bonds then Outstanding;

(2) Any Parity Bonds theretofore issued pursuant to the provisions contained in this Ordinance then Outstanding; and

(3) The Parity Bonds then proposed to be issued.

The "estimated average increased annual Net Revenues expected to be received" 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 any increase in rates enacted by the Issuer, the time for appeal of which shall have expired (without successful appeal) prior to the date of issuance of such Parity Bonds, and shall not exceed the amount to be stated in a certificate of the Independent Accountants, which shall be filed in the office of the City Clerk prior to the issuance of such Parity Bonds.

The Net Revenues actually derived from the System during the 12 consecutive month period hereinabove referred to may be adjusted by adding to such Net Revenues such additional Net Revenues which would have been received, in the opinion of the Independent Accountants, as stated in a certificate, on account of increased rates, rentals, fees and charges for the System enacted by the Issuer, the time for appeal of which has expired (without successful appeal) prior to issuance of such Parity Bonds.

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

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 Bonds.

No Parity Bonds shall be issued any time, however, unless all the payments into the respective funds and accounts provided for in this Ordinance with respect to the Bonds then Outstanding (excluding the Depreciation Fund), and any other payments provided for in this Ordinance, shall have been made in full as required to the date of issuance of such

Parity Bonds, and the Issuer shall then be in full compliance with all the covenants, agreements and terms of this Ordinance.

Section 6.09. Insurance and Bonds. The Issuer hereby covenants and agrees, that so long as the Bonds remain Outstanding, the Issuer or the Board will, as an Operating Expense, procure, carry and maintain insurance and bonds and worker's compensation coverage with a reputable insurance carrier or carriers or bonding company or companies covering the following risks and in the following amounts:

A. FIRE, LIGHTNING, VANDALISM, MALICIOUS MISCHIEF AND EXTENDED COVERAGE INSURANCE, on all above-ground insurable portions of the System in an amount equal to the actual cost thereof. In time of war the Issuer will also carry and maintain insurance to the extent available against the risks and hazards of war. In the event of any damage to or destruction of any portion of the System, the Board will promptly arrange for the application of the insurance proceeds for the repair or reconstruction of such damages or destroyed portion. The Board will itself, or will require each contractor and subcontractor to, obtain and maintain builder's risk insurance to protect the interests of the Board and the Issuer during acquisition and construction of any additions, betterments and improvements to the System in the full insurable value thereof.

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

C. WORKER'S COMPENSATION COVERAGE FOR ALL EMPLOYEES OF OR FOR THE SYSTEM ELIGIBLE THEREFOR; AND PERFORMANCE AND PAYMENT OR COMPLETION BONDS, such bonds to be in the amounts of not less than 100% of the amount of any construction contract and to be required of each contractor dealing directly with the Board and such payment bonds will be filed with the Clerk of the County Commission of the County in which such work is to be performed prior to commencement of construction of any additions, betterments or improvements to the System in compliance with West Virginia Code, Section 38-2-39.

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

E. BUSINESS INTERRUPTION INSURANCE, to the extent available at reasonable cost to the Issuer.

F. FIDELITY BONDS will be provided as to every officer, member and employee of the Board or the Issuer having custody of the Revenues or of any other funds of the System, in an amount at least equal to the total funds in the custody of any such person at any one time.

Section 6.10. Statutory Mortgage Lien. For the further protection of the Holders of the Series 2006 C Bonds (or the Series 2006 B Bonds in the event the Series 2006 C Bonds are not issued), a statutory mortgage lien upon the System is granted and created by the Act, which statutory mortgage lien is hereby recognized and declared to be valid and binding, shall take effect on September 1, 2006, immediately upon delivery of the Series 2006 C Bonds and shall be on a parity with the statutory mortgage lien in favor of the Holder of the Prior Bonds.

Section 6.11. No Free Services. The Board will not render or cause to be rendered any free services of any nature by the System, nor will any preferential rates be established for users of the same class; and in the event the Board or the Issuer, or any department, agency, instrumentality, officer or employee of either shall avail itself or themselves of the facilities or services provided by the System, or any part thereof, the same rates, fees or charges applicable to other customers receiving like services under similar circumstances shall be charged the Issuer, the Board, and any such department, agency, instrumentality, officer or employee. The revenues so received shall be deemed to be revenues derived from the operation of the System, and shall be deposited and accounted for in the same manner as other revenues derived from such operation of the System.

Section 6.12. Enforcement of Collections. The Board will diligently enforce and collect all fees, rentals or other charges for the services and facilities of the System, and take all steps, actions and proceedings for the enforcement and collection of such fees, rentals or other charges which shall become delinquent to the full extent permitted or authorized by the Act, the rules and regulations of the Public Service Commission of West Virginia and other laws of the State of West Virginia.

Whenever any fees, rates, rentals or other charges for the services and facilities of the System shall remain unpaid for a period of 20 days after the same shall become due and payable, the user of the services and facilities shall be delinquent until such time as all such rates and charges are fully paid and to the extent authorized by the laws of the State and the rules and regulations of the Public Service Commission of West Virginia, all delinquent rates, rentals and other changes, if not paid, shall become a lien on the premises served by the System. The Issuer further covenants and agrees that, it will, to the full extent permitted by law and the rules and regulations promulgated by the Public Service Commission of West Virginia, discontinue and shut off the services and facilities of the System or waterworks portion thereof, to all delinquent users of services and facilities of the System and will not restore such services of the System (or waterworks portion thereof) until all bills for charges for the services and facilities of the System, plus reasonable interest penalty charges for the

restoration of service, have been fully paid and shall take all further actions to enforce collections to the maximum extent permitted by law.

Section 6.13. No Competing Franchise. To the extent legally allowable, the Issuer will not grant or cause, consent to or allow the granting of any franchise or permit to any person, firm, corporation or body, or agency or instrumentality whatsoever for the providing of any services which would compete with services provided by the System.

Section 6.14. Books; Records and Audit. The Board will keep books and records of the System, which shall be separate and apart from all other books, records and accounts of the Board, in which complete and correct entries shall be made of all transactions relating to the System, and any Holder of a Bond or Bonds shall have the right at all reasonable times to inspect the System, and all parts thereof, and all records, accounts and data of the Board relating thereto.

The accounting system for the System shall follow current generally accepted accounting principles, to the extent allowable under and in accordance with the rules and regulations of the Public Service Commission of West Virginia and the Act. Separate control accounting records shall be maintained by the Board. Subsidiary records as may be required shall be kept in the manner, on the forms, in the books and along with other bookkeeping records as prescribed by the Board. The Board shall prescribe and institute the manner by which subsidiary records of the accounting system which may be installed remote from the direct supervision of the Board shall be reported to such agent of the Board as it shall direct.

The Issuer or the Board shall file with the Original Purchaser and the Bond Insurer, within 120 days following the end of each Fiscal Year, and shall mail to any Bondholder requesting the same, an annual report containing the following:

(A) A statement of Gross Revenues, Operating Expenses, Net Revenues and Surplus Revenues derived from and relating to the System.

(B) A balance sheet statement showing all deposits in all the funds and accounts provided for in this Ordinance, and the status of all said funds and accounts.

The Issuer or the Board shall also, at least once a year, cause the books, records and accounts of the System to be completely audited by Independent Accountants in compliance with the applicable OMB Circular or any successor thereto and Single Audit Act or any successor thereto, to the extent legally required, and shall mail upon request, and make available generally, the report of said Independent Accountants, or a summary thereof, to any Holder or Holders of the Bonds and shall file said report with the Original Purchaser and the Bond Insurer.

Section 6.15. Operating Budget. The Board shall annually, at least 45 days preceding the beginning of each Fiscal Year, or at such earlier date required by the

charter of the Issuer, prepare and adopt by resolution a detailed, balanced budget of the estimated revenues and expenditures for operation and maintenance of the System during the succeeding Fiscal Year. No expenditures for the operation and maintenance of the System shall be made in any Fiscal Year in excess of the amounts provided therefor in such budget without a written finding and recommendation by a registered professional engineer, which finding and recommendation shall state in detail the purpose of and necessity for such increased expenditures for the operation and maintenance of the System, and no such increased expenditures shall be made until the Board shall have approved such finding and recommendation by a resolution duly adopted. No increased expenditures in excess of 10% of the amount of such budget shall be made except upon the further certificate of such a registered professional engineer that such increased expenditures are necessary for the continued operation of the System. The Board shall mail copies of such annual budget and all resolutions authorizing increased expenditures for operation and maintenance to the Original Purchaser and shall make available such budgets and all resolutions authorizing increased expenditures for operation and maintenance of the System at all reasonable times to the Original Purchaser and to any Bondholder or anyone acting for and in behalf of such Bondholder who requests the same.

Section 6.16. Mandatory Connections. The mandatory use of the sewerage facilities portion of the System is essential and necessary for the protection and preservation of the public health, comfort, safety, convenience and welfare of the inhabitants and residents of, and the economy of, the Issuer and in order to assure the rendering harmless of sewage and water-borne waste matter produced or arising within the territory served by the System. Accordingly, every owner, tenant or occupant of any house, dwelling or building located near the System, where sewage will flow by gravity or be transported by such other methods approved by the State Division of Health from such house, dwelling or building into the System, to the extent permitted by the laws of the State and the rules and regulations of the Public Service Commission of West Virginia, shall connect with and use the sewerage facilities portion of the System and shall cease the use of all other means for the collection, treatment and disposal of sewage and waste matters from such house, dwelling or building where there is such gravity flow or transportation by such other method approved by the State Division of Health and such house, dwelling or building can be adequately served by the sewerage facilities portion of the System, and every such owner, tenant or occupant shall, after a 30-day notice of the availability of the sewerage facilities portion of the System, pay the rates and charges established therefor.

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

Section 6.17. 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 2006 C 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 2006 C Bonds during the term thereof is, under the terms of the Series 2006 C 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) in the event that both (A) in excess of 5% of the Net Proceeds of the Series 2006 C 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 2006 C Bonds during the term thereof is, under the terms of the Series 2006 C 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 2006 C Bonds used for a Private Business Use shall be used for a Private Business Use related to the governmental use of the System, or if the Series 2006 C Bonds are for the purpose of financing more than one project, a portion of the System, and shall not exceed the proceeds used for the governmental use of that portion of the System 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 2006 C, 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 2006 C Bonds to be directly or indirectly "federally guaranteed" within the meaning of Section 149(b) of the Code and Regulations promulgated thereunder.

D. INFORMATION RETURN. The Issuer will file all statements, instruments and returns necessary to assure the tax-exempt status of the Series 2006 C 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 2006 C Bonds will be and remain excludable

from gross income for federal income tax purposes, and will not take any actions which would adversely affect such exclusion.

Section 6.18. Covenants Regarding the Municipal Bond Insurance Policy. The Issuer may apply for a Municipal Bond Insurance Policy for the Bonds. In the event such a Municipal Bond Insurance Policy is obtained, certain additional covenants of the Issuer may be required by the Bond Insurer as a condition to insuring the Bonds. These additional covenants shall be set forth in full in the Supplemental Resolution, shall apply to the Bonds and any other Bonds which may be insured by such Bond Insurer, and shall be controlling in the event any other provisions of this Ordinance may be in conflict therewith.

Section 6.19. Compliance with the Law. The Issuer shall perform, satisfy and comply with all the terms and conditions of the Act.

Section 6.20. Continuing Disclosure Agreement. The Issuer shall deliver a continuing disclosure agreement or certificate in form acceptable to the Original Purchaser sufficient to ensure compliance with SEC Rule 15c2-12, as it may be amended from time to time.

ARTICLE VII

INVESTMENT OF FUNDS; NON ARBITRAGE

Section 7.01. Investments. Any monies held as a part of the funds and accounts created by this Bond Legislation other than the Revenue Fund, shall be invested and reinvested by the Bond Commission, the Depository Bank, or such other bank or national banking association holding such fund or account, as the case may be, at the written direction of the Issuer in any Qualified Investments to the fullest extent possible under applicable laws, this Bond Legislation, the need for such monies for the purposes set forth herein and the specific restrictions and provisions set forth in this Section 7.01.

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

The Depository Bank shall keep complete and accurate records of all funds, accounts and investments, and shall distribute to the Issuer, at least once each year, or more often as reasonably requested by the Issuer, a summary of such funds, accounts and investment earnings. The Issuer shall retain all such records and any additional records with respect to such funds, accounts and investment earnings so long as any of the Bonds are Outstanding and as long thereafter as necessary to comply with the Code and assure the exclusion of interest, if any, on the Series 2006 C Bonds from gross income for federal income tax purposes.

Section 7.02. Arbitrage. The Issuer covenants that (i) it will restrict the use of the proceeds of the Series 2006 C Bonds in such manner and to such extent as may be necessary, so that the Series 2006 C Bonds will not constitute "arbitrage bonds" under Section 148 of the Code and Regulations prescribed thereunder, 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 2006 C Bonds) so that the interest on the Series

2006 C 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. A. 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 2006 C Bonds. In addition, the Issuer covenants to comply with all Regulations from time to time in effect and applicable to the Series 2006 C 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 Ordinance.

B. The Issuer shall calculate, annually, the rebatable arbitrage, determined in accordance with Section 148(f) of the Code. Upon completion of each such annual calculation, the Issuer shall deposit, or cause to be deposited, in the Rebate Fund such sums as are necessary to cause the aggregate amount on deposit in the Rebate Fund to equal the sum determined to be subject to rebate to the United States, which, notwithstanding anything herein to the contrary, shall be paid from investment earnings on the underlying fund or account established hereunder and on which such rebatable arbitrage was earned or from other lawfully available sources. Notwithstanding anything herein to the contrary, the Rebate Fund shall be held free and clear of any lien or pledge hereunder and used only for payment of rebatable arbitrage to the United States. The Issuer shall pay, or cause to be paid, to the United States, from the Rebate Fund, the rebatable arbitrage in accordance with Section 148(f) of the Code and such Regulations. In the event that there are any amounts remaining in the Rebate Fund following all such payments required by the preceding sentence, the Depository Bank shall pay said amounts to the Issuer to be used for any lawful purpose of the System. The Issuer shall remit payments to the United States in the time and at the address prescribed by the Regulations as the same may be from time to time in effect, with such reports and statements as may be prescribed by such Regulations. In the event that, for any reason, amounts in the Rebate Fund are insufficient to make the payments to the United States which are required, the Issuer shall assure that such payments are made by the Issuer to the United States, on a timely basis, from any funds lawfully available therefor. The Issuer at its expense, may provide for the employment of independent attorneys, accountants or consultants compensated on such reasonable basis as the Issuer may deem appropriate in order to assure compliance with this Section 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. In the event the Issuer fails to make such rebates as required, the Issuer shall pay any and all penalties and the required amounts, from lawfully available sources, and obtain a waiver from the Internal Revenue Service, if necessary, in order to maintain the exclusion of interest on the Series 2006 C Bonds from gross income for federal income tax purposes.

ARTICLE VIII

DEFAULTS AND REMEDIES

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

(A) If default occurs in the due and punctual payment of the principal of or interest on the Bonds;

(B) If default occurs in the Issuer's observance of any of the covenants, agreements or conditions on its part in this Ordinance or any Supplemental Resolution or in the Bonds contained, and such default shall have continued for a period of 30 days after written notice specifying such default and requiring the same to be remedied shall have been given to the Issuer by the Bond Commission, the Depository Bank, Registrar or any other Paying Agent or a Holder of a Bond;

(C) 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

(D) If default occurs with respect to the Prior Bonds or the Prior Ordinances.

Section 8.02. Enforcement. Upon the happening and continuance of any Event of Default, any Bondholder may exercise any available remedy and bring any appropriate action, suit or proceeding to enforce his rights and, in particular:

(A) Bring suit for any unpaid principal or interest then due;

(B) By mandamus or other appropriate proceeding enforce all rights of the Bondholders, including the right to require the Issuer to perform its duties under the Act and this Ordinance, including but not limited to the making and collection of sufficient rates and charges for services rendered by the System;

(C) Bring suit upon the Bonds;

(D) 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 Bondholders; and

(E) By action or bill in equity enjoin any acts in violation of this Ordinance or the rights of the Bondholders; provided that, all rights and remedies of the Holder of the Bonds shall be on a parity with the Holder of the Prior Bonds.

No remedy by the terms of this Ordinance 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.

No delay or omission to exercise any right or power accruing upon any default or Event of Default shall impair any such right or power or shall be construed to be a waiver of any such default or Event of Default or acquiescence therein, and every such right and power may be exercised from time to time and as often as may be deemed expedient.

No waiver of any default or Event of Default hereunder by the Bondholders shall extend to or shall affect any subsequent default or Event of Default or shall impair any rights or remedies consequent thereto.

Section 8.03. Appointment of Receiver. If there be any Event of Default existing and continuing, any Bondholder (or any Bond Insurer if the defaulted Bonds are insured) shall, in addition to all other remedies or rights, have the right by appropriate legal proceedings to obtain the appointment of a receiver to administer the System on behalf of the Issuer, with power to charge rates, rentals, fees and other charges sufficient to provide for the payment of the principal of and interest on the Bonds, the deposits into the funds and accounts hereby established as herein provided and the payment of Operating Expenses of the System and to apply such rates, rentals, fees, charges or other Revenues in conformity with the provisions of this Ordinance and the Act.

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

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

Such receiver, in the performance of the powers hereinabove conferred upon him, shall be under the direction and supervision of the court making such appointment, shall at all times be subject to the orders and decrees of such court and may be removed thereby and a successor receiver appointed in the discretion of such court. Nothing herein contained shall limit or restrict the jurisdiction of such court to enter such other and further orders and

decrees as such court may deem necessary or appropriate for the exercise by the receiver of any function not specifically set forth herein.

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

Section 8.04. Restoration of Issuer and Bondholder. In case any Bondholder shall have proceeded to enforce any right under this Ordinance by the appointment of a receiver, by entry or otherwise, and such proceedings shall have been discontinued or abandoned for any reason, or shall have been determined adversely, then and in every such case the Issuer and such Bondholder shall be restored to their former positions and rights hereunder, and all rights and remedies of such Bondholder shall continue as if no such proceedings had been taken.

ARTICLE IX

DEFEASANCE; DISCHARGE OF PLEDGE OF ORDINANCE

Section 9.01. Defeasance; Discharge of Pledge of Ordinance. If the Issuer shall pay or cause to be paid, or there shall otherwise be paid, to the respective Holders of all the Bonds the principal of and interest due or to become due thereon, at the times and in the manner stipulated therein and in this Ordinance, then this Ordinance and the pledges of the Gross Revenues and other moneys and securities pledged hereunder, and all covenants, agreements and other obligations of the Issuer on behalf of the Holders of the Bonds made hereunder, shall thereupon cease, terminate and become void and be discharged and satisfied, except as may be necessary to assure the exclusion of interest on the Bonds from gross income for federal income tax purposes.

Bonds for the payment of which either moneys in an amount which shall be sufficient, or securities the principal of and the interest on which, when due, will provide moneys which, together with the moneys, if any, deposited with the Paying Agent at the same or earlier time, shall be sufficient, to pay as and when due the respective principal of and interest on such Bonds shall be deemed to have been paid within the meaning and with the effect expressed in the first paragraph of this section. All 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 Bond Commission or an escrow trustee either moneys in an amount which shall be sufficient, or securities the principal of and the interest on which, when due, will provide moneys which, together with the moneys, if any, deposited with the Bond Commission or said escrow trustee at the same or earlier time shall be sufficient, to pay when due the principal of, any redemption premium on and interest due and to become due on said Bonds on and prior to the maturity date thereof, or if the Issuer irrevocably determines to redeem any of said Bonds prior to the maturity thereof, on and prior to said redemption date. Neither securities nor moneys deposited with the Bond Commission or an escrow trustee 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 of and interest on said Bonds; provided, that any cash received from such principal, redemption premium, if any, and interest payments on such securities deposited with the Bond Commission or said escrow trustee, 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 of and redemption premium, if any, and interest to become due on said Bonds on and prior to such maturity or redemption dates thereof, and interest earned from such reinvestments shall be paid over to the Issuer as received by the Bond Commission or said escrow trustee, free and clear of any trust, lien or pledge. For the purpose of this section, securities shall mean and include only Government Obligations, as such term is limited by the provisions in Section 1.01 hereof or such additional securities as shall be set forth in the Supplemental Resolution.

ARTICLE X

MISCELLANEOUS

Section 10.01. Amendment of Ordinance. Prior to issuance of any series of Bonds, this Ordinance may be amended or supplemented in any way by the Supplemental Resolution. All provisions required by the Bond Insurer, if any, shall be set forth in the Supplemental Resolution and to the extent they constitute an amendment or modification of this Ordinance, shall be controlling. Following issuance of the Bonds, this Ordinance and any Supplemental Resolution may be amended or modified without the consent of any Bondholder or other person, solely for the purpose of maintaining the tax-exempt status of the Bonds, provided that, in the event any of the Bonds are insured, no such amendment or modification which adversely affects the security for such Bonds or the rights of the applicable Bond Insurer for such Bonds may be effected without the written consent of such Bond Insurer. Otherwise, no materially adverse amendment or modification to this Ordinance, or of any Supplemental Resolution, may be made without the written consent of the Holders of 60% in aggregate principal amount of the Bonds then Outstanding and affected thereby and the Bond Insurer, which must be filed with the Clerk of the Issuer before any such modification or amendment may be made. No such modification or amendment shall extend the maturity of or reduce the interest rate on, or otherwise alter the terms of payment of the principal of or interest on, any Bond without the express written consent of the Holder of such Bond, nor reduce the percentage of Bonds required for consent to any such modification or amendment.

Section 10.02. Evidence of Signatures of Bondholders and Ownership of Bonds. Any request, consent, revocation of consent or other instrument which this Ordinance may require or permit to be signed and executed by Bondholders may be in one or more instruments of similar tenor, and shall be signed or executed by such Bondholders in person or by their attorneys duly authorized in writing. Proof of the execution of any such instrument, or of an instrument appointing or authorizing any such attorney, shall be sufficient for any purpose of this Ordinance if made in the following manner, or in any other manner satisfactory to the Issuer or the Registrar, as the case may be, which may nevertheless in its discretion require further or other proof in cases where it deems the same desirable:

A. The fact and date of the execution by any Bondholder or his attorney of any such instrument may be proved (i) by the certificate of a notary public or other officer authorized to take acknowledgments of deeds to be recorded in the jurisdiction in which he purports to act that the person signing such instrument acknowledged to him the execution thereof, or by the affidavit of a witness of such execution, duly sworn to before such a notary public or other officer or (ii) by the certificate, which need not be acknowledged or verified, of an officer of a bank, a trust company or a financial firm or corporation satisfactory to the Issuer or the Registrar, as the case may be, that the person signing such instrument acknowledged to such bank, trust company, firm or corporation the execution thereof.

B. The authority of a person or persons to execute any such instrument on behalf of a corporate Bondholder may be established without further proof if such instrument is signed by a person purporting to be the president or treasurer or a vice-president or an assistant treasurer of such corporation with a corporate seal affixed, and is attested by a person purporting to be its secretary or assistant secretary.

C. The amount of fully registered Bonds held by a person executing any instrument as a Bondholder, the date of his holding such Bonds and the numbers and other identification thereof, shall be confirmed by the Bond Register.

Any request, consent or other instrument executed by the Holder of any Bond shall bind all future Holders and owners of such Bond in respect of anything done or suffered to be done hereunder by the Issuer or the Registrar in accordance therewith.

Section 10.03. Preservation and Inspection of Documents. To the extent allowable under law, all reports, certificates, statements and other documents received by the Registrar under the provisions of this Ordinance shall be retained in its possession and shall be available at all reasonable times for the inspection of the Issuer or any Bondholder, and their agents and their representatives, but any such reports, certificates, statements or other documents may, at the election of the Registrar, be destroyed or otherwise disposed of at any time after such date as the pledge created by this Ordinance shall be discharged as provided in Section 9.01.

Section 10.04. Cancellation of Bonds. All Bonds purchased or paid shall, if surrendered to the Issuer, be canceled and delivered to the Registrar, or, if surrendered to the Registrar, be canceled by it. No such Bonds shall be deemed Outstanding under this Ordinance and no Bonds shall be issued in lieu thereof. All such Bonds shall be canceled and upon order of the Issuer shall be destroyed, and a certificate evidencing such destruction shall be delivered to the Issuer.

Section 10.05. Failure to Present Bonds. Anything in this Ordinance to the contrary notwithstanding, any moneys held by the Bond Commission or a Paying Agent in trust for the payment and discharge of any of the Bonds which remain unclaimed for 1 year after the date on which such Bonds have become due and payable, whether by maturity or upon call for redemption, shall at the written request of the Issuer be paid by the Bond Commission or said Paying Agent to the Issuer as its absolute property and free from trust, and the Bond Commission or said Paying Agent shall thereupon be released and discharged with respect thereto, and the Holders of such Bonds shall look only to the Issuer for the payment of such Bonds; provided, however, that, before making any such payment to the Issuer, the Registrar, if so advised by the Bond Commission, or said Paying Agent shall send to the Holder, at the address listed on the Bond Register, by certified mail, a notice that such moneys remain unclaimed and that, after a date named in said notice, which date shall be not less than 30 days after the date of such notice is mailed, the balance of such moneys then unclaimed will be returned to the Issuer. If any of said Bonds is a coupon Bond, the Registrar

or said Paying Agent shall also publish such notice, not less than 30 days prior to the date such moneys will be returned to the Issuer, in an Authorized Newspaper.

Section 10.06. Notices, Demands and Requests. Unless otherwise expressly provided, all notices, demands and requests to be given or made hereunder to or by the Issuer, the Registrar, the Paying Agent, the Depository Bank, the Original Purchaser, or the Bond Insurer shall be in writing and shall be properly made if sent by United States mail, postage prepaid, and addressed as follows or if hand-delivered to the individual to whom such notice, demand or request is required to be directed as indicated below:

ISSUER

The City of Parkersburg
Post Office Box 1627
Parkersburg, West Virginia 26102
Attention: Mayor

REGISTRAR AND PAYING AGENT

[Name(s) and address(es) to be set forth in Supplemental Resolution]

DEPOSITORY BANK

[Name(s) and address(es) to be set forth in Supplemental Resolution]

ORIGINAL PURCHASER

Crews & Associates, Inc.
300 Summers Street
Suite 930
Charleston, West Virginia 25301

BOND INSURER

[Name(s) and address(es) to be set forth in Supplemental Resolution]

Any party listed above may change such address listed for it at any time upon written notice of change sent by United States mail, postage prepaid, to the other parties.

Section 10.07. No Personal Liability. No member of the Issuer or officer or employee of the Issuer shall be individually or personally liable for the payment of the

principal of or the interest on any Bond, but nothing herein contained shall relieve any such member, official or employee from the performance of any official duty provided by law or this Ordinance.

Section 10.08. Law Applicable. The laws of the State shall govern the construction of this Ordinance and of all Bonds issued hereunder.

Section 10.09. Parties Interested Herein. Nothing in this Ordinance expressed or implied is intended or shall be construed to confer upon, or give to, any person or corporation, other than the Issuer, the Registrar, the Paying Agent, the Holders of the Bonds and the Original Purchaser, any right, remedy or claim under or by reason of this Ordinance. All the covenants, stipulations, promises and agreements contained in this Ordinance by and on behalf of the Issuer shall be for the sole and exclusive benefit of the Issuer, the Registrar, the Paying Agent, the Holders of the Bonds and the Original Purchaser.

Section 10.10. Severability of Invalid Provisions. If any section, paragraph, clause or provision of this Ordinance shall be held invalid, such invalidity shall not affect any of the remaining provisions of this Ordinance.

Section 10.11. 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 10.12. Conflicting Provisions Repealed. All ordinances, orders, resolutions or parts thereof in conflict with the provisions of this Ordinance, are, to the extent of such conflict, hereby repealed; provided however, in the event of any conflict between this Ordinance and the Prior Ordinances, the Prior Ordinances shall control, unless less restrictive, so long as the Prior Bonds are Outstanding.

Section 10.13. 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 Ordinance 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 Mayor, City Clerk and members of the Council were at all times when any actions in connection with this Ordinance occurred and are duly in office and duly qualified for such office.

Section 10.14. Effective Date. This Ordinance shall take effect immediately following the public hearing and final reading hereon.

Section 10.15. Statutory Notice and Public Hearing. Upon adoption hereof, an abstract of this Ordinance determined by the Council to contain sufficient information as

intervening between each publication, the first such publication to be not less than 10 days before the date stated below for the public hearing in The Parkersburg News and the Parkersburg Sentinel, two qualified newspapers published and of general circulation in The City of Parkersburg, together with a notice stating that this Ordinance has been adopted and that the Issuer contemplates the issuance of the Bonds, and that any person interested may appear before the Council upon a date certain, not less than ten days subsequent to the date of the first publication of such abstract of this Ordinance and notice, and present protests, and that a certified copy of this Ordinance is on file with the City Clerk for review by interested persons during office hours of the Clerk. At such hearing, all objections and suggestions shall be heard and the Council shall take such action as it shall deem proper in the premises.

Passed on First Reading:	November 8, 2005
Passed on Second Reading:	November 29, 2005
Passed on Third Reading Following Public Hearing:	December 13, 2005

[SEAL]

Enacted this 13th day of December, 2005.

Robert D. Nelson
Mayor

ATTEST:

Connie Shaffer
City Clerk

CH812156.1

CERTIFICATION

Certified a true, correct and complete copy of an Ordinance duly enacted by the Council of THE CITY OF PARKERSBURG at a regular meeting of the Council held at 7:30 p.m., on December 13, 2005, pursuant to proper notice, at which meeting a quorum was present and acting throughout, and which Ordinance was enacted following a public hearing thereon, notice of which public hearing was published once a week for two successive weeks in two newspapers having a general circulation in The City of Parkersburg, the first publication having been not less than 10 days prior to such public hearing.

Dated this 23rd day of March, 2006.

[SEAL]

Connie Shaffer
City Clerk

10/31/05
686870.00017

EXHIBIT A

SERIES 2006 A BOND FORM

Unless this Bond is presented by an authorized representative of The Depository Trust Company, a New York corporation ("DTC"), to Issuer or its agent for registration of transfer, exchange, or payment, and any Bond issued is registered in the name of Cede & Co. or in such other name as is requested by an authorized representative of DTC (and any payment is made to Cede & Co. or to such other entity as is requested by an authorized representative of DTC), ANY TRANSFER, PLEDGE, OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL inasmuch as the registered owner hereof, Cede & Co., has an interest herein.

No. AR-_____ $_____

UNITED STATES OF AMERICA
STATE OF WEST VIRGINIA
THE CITY OF PARKERSBURG, WEST VIRGINIA
TAXABLE COMBINED WATERWORKS AND
SEWERAGE SYSTEM REFUNDING REVENUE BOND,
SERIES 2006 A

INTEREST RATE	MATURITY DATE	BOND DATE	CUSIP NO.

REGISTERED OWNER: _____

PRINCIPAL AMOUNT: _____

KNOW ALL MEN BY THESE PRESENTS: That THE CITY OF PARKERSBURG, WEST VIRGINIA, a municipal corporation organized and existing under the laws of the State of West Virginia (the "Issuer"), for value received, hereby promises to pay, solely from the special funds provided therefor, as hereinafter set forth, to the Registered Owner specified above, or registered assigns (the "Registered Owner"), on the Maturity Date specified above, the Principal Amount specified above and solely from such special funds also to pay interest on said Principal Amount from the Interest Payment Date (as hereinafter defined) preceding the date of authentication hereof or, if authenticated after the Record Date

(as hereinafter defined) but prior to the applicable Interest Payment Date or on said Interest Payment Date, from said Interest Payment Date or, if no interest has been paid, from the Bond Date specified above, or, if and to the extent that the Issuer shall default in the payment of interest on any Interest Payment Date, then this Bond shall bear interest from the most recent Interest Payment Date to which interest has been paid or duly provided for, and in which case any Bond surrendered for transfer or exchange shall be dated as of the Interest Payment Date to which interest has been paid in full, at the Interest Rate per annum specified above, semiannually, on _____ 1 and _____ 1, in each year, beginning _____ 1, 20__ (each an "Interest Payment Date"), until maturity or until the date fixed for redemption if this Bond is called for prior redemption and payment on such date is provided for. Capitalized terms used and not defined herein shall have the meanings ascribed thereto in the hereinafter described Ordinance.

Interest accruing on this Bond on and prior to the Maturity Date hereof shall be payable by check or draft mailed by _____, _____, West Virginia, as paying agent (in such capacity, the "Paying Agent"), to the Registered Owner hereof as of the applicable Record Date (each _____ 15 and _____ 15) or, in the event of a default in the payment of Bonds, that special record date to be fixed by the hereinafter named Registrar by notice given to the Registered Owners not less than 10 days prior to said special record date at the address of such Registered Owner as it appears on the registration books of the Issuer maintained by _____, _____, West Virginia, as registrar (in such capacity, the "Registrar"), or, at the option of any Registered Owner of at least $500,000 in aggregate principal amount of Bonds, by wire transfer in immediately available funds to a domestic bank account specified in writing by the Registered Owner to the Paying Agent at least 5 days prior to such Record Date. Principal and premium, if any, shall be paid when due upon presentation and surrender of this Bond for payment at the principal corporate trust office of the Paying Agent, in _____, West Virginia.

This Bond is one of an issue of a series of bonds, in the aggregate principal amount of $_____ designated "The City of Parkersburg, West Virginia Taxable Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 2006 A" (the "Bonds"), of the Issuer, of like tenor and effect, except as to number, denomination, date of maturity and interest rate, dated _____, the proceeds of which are to be used, together with other funds of the Issuer, to facilitate the subsequent issuance and sale of its Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 2006 C (the "Series 2006 C Bonds"), on June 15, 2006, the proceeds of which will be used to currently refund the Issuer's Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 1996 (the "Series 1996 Bonds"), which were issued to refinance the cost of acquisition and construction of certain improvements to the combined waterworks and sewerage system of the Issuer (the "System").

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 13, Article 2E and Chapter 8, Article 20, of the West Virginia Code of 1931, as amended (the "Act"), and an ordinance duly enacted by the Council of the Issuer on December 13, 2005, as supplemented by a supplemental parameters resolution duly adopted by the Issuer on December 27, 2005 and a second supplemental resolution duly adopted by the Council of the Issuer on March 14, 2006 (hereinafter collectively referred to as the "Ordinance"), and is subject to all the terms and conditions of the Ordinance. The Ordinance provides for the issuance of additional bonds under certain conditions, and such bonds would be entitled to be paid and secured equally and ratably from and by the funds and revenues and other security provided for the Bonds under the Ordinance. Reference is hereby made to the Ordinance, as the same may be amended and supplemented from time to time, for a description of the rights, limitations of rights, obligations, duties and immunities of the Issuer, the Registrar, the Paying Agent, the Registered Owners of the Bonds and the Registered Owners of any subsequently issued additional bonds. Executed counterparts or certified copies of the Ordinance are on file at the office of the City Clerk in the City of Parkersburg, West Virginia.

THE BONDS ARE ISSUED ON A PARITY, WITH RESPECT TO LIENS, PLEDGE AND SOURCE OF AND SECURITY FOR PAYMENT, AND IN ALL RESPECTS, WITH THE ISSUER'S TAXABLE COMBINED WATERWORKS AND SEWERAGE SYSTEM REFUNDING REVENUE BONDS, SERIES 2006 B, DATED _____, 200__, ISSUED CONCURRENTLY HEREWITH IN THE ORIGINAL AGGREGATE PRINCIPAL AMOUNT OF $_____ (THE "SERIES 2006 B BONDS").

This Bond is payable only from and secured by a pledge of the securities and cash deposited in the Escrow Fund (as defined in the Ordinance) and earnings thereon, which shall be sufficient to pay the principal of and interest on all bonds which may be issued pursuant to the Act and shall be set aside as a special fund hereby pledged for such purpose and to make the other payments required by the Ordinance. This Bond does not constitute an indebtedness of the Issuer within any constitutional or statutory provision or limitation, nor shall the Issuer be obligated to pay the same or the interest hereon except from such Escrow Fund. The Issuer has entered into certain further covenants with the Registered Owners of the Bonds, for the terms of which reference is made to the Ordinance. Remedies provided the Registered Owners of the Bonds are exclusively as provided in the Ordinance, to which reference is here made for a detailed description thereof.

All monies received from the sale of the Bonds except for accrued interest thereon, shall be applied solely to the purchase of securities to be deposited in the Escrow Fund, and there shall be, and hereby is, created and granted a lien upon such monies, until so applied, in favor of the Registered Owners of the Bonds.

The Bonds of this issue are subject to redemption prior to their stated maturity dates, as provided in the Ordinance and as set forth in the following lettered paragraphs:

(A) Mandatory Redemption. By its purchase of this Bond, each Bondholder shall unconditionally and irrevocably agree, upon the authentication and issuance of the Series 2006 C Bonds in accordance with the provisions of the Ordinance and delivery of the Series 2006 C Bond Counsel Opinion as provided in the Ordinance, to purchase on June 15, 2006 (the "Series 2006 C Bonds Issuance Date"), Series 2006 C Bonds in a principal amount equal to the then outstanding principal amount of such Bondholder's Series 2006 B Bonds at a purchase price equal to the principal amount thereof (the "Series 2006 C Bonds Purchase Price"). By its purchase of this Bond, each Bondholder irrevocably appoints the Escrow Agent (as defined in the Ordinance) as its agent and attorney in fact and instructs the Escrow Agent on its behalf to transfer the redemption proceeds of this Bond redeemed pursuant to the special mandatory redemption provisions of this Bond, in an amount equal to the principal amount of the Bonds of such Bondholder which are so redeemed, to the Paying Agent for the Bonds, which will transfer such amounts to the Original Purchaser (as defined in the Ordinance), which will purchase from the Issuer said amount of Series 2006 C Bonds on behalf of such Bondholder, all for the purpose of satisfying such Bondholder's obligation to purchase the Series 2006 C Bonds. Such purchase shall be made by the Original Purchaser on behalf of the Bondholder (unless enjoined by a court of competent jurisdiction in the event of a bankruptcy or insolvency of a Bondholder or due to other similar circumstances) automatically and without the necessity of any further action on the part of each Bondholder. Each Bondholder, by its purchase of this Bond, pledges to the Escrow Agent and Paying Agent the proceeds of the redemption of this Bond to be applied to the purchase by the Original Purchaser of a like amount of Series 2006 C Bonds on behalf of and for the account of such Bondholder. Each Bondholder, by its purchase of this Bond, is deemed to agree to, acknowledge and accept the terms and conditions described above and to be bound by all of the provisions of the Ordinance, without the necessity of any written acknowledgment, acceptance, signature or receipt of a copy of the Ordinance by such Bondholder.

Upon the satisfaction of the conditions set forth in the Ordinance for the issuance of the Series 2006 C Bonds, and upon the performance by the Escrow Agent, on behalf of each Bondholder of such Bondholder's obligation to purchase Series 2006 C Bonds in an amount equal to the then outstanding principal amount of such Bondholder's Bonds, each Bond with respect to which the foregoing conditions have been satisfied shall be subject to mandatory redemption on September 1, 2006, without notice, at a price equal to the principal amount thereof, plus accrued interest thereon to and including the date fixed for redemption. In the event the conditions set forth in the Ordinance for the issuance of the Series 2006 C Bonds are satisfied, but the Escrow Agent is prevented by a court of competent jurisdiction from performing on behalf of a Bondholder its obligation to purchase a corresponding amount of Series 2006 C Bonds, as set forth above, then this Bond shall not be subject to mandatory redemption and will instead be subject to mandatory tender as described below.

(B) Mandatory Tender. In the event the Series 2006 C Bonds are not issued on June 15, 2006, this Bond shall be subject to mandatory tender to the Escrow Agent, at which time the Escrow Agent will apply cash and securities held by the Escrow Agent toward the purchase of this Bond at a price equal to the principal amount thereof, plus accrued interest to and including June 15, 2006. This Bond shall be deemed paid in such event and will no longer be outstanding.

With respect to the mandatory redemption of this Bond, in the event Series 2006 C Bonds have been issued and delivered, within ten (10) business days following such issuance and delivery, the Paying Agent will mail to the persons who were Series 2006 A Bondholders immediately prior to the Series 2006 C Bonds Issuance Date by first class mail, postage prepaid, at the address of each Bondholder shown on the Bond Register whose Bond has been redeemed under the mandatory redemption provisions of the Ordinance and for whom a corresponding Series 2006 C Bond has been purchased under the Ordinance, a notice setting forth the information provided in the Ordinance with respect to the Bonds redeemed and advising such holder that upon the surrender of such holder's Bonds to the Paying Agent, the Paying Agent will deliver to such Bondholder the Series 2006 C Bonds purchased on its behalf. Such notice shall provide the address of the Paying Agent to which this Bond is to be presented.

With respect to the mandatory tender of this Bond, in the event the Series 2006 C Bonds are not issued on the Series 2006 C Bonds Issuance Date, the Paying Agent shall deliver to the Escrow Agent a written certificate stating such and on the Series 2006 C Bonds Issuance Date, the Paying Agent will mail to the Bondholders by first class mail, postage prepaid, at the address of each Bondholder shown on the Bond Register, a notice stating that the Series 2006 C Bonds were not issued on the Series 2006 C Bonds Issuance Date and will not be issued under the Ordinance, and that such Bondholders are no longer obligated to purchase such Series 2006 C Bonds and that this Bond is no longer subject to redemption pursuant to the mandatory redemption provisions of the Ordinance, but are subject to mandatory tender for purchase by the Escrow Agent from funds and securities on deposit in the Escrow Fund at a price equal to the principal amount thereof, plus accrued interest to and including June 15, 2006.

Notice of any redemption of this Bond, unless waived, shall be given by the Paying Agent on behalf of the Issuer by mailing an official redemption notice by registered or certified mail at least 30 days and not more than 60 days prior to the date fixed for redemption to the Registered Owner of the Bond or Bonds to be redeemed at the address shown on the Bond Register or at such other address as is furnished in writing by such Registered Owner to the Registrar. A copy of such notice of redemption shall also be mailed to the Registrar. Notice of redemption having been given as aforesaid, the Bonds or portions of Bonds so to be redeemed shall, on the Redemption Date, become due and payable at the redemption price therein specified, and from and after such date (unless the Issuer shall default in the payment of the redemption price) such Bonds or portions of Bonds shall cease to bear interest.

Failure to receive such notice or any defect therein or in the mailing thereof shall not affect the validity of proceedings for the redemption of this Bond.

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 do exist, have happened and have been performed in due time, form and manner as required by law, and that the amount of this Bond, together with all other obligations of said Issuer, does not exceed any limit prescribed by the Constitution or statutes of the State of West Virginia, and that a sufficient amount of securities and cash deposited in the Escrow Fund has been pledged to and will be set aside into said special fund by said Issuer for the prompt payment of the principal of and interest on the Bonds of which this Bond is one.

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 be transferred only upon the surrender hereof at the office of the Registrar and otherwise as provided by the Ordinance.

This Bond is, under the Act, exempt from all taxation by the State of West Virginia, or any county, municipality, political subdivision or agency thereof, except inheritance, estate and transfer taxes.

This Bond shall not be entitled to any benefit under the Ordinance, or become valid or obligatory for any purpose, until the certificate of authentication and registration hereon shall have been signed by the Registrar.

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

IN WITNESS WHEREOF, THE CITY OF PARKERSBURG, WEST VIRGINIA, has caused this Bond to be signed by its Mayor, and its corporate seal to be imprinted hereon and attested by its City Clerk, and has caused this Bond to be dated as of the Bond Date specified above.

[SEAL]

(Manual or Facsimile Signature)
Mayor

ATTEST:

(Manual or Facsimile Signature)
City Clerk

CERTIFICATE OF AUTHENTICATION AND REGISTRATION

This Bond is one of the fully registered Bonds described in the within-mentioned Ordinance and has been duly registered in the name of the Registered Owner on the date set forth below. Attached hereto is the complete text of the opinion of Steptoe & Johnson PLLC, bond counsel, signed originals of which are on file with the Registrar, delivered and dated on the date of the original delivery of and payment for the Bonds.

Dated: _____, _____.

_____,
as Registrar

By _____
Its Authorized Officer

ASSIGNMENT

Social Security or Other Identifying Number of Assignee _____

_____

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

_____

_____

_____ the within Bond and does hereby irrevocably constitute and appoint _____

_____ to transfer the said Bond on the books kept for registration thereof with full power of substitution in the premises.

Dated: _____, _____.

_____

SIGNATURE GUARANTEED:

_____

(Bank, Trust Company or Firm)

_____

(Authorized Officer)

NOTICE: The Assignor's signature to this Assignment must correspond with the name as it appears upon the face of the within Bond in every particular, without alteration or any change whatever.

EXHIBIT B

SERIES 2006 B BOND FORM

Unless this Bond is presented by an authorized representative of The Depository Trust Company, a New York corporation ("DTC"), to Issuer or its agent for registration of transfer, exchange, or payment, and any Bond issued is registered in the name of Cede & Co. or in such other name as is requested by an authorized representative of DTC (and any payment is made to Cede & Co. or to such other entity as is requested by an authorized representative of DTC), ANY TRANSFER, PLEDGE, OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL inasmuch as the registered owner hereof, Cede & Co., has an interest herein.

No. BR-_____ $_____

UNITED STATES OF AMERICA
STATE OF WEST VIRGINIA
THE CITY OF PARKERSBURG, WEST VIRGINIA
TAXABLE COMBINED WATERWORKS AND SEWERAGE SYSTEM
REFUNDING REVENUE BOND,
SERIES 2006 B

INTEREST RATE	MATURITY DATE	BOND DATE	CUSIP NO.

REGISTERED OWNER: _____

PRINCIPAL AMOUNT: _____

KNOW ALL MEN BY THESE PRESENTS: That THE CITY OF PARKERSBURG, WEST VIRGINIA, a municipal corporation organized and existing under the laws of the State of West Virginia (the "Issuer"), for value received, hereby promises to pay, solely from the special funds provided therefor, as hereinafter set forth, to the Registered Owner specified above, or registered assigns (the "Registered Owner"), on the Maturity Date specified above, the Principal Amount specified above and solely from such special funds also to pay interest on said Principal Amount from the Interest Payment Date (as hereinafter defined) preceding the date of authentication hereof or, if authenticated after the Record Date (as hereinafter defined) but prior to the applicable Interest Payment Date or on said Interest

Payment Date, from said Interest Payment Date or, if no interest has been paid, from the Bond Date specified above, or, if and to the extent that the Issuer shall default in the payment of interest on any Interest Payment Date, then this Bond shall bear interest from the most recent Interest Payment Date to which interest has been paid or duly provided for, and in which case any Bond surrendered for transfer or exchange shall be dated as of the Interest Payment Date to which interest has been paid in full, at the Interest Rate per annum specified above, semiannually, on _____ 1 and _____ 1, in each year, beginning _____ 1, 20___ (each an "Interest Payment Date"), until maturity or until the date fixed for redemption if this Bond is called for prior redemption and payment on such date is provided for. Capitalized terms used and not defined herein shall have the meanings ascribed thereto in the hereinafter described Ordinance.

Interest accruing on this Bond on and prior to the Maturity Date hereof shall be payable by check or draft mailed by _____, _____, West Virginia, as paying agent (in such capacity, the "Paying Agent"), to the Registered Owner hereof as of the applicable Record Date (each _____ 15 and _____ 15) or, in the event of a default in the payment of Bonds, that special record date to be fixed by the hereinafter named Registrar by notice given to the Registered Owners not less than 10 days prior to said special record date at the address of such Registered Owner as it appears on the registration books of the Issuer maintained by _____, _____, West Virginia, as registrar (in such capacity, the "Registrar"), or, at the option of any Registered Owner of at least $500,000 in aggregate principal amount of Bonds, by wire transfer in immediately available funds to a domestic bank account specified in writing by the Registered Owner to the Paying Agent at least 5 days prior to such Record Date. Principal and premium, if any, shall be paid when due upon presentation and surrender of this Bond for payment at the principal corporate trust office of the Paying Agent, in _____, West Virginia.

This Bond is one of an issue of a series of bonds, in the aggregate principal amount of $_____ designated "The City of Parkersburg, West Virginia Taxable Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 2006 B" (the "Bonds"), of the Issuer, of like tenor and effect, except as to number, denomination, date of maturity and interest rate, dated _____, 2006, the proceeds of which are to be used, together with other funds of the Issuer, to facilitate the subsequent issuance and sale of its Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 2006 C (the "Series 2006 C Bonds"), on June 15, 2006, the proceeds of which will be used to currently refund the Issuer's Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 1996 (the "Series 1996 Bonds"), which were issued to refinance the cost of acquisition and construction of certain improvements to the combined waterworks and sewerage system of the Issuer (the "System"), and to pay costs of issuance of the Bonds.

The Bonds are issued under the authority of and in full compliance with the Constitution and statutes of the State of West Virginia, including particularly Chapter 13, Article 2E, and Chapter 8, Article 20 of the West Virginia Code of 1931, as amended

(collectively, the "Act"), and an ordinance duly enacted by the Council of the Issuer on December 13, 2005, as supplemented by a supplemental parameters resolution duly adopted by the Council on December 27, 2005 and a second supplemental resolution duly adopted by the Council of the Issuer on March 14, 2006 (hereinafter collectively referred to as the "Ordinance"), and is subject to all the terms and conditions of the Ordinance. The Ordinance provides for the issuance of additional bonds under certain conditions, and such bonds would be entitled to be paid and secured equally and ratably from and by the funds and revenues and other security provided for the Bonds under the Ordinance. Reference is hereby made to the Ordinance, as the same may be amended and supplemented from time to time, for a description of the rights, limitations of rights, obligations, duties and immunities of the Issuer, the Registrar, the Paying Agent, the Registered Owners of the Bonds and the Registered Owners of any subsequently issued additional bonds. Executed counterparts or certified copies of the Ordinance are on file at the office of the City Clerk in The City of Parkersburg, West Virginia.

THE BONDS ARE ISSUED ON A PARITY, WITH RESPECT TO LIENS, PLEDGE AND SOURCE OF AND SECURITY FOR PAYMENT, AND IN ALL RESPECTS, WITH THE ISSUER'S TAXABLE COMBINED WATERWORKS AND SEWERAGE SYSTEM REFUNDING REVENUE BONDS, SERIES 2006 A, DATED _____, 2006, ISSUED CONCURRENTLY HEREWITH IN THE ORIGINAL AGGREGATE PRINCIPAL AMOUNT OF $_____ (THE "SERIES 2006 A BONDS").

IF THE SERIES 2006 C BONDS ARE ISSUED ON JUNE 15, 2006, THE BONDS SHALL ON AND AFTER SUCH DATE BE ON A PARITY, WITH RESPECT TO LIENS, PLEDGE AND SOURCE OF AND SECURITY FOR PAYMENT, AND IN ALL RESPECTS, WITH THE SERIES 2006 C BONDS AND THE PRIOR BONDS.

IF THE SERIES 2006 C BONDS ARE NOT ISSUED ON JUNE 15, 2006, THE BONDS SHALL ON AND AFTER SUCH DATE BE ON A PARITY, WITH RESPECT TO LIENS, PLEDGE AND SOURCE OF AND SECURITY FOR PAYMENT, AND IN ALL RESPECTS, WITH (1) THE SERIES 1996 BONDS AND (2) THE PRIOR BONDS.

This Bond is payable only from and secured by a pledge of the securities and cash deposited in the Escrow Fund (as defined in the Ordinance) and earnings thereon, which shall be sufficient to pay the principal of and interest on some or all bonds which may be issued pursuant to the Act and shall be set aside as a special fund hereby pledged for such purpose and to make the other payments required by the Ordinance, or in the event the Escrow Fund is insufficient, from a like exchange of an equal amount of Series 2006 C Bonds. This Bond does not constitute an indebtedness of the Issuer within any constitutional or statutory provision or limitation, nor shall the Issuer be obligated to pay the same or the interest hereon except from such Escrow Fund. If the Series 2006 C Bonds are not issued on or before June 15, 2006, the Bonds shall on and after such date be payable from and secured

by a first lien on the Gross Revenues derived from the System on a parity with the lien of the Series 1996 Bonds and the Prior Bonds. The Issuer has entered into certain further covenants with the Registered Owners of the Bonds, for the terms of which reference is made to the Ordinance. Remedies provided the Registered Owners of the Bonds are exclusively as provided in the Ordinance, to which reference is here made for a detailed description thereof.

All monies received from the sale of the Bonds except for accrued interest thereon and monies used to pay costs of issuance, shall be applied solely to the purchase of securities to be deposited in the Escrow Fund, and there shall be, and hereby is, created and granted a lien upon such monies, until so applied, in favor of the Registered Owners of the Bonds.

The Bonds of this issue are subject to redemption prior to their stated maturity dates, as provided in the Ordinance and as set forth in the following lettered paragraphs:

(A) Mandatory Redemption. By its purchase of this Bond, each Bondholder shall unconditionally and irrevocably agree, upon the authentication and issuance of the Series 2006 C Bonds in accordance with the provisions of the Ordinance and delivery of the Series 2006 C Bond Counsel Opinion as provided in the Ordinance, to purchase on June 15, 2006 (the "Series 2006 C Bonds Issuance Date"), Series 2006 C Bonds in a principal amount equal to the then outstanding principal amount of such Bondholder's Series 2006 A Bonds at a purchase price equal to the principal amount thereof (the "Series 2006 C Bonds Purchase Price"). By its purchase of this Bond, each Bondholder irrevocably appoints the Escrow Agent (as defined in the Ordinance) as its agent and attorney in fact and instructs the Escrow Agent on its behalf to transfer the redemption proceeds of this Bond redeemed pursuant to the special mandatory redemption provisions of this Bond, in an amount equal to the principal amount of the Bonds of such Bondholder which are so redeemed, to the Paying Agent for the Bonds, which will transfer such amounts to the Original Purchaser (as defined in the Ordinance), which will purchase from the Issuer said amount of Series 2006 C Bonds on behalf of such Bondholder, or exchange the Series 2006 A Bonds for a like amount of Series 2006 C Bonds, all for the purpose of satisfying such Bondholder's obligation to purchase the Series 2006 C Bonds. Such purchase or exchange shall be made by the Original Purchaser on behalf of the Bondholder (unless enjoined by a court of competent jurisdiction in the event of a bankruptcy or insolvency of a Bondholder or due to other similar circumstances) automatically and without the necessity of any further action on the part of each Bondholder. Each Bondholder, by its purchase of this Bond, pledges to the Escrow Agent and Paying Agent the proceeds of the redemption of this Bond to be applied to the purchase or exchange by the Original Purchaser of a like amount of Series 2006 C Bonds on behalf of and for the account of such Bondholder. Each Bondholder, by its purchase of this Bond, is deemed to agree to, acknowledge and accept the terms and conditions described above and to be bound by all of the provisions of the Ordinance, without the necessity of any written acknowledgment, acceptance, signature or receipt of a copy of the Ordinance by such Bondholder.

Upon the satisfaction of the conditions set forth in the Ordinance for the issuance of the Series 2006 C Bonds, and upon the performance by the Escrow Agent, on behalf of each Bondholder of such Bondholder's obligation to purchase Series 2006 C Bonds in an amount equal to the then outstanding principal amount of such Bondholder's Bonds, each Bond with respect to which the foregoing conditions have been satisfied shall be subject to mandatory redemption on _____, 2006, without notice, at a price equal to the principal amount thereof, plus accrued interest thereon to and including the date fixed for redemption. In the event the conditions set forth in the Ordinance for the issuance of the Series 2006 C Bonds are satisfied, but the Escrow Agent is prevented by a court of competent jurisdiction from performing on behalf of a Bondholder its obligation to purchase a corresponding amount of Series 2006 C Bonds, as set forth above, then this Bond shall not be subject to mandatory redemption and will remain outstanding in accordance with its terms.

With respect to the mandatory redemption of this Bond, in the event Series 2006 C Bonds have been issued and delivered, within ten (10) business days following such issuance and delivery, the Paying Agent will mail to the persons who were Series 2006 A Bondholders immediately prior to the Series 2006 C Bonds Issuance Date by first class mail, postage prepaid, at the address of each Bondholder shown on the Bond Register whose Bond has been redeemed under the mandatory redemption provisions of the Ordinance and for whom a corresponding Series 2006 C Bond has been purchased and/or exchanged under the Ordinance, a notice setting forth the information provided in the Ordinance with respect to the Bonds redeemed and advising such holder that upon the surrender of such holder's Bonds to the Paying Agent, the Paying Agent will deliver to such Bondholder the Series 2006 C Bonds purchased and/or exchanged on its behalf. Such notice shall provide the address of the Paying Agent to which this Bond is to be presented.

In the event the Series 2006 C Bonds are not issued on the Series 2006 C Bonds Issuance Date, this Bond shall remain outstanding in accordance with its terms.

In the event of any redemption of less than all outstanding Bonds, Bonds shall be selected for redemption by lot or in such other manner deemed appropriate by the Paying Agent. If less than all the Bonds are to be redeemed, the Bonds to be redeemed shall be identified by reference to the Series designation, date of issue, CUSIP numbers and Maturity Dates.

Notice of any redemption of this Bond, unless waived, shall be given by the Paying Agent on behalf of the Issuer by mailing an official redemption notice by registered or certified mail at least 30 days and not more than 60 days prior to the date fixed for redemption to the Registered Owner of the Bond or Bonds to be redeemed at the address shown on the Bond Register or at such other address as is furnished in writing by such Registered Owner to the Registrar. A copy of such notice of redemption shall also be mailed to the Registrar. Notice of redemption having been given as aforesaid, the Bonds or portions of Bonds so to be redeemed shall, on the Redemption Date, become due and payable at the redemption price therein specified, and from and after such date (unless the Issuer shall

default in the payment of the redemption price) such Bonds or portions of Bonds shall cease to bear interest.

Failure to receive such notice or any defect therein or in the mailing thereof shall not affect the validity of proceedings for the redemption of this Bond.

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 do exist, have happened and have been performed in due time, form and manner as required by law, and that the amount of this Bond, together with all other obligations of said Issuer, does not exceed any limit prescribed by the Constitution or statutes of the State of West Virginia, and that a sufficient amount of securities and cash deposited in the Escrow Fund, or in the event the Series 2006 C Bonds are not issued, the Gross Revenues of the System has been pledged to and will be set aside into said special fund by said Issuer for the prompt payment of the principal of and interest on the Bonds of which this Bond is one.

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 be transferred only upon the surrender hereof at the office of the Registrar and otherwise as provided by the Resolution.

This Bond is, under the Act, exempt from all taxation by the State of West Virginia, or any county, municipality, political subdivision or agency thereof, except inheritance, estate and transfer taxes.

This Bond shall not be entitled to any benefit under the Ordinance, or become valid or obligatory for any purpose, until the certificate of authentication and registration hereon shall have been signed by the Registrar.

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

IN WITNESS WHEREOF, THE CITY OF PARKERSBURG has caused this Bond to be signed by its Mayor, and its corporate seal to be imprinted hereon and attested by its City Clerk, and has caused this Bond to be dated as of the Bond Date specified above.

[SEAL]

(Manual or Facsimile Signature)
Mayor

ATTEST:

(Manual or Facsimile Signature)
City Clerk

CERTIFICATE OF AUTHENTICATION AND REGISTRATION

This Bond is one of the fully registered Bonds described in the within-mentioned Ordinance and has been duly registered in the name of the Registered Owner on the date set forth below. Attached hereto is the complete text of the opinion of Steptoe & Johnson PLLC, bond counsel, signed originals of which are on file with the Registrar, delivered and dated on the date of the original delivery of and payment for the Bonds.

Dated: _____, _____.

_____,
as Registrar

By _____
Its Authorized Officer

ASSIGNMENT

Social Security or Other Identifying Number of Assignee

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

Dated: _____, _____.

_____

SIGNATURE GUARANTEED:

_____
(Bank, Trust Company or Firm)

_____
(Authorized Officer)

NOTICE: The Assignor's signature to this Assignment must correspond with the name as it appears upon the face of the within Bond in every particular, without alteration or any change whatever.

EXHIBIT C

SERIES 2006 C BOND FORM

Unless this Bond is presented by an authorized representative of The Depository Trust Company, a New York corporation ("DTC"), to Issuer or its agent for registration of transfer, exchange, or payment, and any Bond issued is registered in the name of Cede & Co. or in such other name as is requested by an authorized representative of DTC (and any payment is made to Cede & Co. or to such other entity as is requested by an authorized representative of DTC), ANY TRANSFER, PLEDGE, OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL inasmuch as the registered owner hereof, Cede & Co., has an interest herein.

No. CR-_____ $_____

UNITED STATES OF AMERICA
STATE OF WEST VIRGINIA
THE CITY OF PARKERSBURG, WEST VIRGINIA
TAX-EXEMPT COMBINED WATERWORKS AND SEWERAGE SYSTEM
REFUNDING REVENUE BOND, SERIES 2006 C

INTEREST RATE	MATURITY DATE	BOND DATE	CUSIP NO.

REGISTERED OWNER: _____

PRINCIPAL AMOUNT: _____

KNOW ALL MEN BY THESE PRESENTS: That THE CITY OF PARKERSBURG, WEST VIRGINIA, a municipal corporation organized and existing under the laws of the State of West Virginia (the "Issuer"), for value received, hereby promises to pay, solely from the special funds provided therefor, as hereinafter set forth, to the Registered Owner specified above, or registered assigns (the "Registered Owner"), on the Maturity Date specified above, the Principal Amount specified above and solely from such special funds also to pay interest on said Principal Amount from the Interest Payment Date (as hereinafter defined) preceding the date of authentication hereof or, if authenticated after the Record Date (as hereinafter defined) but prior to the applicable Interest Payment Date or on said Interest Payment Date, from said Interest Payment Date or, if no interest has been paid, from the Bond Date specified above, or, if and to the extent that the Issuer shall default

in the payment of interest on any Interest Payment Date, then this Bond shall bear interest from the most recent Interest Payment Date to which interest has been paid or duly provided for, and in which case any Bond surrendered for transfer or exchange shall be dated as of the Interest Payment Date to which interest has been paid in full, at the Interest Rate per annum specified above, semiannually, on _____ 1 and _____ 1, in each year, beginning _____ 1, 20__ (each an "Interest Payment Date"), until maturity or until the date fixed for redemption if this Bond is called for prior redemption and payment on such date is provided for. Capitalized terms used and not defined herein shall have the meanings ascribed thereto in the hereinafter described Ordinance.

Interest accruing on this Bond on and prior to the Maturity Date hereof shall be payable by check or draft mailed by _____, _____, West Virginia, as paying agent (in such capacity, the "Paying Agent"), to the Registered Owner hereof as of the applicable Record Date (each _____ 15 and _____ 15) or, in the event of a default in the payment of Bonds, that special record date to be fixed by the hereinafter named Registrar by notice given to the Registered Owners not less than 10 days prior to said special record date at the address of such Registered Owner as it appears on the registration books of the Issuer maintained by _____, _____, West Virginia, as registrar (in such capacity, the "Registrar"), or, at the option of any Registered Owner of at least $500,000 in aggregate principal amount of Bonds, by wire transfer in immediately available funds to a domestic bank account specified in writing by the Registered Owner to the Paying Agent at least 5 days prior to such Record Date. Principal and premium, if any, shall be paid when due upon presentation and surrender of this Bond for payment at the principal corporate trust office of the Paying Agent, in _____, West Virginia.

This Bond is one of an issue of a series of bonds, in the aggregate principal amount of $_____ designated "The City of Parkersburg, West Virginia Tax-Exempt Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 2006 C" (the "Bonds"), of the Issuer, of like tenor and effect, except as to number, denomination, date of maturity and interest rate, dated June ____, 2006, the proceeds of which are to be used, together with other funds of the Issuer, to currently refund the Issuer's Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 1996 (the "Series 1996 Bonds"), which were issued to refinance the cost of acquisition and construction of certain improvements to the combined waterworks and sewerage system of the Issuer (the "System").

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 13, Article 2E and Chapter 8, Article 20 of the West Virginia Code of 1931, as amended (collectively, the "Act"), and an ordinance duly enacted by the council of the Issuer on December 13, 2005, as supplemented by a supplemental parameters resolution duly adopted by the Council on December 27, 2005 and the second supplemental resolution duly adopted by the Council of the Issuer on March 14, 2006 (hereinafter collectively referred to as the

"Ordinance"), and is subject to all the terms and conditions of the Ordinance. The Ordinance provides for the issuance of additional bonds under certain conditions, and such bonds would be entitled to be paid and secured equally and ratably from and by the funds and revenues and other security provided for the Bonds under the Ordinance. Reference is hereby made to the Ordinance, as the same may be amended and supplemented from time to time, for a description of the rights, limitations of rights, obligations, duties and immunities of the Issuer, the Registrar, the Paying Agent, the Registered Owners of the Bonds and the Registered Owners of any subsequently issued additional bonds. Executed counterparts or certified copies of the Ordinance are on file at the office of the City Clerk in The City of Parkersburg, West Virginia.

THIS BOND IS ISSUED ON A PARITY WITH RESPECT TO LIENS, PLEDGE AND SOURCE OF AND SECURITY FOR PAYMENT, AND IN ALL RESPECTS, WITH THE ISSUER'S OUTSTANDING (1) COMBINED WATERWORKS AND SEWERAGE SYSTEM REVENUE BONDS, SERIES 2003 A (WEST VIRGINIA INFRASTRUCTURE FUND), DATED MARCH 4, 2003, ISSUED IN THE ORIGINAL AGGREGATE PRINCIPAL AMOUNT OF $4,000,000 (THE "SERIES 2003 A BONDS"), (2) COMBINED WATERWORKS AND SEWERAGE SYSTEM REVENUE BONDS, SERIES 2003 B (WEST VIRGINIA WATER DEVELOPMENT AUTHORITY), DATED MARCH 4, 2003, ISSUED IN THE ORIGINAL AGGREGATE PRINCIPAL AMOUNT OF $3,250,000 (THE "SERIES 2003 B BONDS"), (3) COMBINED WATERWORKS AND SEWERAGE SYSTEM REVENUE BONDS, SERIES 2003 D (WEST VIRGINIA INFRASTRUCTURE FUND), DATED AUGUST 4, 2003, ISSUED IN THE ORIGINAL AGGREGATE PRINCIPAL AMOUNT OF $926,000 (THE "SERIES 2003 D BONDS"), (4) COMBINED WATERWORKS AND SEWERAGE SYSTEM REVENUE BONDS, SERIES 2003 E (WEST VIRGINIA SRF PROGRAM), DATED AUGUST 4, 2003, ISSUED IN THE ORIGINAL AGGREGATE PRINCIPAL AMOUNT OF $4,326,705 (THE "SERIES 2003 E BONDS"), AND (5) COMBINED WATERWORKS AND SEWERAGE SYSTEM REVENUE BONDS, SERIES 2005 A, DATED AUGUST 1, 2005, ISSUED IN THE ORIGINAL AGGREGATE PRINCIPAL AMOUNT OF $34,950,000 (THE "SERIES 2005 A BONDS") (COLLECTIVELY, THE "PRIOR BONDS").

The Bonds of this issue are subject to redemption prior to their stated maturity dates, as provided in the Ordinance and as set forth in the following lettered paragraphs:

(A) Optional Redemption. The Bonds are not subject to optional redemption prior to _____. At the option of the Issuer, the Bonds will be subject to redemption prior to maturity on and after _____, _____, as a whole at any time and in part on any Interest Payment Date, in inverse order of maturity and by random selection within maturities if less than all of any maturity, at a redemption price (expressed as a percentage of the principal amount) set forth below, plus interest accrued to the date fixed for redemption:

Period During Which Redeemed (Dates Inclusive)	Redemption Price

(B) Mandatory Sinking Fund Redemption. The Bonds maturing on _____, are subject to mandatory sinking fund redemption prior to maturing on _____ of the years and in the principal amounts set forth below, at the redemption price of 100% of the principal amount of each Bond so called for redemption plus interest accrued to the date fixed for redemption:

Bonds Maturing _____

Year ( )	Principal Amount

Bonds Maturing _____

Year ( )	Principal Amount

Bonds Maturing _____

Year ( )	Principal Amount

Bonds Maturing _____

Year ( )	Principal Amount

Bonds Maturing _____

Year ( )	Principal Amount

* Final Maturity

In the event of any redemption of less than all outstanding Bonds, Bonds shall be selected for redemption by lot or in such other manner deemed appropriate by the Paying Agent. If less than all the Bonds are to be redeemed, the Bonds to be redeemed shall be identified by reference to the Series designation, date of issue, CUSIP numbers and Maturity Dates.

Notice of any redemption of this Bond, unless waived, shall be given by the Registrar on behalf of the Issuer by mailing an official redemption notice by first class mail not less than 30 days nor more than 60 days prior to the date fixed for redemption to the Registered Owner of the Bond or Bonds to be redeemed at the address shown on the Bond Register or at such other address as is furnished in writing by such Registered Owner to the Registrar. Notice of redemption having been given as aforesaid, the Bonds or portions of Bonds so to be redeemed shall, on the Redemption Date, become due and payable at the redemption price therein specified, and from and after such date (unless the Issuer shall default in the payment of the redemption price) such Bonds or portions of Bonds shall cease to bear interest.

Failure to receive such notice or any defect therein or in the mailing thereof shall not affect the validity of proceedings for the redemption of this Bond.

The Bonds and the interest thereon are payable only from and are secured by (i) the Gross Revenues (as defined in the Ordinance) to be derived from the System, (ii) all monies in the Series 2006 C Bonds Sinking Fund and the Series 2006 C Bonds Reserve Account established under the Ordinance and (iii) the unexpended proceeds of the Bonds. Such Gross Revenues shall be sufficient to pay the principal of and interest on all bonds which may be issued pursuant to the Act and shall be set aside as a special fund hereby pledged for such purpose and to make the other payments required by the Ordinance. This Bond does not constitute an indebtedness of the Issuer within any constitutional or statutory provision or limitation, nor shall the Issuer be obligated to pay the same or the interest hereon except from said special fund provided from the Gross Revenues, the monies in the Series 2006 C Bonds Sinking Fund and the Series 2006 C Bonds Reserve Account and unexpended proceeds of the Bonds. Under the Ordinance, the Issuer has covenanted and agreed to fix, establish and collect just and equitable rates or charges for the use of the services and facilities of the System and to revise the same from time to time as will always be sufficient to pay all Operating Expenses of the System and to leave a balance each year equal to at least 120% of the maximum amount payable in any year for principal of and interest on the Bonds and all other obligations secured by a lien on or payable from such revenues prior to or on a parity with the Bonds. The Issuer has entered into certain further covenants with the Registered Owners of the Bonds, for the terms of which reference is made to the Ordinance. Remedies provided the Registered Owners of the Bonds are exclusively as provided in the Ordinance, to which reference is here made for a detailed description thereof.

All monies received from the sale of the Bonds except for accrued interest, if any, thereon, shall be applied solely to refund the Series 1996 Bonds and there shall be, and hereby is, created and granted a lien upon such monies, until so applied, in favor of the Registered Owners of the Bonds.

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

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 be transferred only upon the surrender hereof at the office of the Registrar and otherwise as provided by the Ordinance.

This Bond is, under the Act, exempt from all taxation by the State of West Virginia, or any county, municipality, political subdivision or agency thereof, except inheritance, estate and transfer taxes.

This Bond shall not be entitled to any benefit under the Ordinance, or become valid or obligatory for any purpose, until the certificate of authentication and registration hereon shall have been signed by the Registrar.

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

IN WITNESS WHEREOF, THE CITY OF PARKERSBURG has caused this Bond to be signed by its Mayor, and its corporate seal to be imprinted hereon and attested by its City Clerk, and has caused this Bond to be dated as of the Bond Date specified above.

[SEAL]

(Manual or Facsimile Signature)
Mayor

ATTEST:

(Manual or Facsimile Signature)
City Clerk

CERTIFICATE OF AUTHENTICATION AND REGISTRATION

This Bond is one of the fully registered Bonds described in the within-mentioned Ordinance and has been duly registered in the name of the Registered Owner on the date set forth below. Attached hereto is the complete text of the opinion of Steptoe & Johnson PLLC, bond counsel, signed originals of which are on file with the Registrar, delivered and dated on the date of the original delivery of and payment for the Bonds.

Dated: _____, _____.

_____,
as Registrar

By _____
Its Authorized Officer

ASSIGNMENT

Social Security or Other Identifying Number of Assignee

_____

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

Dated: _____, _____.

_____

SIGNATURE GUARANTEED:

_____
(Bank, Trust Company or Firm)

_____
(Authorized Officer)

NOTICE: The Assignor's signature to this Assignment must correspond with the name as it appears upon the face of the within Bond in every particular, without alteration or any change whatever.

11/01/05
686870.00017

THE CITY OF PARKERSBURG
(WEST VIRGINIA)
Taxable Combined Waterworks and Sewerage System
Refunding Revenue Bonds, Series 2005 B,
Taxable Combined Waterworks and Sewerage System
Refunding Revenue Bonds, Series 2005 C, and
Tax-Exempt Combined Waterworks and Sewerage System
Refunding Revenue Bonds, Series 2006 A

SUPPLEMENTAL PARAMETERS RESOLUTION

RESOLUTION OF THE COUNCIL OF THE CITY OF PARKERSBURG AUTHORIZING AND APPROVING CERTAIN PARAMETERS RELATING TO THE ISSUANCE OF THE TAXABLE COMBINED WATERWORKS AND SEWERAGE SYSTEM REFUNDING REVENUE BONDS, SERIES 2005 B, TAXABLE COMBINED WATERWORKS AND SEWERAGE SYSTEM REFUNDING REVENUE BONDS, SERIES 2005 C AND TAX-EXEMPT COMBINED WATERWORKS AND SEWERAGE SYSTEM REFUNDING REVENUE BONDS, SERIES 2006 A, AND TERMS OF SUCH BONDS; AUTHORIZING CERTAIN DOCUMENTS RELATING TO THE BONDS; APPROVING A CONFORMED ORDINANCE; AND MAKING OTHER PROVISIONS AS TO THE BONDS.

WHEREAS, The City of Parkersburg (the "City"), in the County of Wood, State of West Virginia, is a municipal corporation of said State, the governing body of which is this Council;

WHEREAS, under the provisions of Chapter 13, Article 2E and Chapter 8, Article 20, of the West Virginia Code of 1931, as amended (collectively, the "Act"), the Issuer is authorized and empowered to issue refunding revenue bonds to refund, pay or discharge all or any part of the outstanding Series 1996 Bonds;

WHEREAS, the Issuer is advised that current market conditions are such that interest savings would be realized from the refunding of the Series 1996 Bonds;

WHEREAS, the City Council duly enacted an Ordinance on December 13, 2005, entitled:

AN ORDINANCE AUTHORIZING THE REFUNDING OF THE ISSUER'S OUTSTANDING COMBINED WATERWORKS AND SEWERAGE SYSTEM REFUNDING REVENUE BONDS, SERIES 1996; THE ISSUANCE OF TAXABLE COMBINED WATERWORKS AND SEWERAGE SYSTEM REFUNDING REVENUE BONDS, SERIES 2005 B, OF THE CITY IN THE AGGREGATE PRINCIPAL AMOUNT OF NOT MORE THAN $20,000,000,

TAXABLE COMBINED WATERWORKS AND SEWERAGE SYSTEM REFUNDING REVENUE BONDS, SERIES 2005 C, OF THE CITY IN THE AGGREGATE PRINCIPAL AMOUNT OF NOT MORE THAN $1,000,000 AND TAX-EXEMPT COMBINED WATERWORKS AND SEWERAGE SYSTEM REFUNDING REVENUE BONDS, SERIES 2006 A, OF THE CITY IN THE AGGREGATE PRINCIPAL AMOUNT OF NOT MORE THAN $20,000,000, THE PROCEEDS OF WHICH, TOGETHER WITH OTHER FUNDS OF THE CITY, SHALL BE EXPENDED FOR SUCH REFUNDING AND TO PAY COSTS IN CONNECTION THEREWITH; PROVIDING FOR THE RIGHTS AND REMEDIES OF, AND THE SECURITY FOR, THE REGISTERED OWNERS OF SUCH BONDS; AUTHORIZING THE EXECUTION AND DELIVERY OF A BOND PURCHASE AGREEMENT, AN ESCROW AGREEMENT, A CONTINUING DISCLOSURE AGREEMENT AND OTHER DOCUMENTS; AUTHORIZING THE SALE AND PROVIDING FOR THE TERMS AND PROVISIONS OF SUCH BONDS AND PROVISIONS FOR BOND INSURANCE; AND ENACTING OTHER PROVISIONS WITH RESPECT TO SUCH BONDS.

WHEREAS, such Ordinance provides that the Issuer has determined and hereby determines that it would be to the benefit of the Issuer and its residents and customers to provide for the refunding of the Series 1996 Bonds on their first permitted Redemption Date, being September 1, 2006, in the manner set forth herein through the issuance of its taxable bonds to be designated "The City of Parkersburg, West Virginia, Taxable Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 2005 B" (the "Series 2005 B Bonds"), in the maximum aggregate principal amount of not more than $20,000,000, to issue a second series of taxable bonds to be designated "The City of Parkersburg, West Virginia, Taxable Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 2005 C (the "Series 2005 C Bonds") in the maximum aggregate principal amount of $1,000,000 and, subject to the satisfaction of certain conditions, to issue a subsequent series of tax-exempt bonds to be designated "The City of Parkersburg, West Virginia, Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 2006 A" (the "Series 2006 A Bonds" and, collectively with the Series 2005 B Bonds and the Series 2005 C Bonds, the "Refunding Bonds"), in the maximum aggregate principal amount of not more than $20,000,000, to provide for the current refunding of the Series 1996 Bonds on September 1, 2006; and

WHEREAS, the Ordinance further provided that the exact principal amount of the Refunding Bonds to be sold and the dates, maturities, interest rates, redemption provisions, price and other terms of the Refunding Bonds should be established, that a Bond Insurer, Registrar, Paying Agent and Depository Bank be designated, that a Registrar's Agreement

be approved, that additional covenants and provisions relating to the Refunding Bonds be provided herein, and as may be required by any Bond Insurer as a condition to insuring such Refunding Bonds and that other matters pertaining to the Refunding Bonds be provided for by a supplemental resolution of the City Council;

WHEREAS, the Refunding Bonds are proposed to be purchased by Crews & Associates, Inc. and Ferris, Baker Watts, Incorporated (collectively, the "Underwriters"), pursuant to a bond purchase agreement for the Refunding Bonds between the Underwriters and the City (the "Bond Purchase Agreement");

WHEREAS, the Issuer wishes to revise the Ordinance and approve a conformed Bond Ordinance (the "Ordinance") in the form attached hereto; and

WHEREAS, capitalized terms used herein and not otherwise defined herein shall have the meanings set forth in the Ordinance; and

WHEREAS, this Council deems it essential and desirable that this Resolution be adopted and that the forms of the Bond Purchase Agreement, the Continuing Disclosure Agreement, the Commitment for Municipal Bond Insurance for the Refunding Bonds, the Escrow Agreement, the Registrar Agreement hereinafter provided for be entered into by the City, that the Official Statement relating to the Series 2005 B Bonds, hereinafter described, be approved, that certain parameters for the prices, the maturity dates and amounts, and the interest rates of the Series 2005 B Bonds be fixed herein, and that other matters relating to the Series 2005 B Bonds be herein provided for, all in accordance with the Ordinance.

NOW, THEREFORE, BE IT RESOLVED AND ORDERED BY THE COUNCIL OF THE CITY OF PARKERSBURG, AS FOLLOWS:

Section 1. For the purposes of (i) paying the entire outstanding principal balance of and all accrued interest on the Issuer's Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 1996, (ii) funding a debt service reserve account for the Series 2006 A Bonds, and (iii) paying costs of issuance of the Refunding Bonds and related costs, the Council of the City hereby authorizes and orders the issuance of the Series 2005 B Bonds in an aggregate principal amount not to exceed $20,000,000, the Series 2005 C Bonds in an aggregate principal amount not to exceed $1,000,000 and the Series 2006 A Bonds in an aggregate principal amount not to exceed $20,000,000. The Series 2005 B Bonds shall be designated "The City of Parkersburg (West Virginia) Taxable Combined Waterworks and Sewerage Refunding Revenue Bonds, Series 2005 B," and may be issued at such time as the Mayor shall determine. The Series 2005 C Bonds shall be

designated "The City of Parkersburg (West Virginia) Taxable Combined Waterworks and Sewerage Refunding Revenue Bonds, Series 2005 C," and may be issued at such time as the Mayor shall determine. The Series 2006 A Bonds shall be designated "The City of Parkersburg (West Virginia) Taxable Combined Waterworks and Sewerage Refunding Revenue Bonds, Series 2005 A," and may be issued at such time as the Mayor shall determine.

Section 2. A. The Series 2005 B shall be sold to the Underwriters, in the original aggregate principal amount of not to exceed $20,000,000; shall be issued in fully registered form without coupons, in the denominations of $5,000 or integral multiples thereof for any period of maturity; shall be numbered from BR-1 consecutively upward in order of maturity; shall be dated such date, upon original issuance; shall bear interest at rates not to exceed 6.0% per annum, payable semiannually; shall mature in such principal amounts on such dates (with final maturity no later than December 31, 2020); shall be subject to such redemption provisions as shall subsequently be approved by the Mayor; and shall be substantially in the form set forth in the Ordinance. The Series 2005 B Bonds shall be signed by and on behalf of the City by its Mayor and be countersigned by its City Clerk, which signatures may be either manual or facsimile signatures, and the seal of the City or a facsimile thereof shall be affixed to or imprinted thereon, provided that the authentication of the Series 2005 B Bonds shall be manually signed by the Registrar.

B. The Series 2005 C Bonds shall be sold to the Underwriters, in the original aggregate principal amount of not to exceed $1,000,000; shall be issued in fully registered form without coupons, in the denominations of $5,000 or integral multiples thereof for any period of maturity; shall be numbered from CR-1 consecutively upward in order of maturity; shall be dated such date, upon original issuance; shall bear interest at rates not to exceed 6.0% per annum, payable semiannually; shall mature in such principal amounts on such dates (with final maturity no later than December 31, 2020); shall be subject to such redemption provisions as shall subsequently be approved by the Mayor; and shall be substantially in the form set forth in the Ordinance. The Series 2005 C Bonds shall be signed by and on behalf of the City by its Mayor and be countersigned by its City Clerk, which signatures may be either manual or facsimile signatures, and the seal of the City or a facsimile thereof shall be affixed to or imprinted thereon, provided that the authentication of the Series 2005 C Bonds shall be manually signed by the Registrar.

C. The Series 2006 A Bonds shall be sold to the Underwriters, in the original aggregate principal amount of not to exceed $20,000,000; shall be issued in fully registered form without coupons, in the denominations of $5,000 or integral multiples thereof for any period of maturity; shall be numbered from AR-1 consecutively upward in order of maturity; shall be dated such date, upon original issuance; shall bear interest at rates not to exceed 7.0% per annum, payable semiannually; shall mature in such principal amounts on such dates (with final maturity no later than December 31, 2020); shall be subject to such redemption provisions as shall subsequently be approved by the Mayor; and shall be substantially in the form set forth in the Ordinance. The Series 2006 A Bonds shall be signed by and on behalf

of the City by its Mayor and be countersigned by its City Clerk, which signatures may be either manual or facsimile signatures, and the seal of the City or a facsimile thereof shall be affixed to or imprinted thereon, provided that the authentication of the Series 2006 A Bonds shall be manually signed by the Registrar.

Section 3. The Refunding Bonds shall be registered to the Depository Trust Company ("DTC") upon issuance thereof.

Section 4. The Mayor shall have the authority to approve the pricing and other final terms of the Refunding Bonds, including the determination of when and whether to issue the Refunding Bonds and to execute the Bond Purchase Agreement without further Council action or approval.

Section 5. The Issuer hereby approves the Conformed Bond Ordinance attached hereto as Exhibit A.

Section 6. The Bond Purchase Agreement by and between the Underwriters and the Issuer, substantially in the form submitted to this meeting, and the execution and delivery (in multiple counterparts) by the Mayor thereof shall be and the same are hereby authorized, approved, and directed. The Mayor shall execute and deliver the Bond Purchase Agreement with such changes, insertions and omissions as may be approved by the Mayor. The execution of the Bond Purchase Agreement by the Mayor shall be conclusive evidence of any approval required by this Section, and authorization of any action required by the Bond Purchase Agreement relating to the issuance and sale of the Refunding Bonds, including the payment of all necessary fees and expenses in connection therewith.

Section 7. The Continuing Disclosure Agreement by and between the City and the Underwriters, to be dated as of the date of delivery of the Refunding Bonds, substantially in the form submitted to this meeting, shall be and the same is hereby approved. The Mayor shall execute and deliver the Continuing Disclosure Agreement with such changes, insertions and omissions as may be approved by the Mayor. The execution of the Continuing Disclosure Agreement shall be conclusive evidence of any approval required by this Section.

Section 8. The Registrar Agreement by and between the Issuer and the Registrar designated herein, to be dated as of the date of delivery of the Refunding Bonds, substantially in the form submitted to this meeting, shall be and the same is hereby approved. The Mayor shall execute and deliver the Registrar Agreement with such changes, insertions and omissions as may be approved by the Mayor. The execution of the Registrar Agreement by the Mayor shall be conclusive evidence of any approval required by this Section.

Section 9. The distribution by the Underwriters of a Preliminary Official Statement (which is a "deemed final" official statement in accordance with SEC Rule 15c2-12), substantially in the form submitted to this meeting is hereby ratified and approved. The certificate of the Issuer relating to compliance with SEC Rule 15c2-12 and the execution and

delivery thereof by the Mayor is hereby approved. The Official Statement to be substantially in the form of the Preliminary Official Statement, (with such changes, insertions and omissions as may be necessary or advisable in the opinion of the Mayor) and the distribution of counterparts or copies thereof by the Underwriter are hereby approved. The Mayor shall execute and deliver the Official Statement with such changes, insertions and omissions as may be approved. The execution of the Official Statement by the Mayor shall be conclusive evidence of any approval required by this Section.

Section 10. The firms of Crews & Associates, Inc., Charleston, West Virginia, and Ferris, Baker Watts, Incorporated, Charleston, West Virginia are hereby engaged for the purpose of serving as Underwriters with respect to the Refunding Bonds.

Section 11. The City does hereby determine that the Municipal Bond Insurance Policy offered by the Bond Insurer for the Refunding Bonds will result in an interest cost savings for the Issuer in excess of the premium to be paid by the Issuer for such Municipal Bond Insurance Policy, and accordingly accepts the Commitment for Municipal Bond Insurance (the "Commitment") of Financial Guaranty Insurance Company for the Refunding Bonds. The Mayor is hereby authorized and directed to execute the approval of the Commitment and deliver the same to the Bond Insurer. Execution by the Mayor of the Commitment shall be conclusive evidence of any approval required by this Section. The City hereby consents to any all changes necessary in the Ordinance and in this Supplemental Resolution to comply with the terms of the Commitment.

Section 12. The Issuer does hereby appoint and designate the West Virginia Municipal Bond Commission for the purpose of serving in the capacity of Paying Agent and Escrow Agent. The Issuer does hereby appoint and designate United Bank, Inc., Charleston, West Virginia, for the purpose of serving in the capacity of Registrar and United Bank, Inc., Parkersburg, West Virginia, as Depository Bank.

Section 13. The firm of Steptoe & Johnson PLLC, Charleston, West Virginia, is hereby engaged for the purpose of serving as Bond Counsel with respect to the Series 2005 B Bonds.

Section 14. The notice addresses for the Registrar, Paying Agent, Depository Bank, the Bond Insurer and the Fiscal Agent of the Bond Insurer shall be as follows:

REGISTRAR

United Bank, Inc.
500 Virginia Street, East
Charleston, West Virginia 25301
Attention: Corporate Trust Department

DEPOSITORY BANK

United Bank, Inc.
514 Market Street
Parkersburg, West Virginia 26101-5144

PAYING AGENT AND ESCROW AGENT

West Virginia Municipal Bond Commission
Suite 500
8 Capitol Street
Charleston, West Virginia 25301
Attention: Executive Director

BOND INSURER

Financial Guaranty Insurance Company
125 Park Avenue
New York, New York 10017
Attention: Risk Management

FISCAL AGENT

U. S. Bank Trust National Association
100 Wall Street
19th Floor
New York, New York 10005
Attention: Corporate Trust Department

Section 15. The proceeds of the Series 2005 B Bonds in an amount sufficient to pay the outstanding principal of, interest on and redemption premium for the Series 1996 shall be wired directly to the West Virginia Municipal Bond Commission on the Closing Date to accomplish the payment of the entire outstanding principal balance of and all accrued interest on the Series 1996 Bonds.

Section 16. Proceeds of the Series 2005 B Bonds shall be applied as set forth herein. The proceeds of the Series 2005 B Bonds representing accrued interest shall be deposited in the Series 2005 B Bonds Sinking Fund held by the Commission.

Section 17. The Council hereby covenants and agrees that it will not permit at any time or times any of the proceeds of the Series 2006 A Bonds or any other funds of the Council to be used directly or indirectly to acquire any securities or obligations, the acquisition of which would cause any of the Series 2006 A Bonds or Prior Bonds to be an "arbitrage bond" as defined in Section 148 of the Code, and the regulations promulgated pursuant thereto. The Mayor of the City is authorized and directed to execute and deliver such further instruments or agreements as shall be required to provide further assurances of the City's compliance with this covenant.

Section 18. Under the provisions of the Act, and as provided in the Ordinance and the Refunding Bonds and the interest thereon do not constitute indebtedness of the Issuer within the meaning of any constitutional or statutory provisions or limitations, but shall be payable solely from the Gross Revenues derived from the operation of the System of the Issuer and the respective Reserve Accounts established by the Ordinance, and neither the credit nor the taxing power of the Issuer is pledged for, and no tax shall ever be levied for, payment of the Refunding Bonds and the interest thereon.

Section 19. The Mayor, the City Clerk and all other appropriate officers and employees of the City are hereby authorized and directed to execute and deliver such other documents and certificates required or desirable in connection with the issuance of the Refunding Bonds to the end that the Refunding Bonds may be delivered at the earliest practicable date to the Underwriters.

Section 20. The Mayor, the City Clerk, and all other appropriate officers and employees of the City are hereby authorized, empowered and directed to do any and all things proper and necessary to cause the Refunding Bonds to be duly and properly issued by the City and delivered to the Underwriters as herein authorized and to otherwise facilitate the transaction contemplated by this Resolution, and no further authority shall be necessary to authorize any such officers or employees to give such further assurance and do such further acts as may be legally required, provided that the Council must subsequently approve the final terms of sale of the Refunding Bonds to the Underwriters.

Section 21. This Resolution shall take effect immediately upon its adoption.

[Remainder of Page Intentionally Left Blank]

Adopted this 27th day of December, 2005.

THE CITY OF PARKERSBURG

[SEAL]

By: _____
Mayor

ATTEST:

Its: Connie Shaffer
City Clerk

CERTIFICATION

Certified a true, correct and complete copy of a Supplemental Resolution duly adopted and entered of record by the Council of The City of Parkersburg at a regular meeting of the Council held at 7:30 p.m., on December 27, 2005, pursuant to proper notice, at which meeting a quorum was present and acting throughout.

Dated this 23rd day of March, 2006.

[SEAL]

Connie Shaffer
City Clerk

12.27.05
686870.00017

EXHIBIT A

CONFIRMED BOND ORDINANCE

(SEE TAB NO.1)

THE CITY OF PARKERSBURG (WEST VIRGINIA)
Taxable Sewer Refunding Revenue Bonds, Series 2006 A,
Taxable Sewer Refunding Revenue Bonds, Series 2006 B
And
When, As and If Issued,
Sewer Refunding Revenue Bonds, Series 2006 C

CERTIFICATE OF DETERMINATIONS OF THE
MAYOR OF THE CITY OF PARKERSBURG

I, ROBERT D. NEWELL, Mayor of the City of Parkersburg, hereby certify as follows:

1. Based upon the provisions and authorization set forth in the Supplemental Parameters Resolution of the City of Parkersburg (the "City") adopted December 13, 2005 (the "Resolution"), I have determined and authorized:

(i) the Series 2006 A Bonds shall be issued in the aggregate principal amount of $17,070,000, shall be dated March 1, 2006, shall be in fully registered form, in the denominations of $5,000 or any whole multiple thereof, shall mature on September 1 of the years, shall bear interest payable semi-annually on March 1 and September 1 in each year, commencing September 1, 2007, at such rates, shall finally mature on September 1, 2020, shall be subject to such redemption provisions and shall have such other terms, all as are set forth in EXHIBIT A - BOND TERMS attached hereto and incorporated by reference herein.

(ii) the Series 2006 B Bonds shall be issued in the aggregate principal amount of $355,000, shall be dated March 1, 2006, shall be in fully registered form, in the denominations of $5,000 or any whole multiple thereof, shall mature on September 1 of the years, shall bear interest payable semi-annually on March 1 and September 1 in each year, commencing September 1, 2007, at such rates, shall finally mature on September 1, 2007, shall be subject to such redemption provisions and shall have such other terms, all as are set forth in EXHIBIT A - BOND TERMS attached hereto and incorporated by reference herein.

(iii) the Series 2006 C Bonds shall be issued in the aggregate principal amount of $17,425,000, shall be dated June 15, 2006, shall be in fully registered form, in the denominations of $5,000 or any whole multiple thereof, shall mature on September 1 of the years, shall bear interest payable semi-annually on March 1 and September 1 in each year, commencing September 1, 2007, at such rates, shall finally mature on September 1, 2020, shall be subject to such redemption provisions and shall have such other terms, all as are set forth in EXHIBIT A - BOND TERMS attached hereto and incorporated by reference herein.

2. Pursuant to the Resolution, the Bonds shall be sold to Crews & Associates, Inc. and Ferris, Baker Watts, Incorporated (collectively, the "Underwriters") pursuant to the terms and provisions of the Contract of Purchase, dated as of March 3, 2006 by and between the City and the Underwriters. The purchase price for the Series 2006 A Bonds shall be $17,038,622.08 (which shall be equal to the par amount of the Bonds of $17,070,000.00, plus a Net Premium of $121,185.50, plus Accrued Interest of $52,276.58, less Underwriter's Discount of $204,840.00.) The purchase price for the Series 2006 B Bonds shall be $351,824.72 (which shall be equal to the par amount of the Bonds of $355,000.00, plus Accrued Interest of $1,084.72, less Underwriter's Discount of $4,260.00).

3. I have further determined that the distribution of the Official Statement (which is a "deemed final" official statement in accordance with SEC Rule 15c2-12) is hereby ratified and approved.

4. I have further determined that the City Clerk and other officers of the City are hereby authorized and directed to take all further actions necessary to cause the Bonds to be issued and delivered on a timely basis to the purchasers thereof.

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IN WITNESS WHEREOF, I have hereunto set my hand as of this 3rd day of March, 2006.

Mayor, The City of Parkersburg

CH812123.1

EXHIBIT A - BOND TERMS

MATURITY SCHEDULE

SERIES 2006 A BOND TERMS

Bond No.	CUSIP	Maturity Date	Principal Amount	Interest Rate	Price
AR-1	701352BV7	September 1, 2007	$ 305,000.00	5.000%	100.000%
AR-2	701352BW5	September 1, 2008	$1,000,000.00	5.000	99.911
AR-3	701352BX3	September 1, 2009	$1,040,000.00	5.000	100.000
AR-4	701352BY1	September 1, 2010	$1,080,000.00	5.000	100.000
AR-5	701352BZ8	September 1, 2011	$1,120,000.00	5.000	100.000
AR-6	701352CA2	September 1, 2012	$1,160,000.00	5.000	100.000
AR-7	701352CB0	September 1, 2013	$1,205,000.00	5.250	106.527
AR-8	701352CC8	September 1, 2014	$1,265,000.00	5.250	106.934
AR-9	701352CD6	September 1, 2015	$1,330,000.00	5.250	107.237
AR-10	701352CE4	September 1, 2016	$1,395,000.00	4.900	99.002
AR-11	701352CF1	September 1, 2017	$1,455,000.00	4.900	98.221
AR-12	701352CG9	September 1, 2018	$1,510,000.00	4.900	97.725
AR-13	701352CH7	September 1, 2019	$1,570,000.00	4.900	98.192
AR-14	701352CJ3	September 1, 2020	$1,635,000.00	4.900	97.676

SERIES 2006 B BOND TERMS

Bond No.	CUSIP	Maturity Date	Principal Amount	Interest Rate	Price
BR-1	701352CK0	September 1, 2007	$355,000.00	5.000%	100.000%

SERIES 2006 C BOND TERMS

Bond No.	CUSIP	Maturity Date	Principal Amount	Interest Rate	Price
CR-1	701352CL8	September 1, 2007	$ 660,000.00	3.700%	100.000%
CR-2	701352CM6	September 1, 2008	$1,000,000.00	3.700	99.911
CR-3	701352CN4	September 1, 2009	$1,040,000.00	3.750	100.000
CR-4	701352CP9	September 1, 2010	$1,080,000.00	3.800	100.000
CR-5	701352CQ7	September 1, 2011	$1,120,000.00	3.850	100.000
CR-6	701352CR5	September 1, 2012	$1,160,000.00	3.900	100.000
CR-7	701352CS3	September 1, 2013	$1,205,000.00	5.000	106.527
CR-8	701352CT1	September 1, 2014	$1,265,000.00	5.000	106.934
CR-9	701352CU8	September 1, 2015	$1,330,000.00	5.000	107.237
CR-10	701352CV6	September 1, 2016	$1,395,000.00	4.000	99.002
CR-11	701352CW4	September 1, 2017	$1,455,000.00	4.000	98.221
CR-12	701352CX2	September 1, 2018	$1,510,000.00	4.000	97.725
CR-13	701352CY0	September 1, 2019	$1,570,000.00	4.100	98.192
CR-14	701352CZ7	September 1, 2020	$1,635,000.00	4.100	97.676

The Series 2006 A Bonds are not subject to optional redemption, but are subject to mandatory redemption, all as set forth in the Ordinance.

If the Series 2006 C Bonds are not issued, then the Series 2006 B Bonds shall be subject to optional redemption after June 15, 2006, all as set forth in the Ordinance.

The Series 2006 C Bonds shall be subject to optional redemption on or after September 1, 2015, at par.

THE CITY OF PARKERSBURG
(WEST VIRGINIA)

Taxable Combined Waterworks and Sewerage System
Refunding Revenue Bonds, Series 2006 A,
Taxable Combined Waterworks and Sewerage System
Refunding Revenue Bonds, Series 2006 B, and
Tax-Exempt Combined Waterworks and Sewerage System
Refunding Revenue Bonds, Series 2006 C

SECOND SUPPLEMENTAL RESOLUTION

RESOLUTION OF THE COUNCIL OF THE CITY OF PARKERSBURG AUTHORIZING AND APPROVING THE SERIES REDESIGNATION OF THE BONDS; APPROVING A REVISED COMMITMENT FOR MUNICIPAL BOND INSURANCE FOR THE SERIES 2006 C BONDS; IMPLEMENTING PROVISIONS REQUIRED AS A CONDITION TO OBTAINING A MUNICIPAL BOND INSURANCE POLICY INSURING THE SERIES 2006 C BONDS FROM FGIC; APPROVING A CONFORMED ORDINANCE; CHANGING THE ESCROW AGENT; AND MAKING OTHER PROVISIONS AS TO THE BONDS.

WHEREAS, the City of Parkersburg (the "Issuer"), in the County of Wood, State of West Virginia, is a municipal corporation of said State, the governing body of which is this Council;

WHEREAS, the City Council duly enacted an Ordinance on December 13, 2005, entitled:

AN ORDINANCE AUTHORIZING THE REFUNDING OF THE ISSUER'S OUTSTANDING COMBINED WATERWORKS AND SEWERAGE SYSTEM REFUNDING REVENUE BONDS, SERIES 1996; THE ISSUANCE OF TAXABLE COMBINED WATERWORKS AND SEWERAGE SYSTEM REFUNDING REVENUE BONDS, SERIES 2005 B, OF THE CITY IN THE AGGREGATE PRINCIPAL AMOUNT OF NOT MORE THAN $20,000,000, TAXABLE COMBINED WATERWORKS AND SEWERAGE SYSTEM REFUNDING REVENUE BONDS, SERIES 2005 C, OF THE CITY IN THE AGGREGATE PRINCIPAL AMOUNT OF NOT MORE THAN $1,000,000 AND TAX-EXEMPT COMBINED WATERWORKS AND SEWERAGE SYSTEM REFUNDING REVENUE BONDS, SERIES 2006 A, OF THE CITY IN THE AGGREGATE PRINCIPAL AMOUNT OF NOT MORE THAN $20,000,000, THE PROCEEDS OF WHICH, TOGETHER WITH OTHER FUNDS OF THE CITY, SHALL BE EXPENDED FOR SUCH REFUNDING AND TO PAY COSTS IN CONNECTION THEREWITH; PROVIDING FOR THE RIGHTS AND

REMEDIES OF, AND THE SECURITY FOR, THE REGISTERED OWNERS OF SUCH BONDS; AUTHORIZING THE EXECUTION AND DELIVERY OF A BOND PURCHASE AGREEMENT, AN ESCROW AGREEMENT, A CONTINUING DISCLOSURE AGREEMENT AND OTHER DOCUMENTS; AUTHORIZING THE SALE AND PROVIDING FOR THE TERMS AND PROVISIONS OF SUCH BONDS AND PROVISIONS FOR BOND INSURANCE; AND ENACTING OTHER PROVISIONS WITH RESPECT TO SUCH BONDS.

WHEREAS, the City Council duly enacted a Supplemental Resolution on December 27, 2005, entitled:

RESOLUTION OF THE COUNCIL OF THE CITY OF PARKERSBURG AUTHORIZING AND APPROVING CERTAIN PARAMETERS RELATING TO THE ISSUANCE OF THE TAXABLE COMBINED WATERWORKS AND SEWERAGE SYSTEM REFUNDING REVENUE BONDS, SERIES 2005 B, TAXABLE COMBINED WATERWORKS AND SEWERAGE SYSTEM REFUNDING REVENUE BONDS, SERIES 2005 C AND TAX-EXEMPT COMBINED WATERWORKS AND SEWERAGE SYSTEM REFUNDING REVENUE BONDS, SERIES 2006 A, AND TERMS OF SUCH BONDS; AUTHORIZING CERTAIN DOCUMENTS RELATING TO THE BONDS; APPROVING A CONFORMED ORDINANCE; AND MAKING OTHER PROVISIONS AS TO THE BONDS.

WHEREAS, the Issuer has obtained a commitment for Municipal Bond Insurance for the Series 2006 C Bonds from FGIC (the "Bond Insurer") and has determined that it is advantageous for the Issuer to obtain such Municipal Bond Insurance Policy and provide herein for certain matters required by the Bond Insurer as a condition to issuing such Municipal Bond Insurance Policy for the Series 2006 C Bonds;

WHEREAS, capitalized terms used herein and not otherwise defined shall have the meanings set forth in the Ordinance; and

WHEREAS, the Governing Body deems it essential and desirable that this supplemental resolution (the "Supplemental Resolution") be adopted, that the Bonds be redesignated, the Commitment for Municipal Bond Insurance be approved, approving changes to the Bond Ordinance regarding the Bond Insurance Policy, approving a conformed Ordinance, and that other matters relating to the Bonds be herein provided for, all in accordance with said Ordinance;

NOW, THEREFORE, BE IT RESOLVED BY THE GOVERNING BODY OF CITY OF PARKERSBURG:

Section 1. The Issuer does hereby authorize the redesignation of the Taxable Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 2005 B to the Taxable Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 2006 A, the redesignation

of the Taxable Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 2005 C to the Taxable Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 2006 B, and the redesignation of the Tax-Exempt Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 2006 A to the Tax-Exempt Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 2006 C.

Section 2. The Issuer does hereby determine that the Municipal Bond Insurance Policy offered by the Bond Insurer for the Series 2006 C Bonds will result in an interest cost savings for the Issuer in excess of the premium to be paid by the Issuer for such Municipal Bond Insurance Policy, and accordingly accepts the revised Commitment for Municipal Bond Insurance (the "Commitment") of FGIC. The Mayor is hereby authorized and directed to execute the approval of the Commitment and deliver the same to the Bond Insurer. Execution by the Mayor of the Commitment shall be conclusive evidence of any approval required by this Section.

Section 3. Pursuant to the Commitment, and, as permitted by Section 6.18 of the Ordinance, the following covenants and provisions which are required by the Bond Insurer as a condition precedent to issuance of its Municipal Bond Insurance Policy for the Series 2006 C Bonds are hereby set forth, such covenants and provisions to be supplemental and amendatory of, and controlling with respect to the Ordinance and applicable to the Series 2006 C Bonds:

(a) If, on the third day preceding any interest payment date for the Bonds there is not on deposit with the Trustee sufficient moneys available to pay all principal of and interest on the Bonds due on such date, the Trustee shall immediately notify Financial Guaranty and U.S. Bank Trust National Association, New York, New York or its successor as its Fiscal Agent (the "Fiscal Agent") of the amount of such deficiency. If, by said interest payment date, the Issuer has not provided the amount of such deficiency, the Trustee shall simultaneously make available to Financial Guaranty and to the Fiscal Agent the registration books for the Bonds maintained by the Trustee. In addition:

(i) The Trustee shall provide Financial Guaranty with a list of the Bondholders entitled to receive principal or interest payments from Financial Guaranty under the terms of the Bond Insurance Policy and shall make arrangements for Financial Guaranty and its Fiscal Agent (1) to mail checks or drafts to Bondholders entitled to receive full or partial interest payments from Financial Guaranty and (2) to pay principal of the Bonds surrendered to the Fiscal Agent by the Bondholders entitled to receive full or partial principal payments from Financial Guaranty; and

(ii) The Trustee shall, at the time it makes the registration books available to Financial Guaranty pursuant to (i) above, notify Bondholders entitled to receive the payment of principal of or interest on the Bonds from Financial Guaranty (1) as to the fact of such entitlement, (2) that Financial Guaranty will remit to them all or part of the interest payments coming due subject to the terms of the Bond Insurance Policy, (3) that, except as provided in paragraph (b) below, in the event that any Bondholder is entitled to receive full payment of principal from Financial Guaranty, such Bondholder must tender his Bond with the instrument of transfer in the form provided on the Bond executed in the name of Financial Guaranty, and (4) that, except as provided in paragraph (b) below, in the event that such Bondholder is entitled to receive partial payment of principal from Financial

Guaranty, such Bondholder must tender his Bond for payment first to the Trustee, which shall note on such Bond the portion of principal paid by the Trustee, and then, with an acceptable form of assignment executed in the name of Financial Guaranty, to the Fiscal Agent, which will then pay the unpaid portion of principal to the Bondholder subject to the terms of the Bond Insurance Policy.

(b) In the event that the Trustee has notice that any payment of principal of or interest on a Bond has been recovered from a Bondholder pursuant to the United States Bankruptcy Code by a trustee in bankruptcy in accordance with the final, nonappealable order of a court having competent jurisdiction, the Trustee shall, at the time it provides notice to Financial Guaranty, notify all Bondholders that in the event that any Bondholder's payment is so recovered, such Bondholder will be entitled to payment from Financial Guaranty to the extent of such recovery, and the Trustee shall furnish to Financial Guaranty its records evidencing the payments of principal of and interest on the Bonds which have been made by the Trustee and subsequently recovered from Bondholders, and the dates on which such payments were made.

(c) Financial Guaranty shall, to the extent it makes payment of principal of or interest on the Bonds, become subrogated to the rights of the recipients of such payments in accordance with the terms of the Bond Insurance Policy and, to evidence such subrogation, (i) in the case of subrogation as to claims for past due interest, the Trustee shall note Financial Guaranty's rights as subrogee on the registration books maintained by the Trustee upon receipt from Financial Guaranty of proof of the payment of interest thereon on the Bondholders of such Bonds and (ii) in the case of subrogation as to claims for past due principal, the Trustee shall note Financial Guaranty's rights as subrogee on the registration books for the Bonds maintained by the Trustee upon receipt of proof of the payment of principal thereof to the Bondholders of such Bonds. Notwithstanding anything in this authorizing document or the Bonds to the contrary, the Trustee shall make payment of such past due interest and past due principal directly to Financial Guaranty to the extent that Financial Guaranty is a subrogee with respect thereto.

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LEGAL DOCUMENTATION REQUIREMENTS

[To be incorporated into Authorizing Document(s)]

1. Definitions.

   (a) A definition of "Bond Insurance Policy" shall be included, to read as follows: "the municipal bond new issue insurance policy issued by the Bond Insurer that guarantees payment of principal of and interest on the Bonds*."

   (b) A definition of "Bond Insurer" shall be included, to read as follows: "Financial Guaranty Insurance Company, a New York stock insurance company, or any successor thereto."

2. Reserve Fund Requirements. Any credit instrument provided in lieu of a cash deposit into the debt service reserve fund, other than one provided by the Bond Insurer, shall conform to the requirements set forth in the exhibit attached hereto entitled "Reserve Fund Surety Guidelines," if attached. Such guidelines shall be incorporated into the authorizing document.

3. Redemption Notices. Notice of any redemption of Bonds shall either (i) explicitly state that the proposed redemption is conditioned on there being on deposit in the applicable fund or account on the redemption date sufficient money to pay the full redemption price of the Bonds to be redeemed, or (ii) be sent only if sufficient money to pay the full redemption price of the Bonds to be redeemed is on deposit in the applicable fund or account.

4. Default-Related Provisions.

   (a) The Trustee shall, to the extent there are no other available funds held under the authorizing document, use the remaining funds in the construction fund to pay principal of or interest on the Bonds in the event of a payment default.

   (b) The applicable authorizing document provisions describing events of default shall specify that in determining whether a payment default has occurred or whether a payment on the Bonds has been made under the authorizing documents(s), no effect shall be given to payments made under the Bond Insurance Policy.

   (c) Any acceleration of the Bonds or any annulment thereof shall be subject to the prior written consent of the Bond Insurer (if it has not failed to comply with its payment obligations under the Bond Insurance Policy).

   (d) The Bond Insurer shall receive immediate notice of any payment default and notice of any other default known to the Trustee or the Issuer within 30 days of the Trustee's or the Issuer's knowledge thereof.

(e) For all purposes of the authorizing document provisions governing events of default and remedies, except the giving of notice of default to Bondholders, the Bond Insurer shall be deemed to be the sole holder of the Bonds it has insured for so long as it has not failed to comply with its payment obligations under the Bond Insurance Policy.

(f) If the authorizing document permits the Trustee to waive any event of default, any such waiver shall be subject to the prior written consent of the Bond Insurer.

(g) The Bond Insurer shall be included as a party in interest and as a party entitled to (i) notify the Issuer, the Trustee, if any, or any applicable receiver of the occurrence of an event of default and (ii) request the Trustee or receiver to intervene in judicial proceedings that affect the Bonds or the security therefor. The Trustee or receiver shall be required to accept notice of default from the Bond Insurer.

5. Amendments and Supplements. Any amendment or supplement to the authorizing document or any other principal financing documents shall be subject to the prior written consent of the Bond Insurer. Any rating agency rating the Bonds must receive notice of each amendment and a copy thereof at least 15 days in advance of its execution or adoption. The Bond Insurer shall be provided with a full transcript of all proceedings relating to the execution of any such amendment or supplement.

6. Successor Trustee, Etc. No resignation or removal of the Trustee, Paying Agent or Bond Registrar shall become effective until a successor has been appointed and has accepted the duties of Trustee, Paying Agent or Bond Registrar, as applicable. The Bond Insurer shall be furnished with written notice of the resignation or removal of the Trustee, Paying Agent or Bond Registrar and the appointment of any successor thereto.

7. Defeasance Provisions. Only cash, direct non-callable obligations of the United States of America and securities fully and unconditionally guaranteed as to the timely payment of principal and interest by the United States of America, to which direct obligation or guarantee the full faith and credit of the United States of America has been pledged, Refcorp interest strips, CATS, TIGRS, STRPS, or defeased municipal bonds rated AAA by S&P or Aaa by Moody's (or any combination of the foregoing) shall be used to effect defeasance of the Bonds unless the Bond Insurer otherwise approves. In the event of an advance refunding, the Issuer shall cause to be delivered a verification report of an independent nationally recognized certified public accountant. If a forward supply contract is employed in connection with the refunding, (i) such verification report shall expressly state that the adequacy of the escrow to accomplish the refunding relies solely on the initial escrowed investments and the maturing principal thereof and interest income thereon and does not assume performance under or compliance with the forward supply contract, and (ii) the applicable escrow agreement shall provide that in the event of any discrepancy or difference between the terms of the forward supply contract and the escrow agreement (or the authorizing document, if no separate escrow agreement is utilized), the terms of the escrow agreement or authorizing document, if applicable, shall be controlling.

8. Variable Rate Indebtedness.

(a) For all purposes, variable rate indebtedness shall be assumed to bear interest at the highest of: (i) the actual rate on the date of calculation, or if the indebtedness is not yet outstanding, the initial rate (if established and binding), (ii) if the indebtedness has been outstanding for at least twelve months, the average rate over the twelve months immediately preceding the date of calculation, or if no debt is outstanding for the twelve prior months under the authorizing document, the average rate borne by reference to an index comparable to that to be utilized in determining the interest rate for the debt to be issued and (iii) (A) if interest on the indebtedness is excludable from gross income under the applicable provisions of the Internal Revenue Code, the most recently published Bond Buyer "Revenue Bond Index" (or comparable index if no longer published), or (B) if interest is not so excludable, the interest rate on direct U.S. Treasury Obligations with comparable maturities; provided, however, that for purposes of any rate covenant measuring actual debt service coverage during a test period, variable rate indebtedness shall be deemed to bear interest at the actual rate per annum applicable during the test period.

9. Reporting Requirements. The Bond Insurer shall be provided with the following:

(a) Notice of the redemption, other than mandatory sinking fund redemption, of any of the Bonds, or of any advance refunding of the Bonds, including the principal amount, maturities and CUSIP numbers thereof;

(b) Notice of the downgrading by any rating agency of the Issuer's or Obligor's underlying public rating, or the underlying rating on the Bonds or any parity obligations, to "non-investment grade";

(c) Notice of any drawing on any debt service reserve fund securing the Bonds;

(d) Notice of any rate covenant violation with respect to the Bonds;

(e) Notice if the coverage of debt service on the Bonds by pledged revenues drops below the debt service coverage percentage applicable to the issuance of additional parity bonds;

(f) Notice of any material events pursuant to Rule 15c2-12 under the Securities Exchange Act of 1934, as amended; and

(g) Such additional information as the Bond Insurer may reasonably request from time to time.

10. Reimbursement of Expenses. The following provision shall be incorporated into the authorizing documents and any other applicable financing document: The Obligor shall pay or reimburse the Bond Insurer for any and all charges, fees, costs, and expenses that the Bond Insurer may reasonably pay or incur in connection with the following: (i) the administration, enforcement, defense, or preservation of any rights or security hereunder

or under any other transaction document; (ii) the pursuit of any remedies hereunder, under any other transaction document, or otherwise afforded by law or equity, (iii) any amendment, waiver, or other action with respect to or related to this agreement or any other transaction document whether or not executed or completed; (iv) the violation by the Obligor of any law, rule, or regulation or any judgment, order or decree applicable to it; (v) any advances or payments made by the Bond Insurer to cure defaults of the Obligor under the transaction documents; or (vi) any litigation or other dispute in connection with this agreement, any other transaction document, or the transactions contemplated hereby or thereby, other than amounts resulting from the failure of the Bond Insurer to honor its payment obligations under the Policy. The Bond Insurer reserves the right to charge a reasonable fee as a condition to executing any amendment, waiver, or consent proposed in respect to this agreement or any other transaction document. The obligations of the Obligor to the Bond Insurer shall survive discharge and termination of this agreement.

11. Notice Addresses. The notice addresses for the Bond Insurer and the Fiscal Agent shall be included in the authorizing document as follows: Financial Guaranty Insurance Company, 125 Park Avenue, New York, New York 10017, Attention: Risk Management; and U.S. Bank Trust National Association, 100 Wall Street, 19th Floor, New York, New York 10005, Attention: Corporate Trust Department.

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RESERVE FUND SURETY GUIDELINES

The Issuer may satisfy the requirement (the "Reserve Fund Requirement") to deposit a specified amount in the debt service reserve fund (the "Reserve Fund") by the deposit of a surety bond, insurance policy or letter of credit as set forth below. The following requirements shall be incorporated in the authorizing document for the Bonds (the "Authorizing Document") in the event the Reserve Fund Requirement is fulfilled by a deposit of a credit instrument (other than a credit instrument issued by Financial Guaranty) in lieu of cash:

1. A surety bond or insurance policy issued to the entity serving as trustee or paying agent (the "Fiduciary"), as agent of the bondholders, by a company licensed to issue an insurance policy guaranteeing the timely payment of debt service on the Bonds (a "municipal bond insurer") may be deposited in the Reserve Fund to meet the Reserve Fund Requirement if the claims paying ability of the issuer thereof shall be rated "AAA" or "Aaa" by S&P or Moody's, respectively.

2. A surety bond or insurance policy issued to the Fiduciary, as agent of the bondholders, by an entity other than a municipal bond insurer may be deposited in the Reserve Fund to meet the Reserve Fund Requirement if the form and substance of such instrument and the issuer thereof shall be approved by Financial Guaranty.

3. An unconditional irrevocable letter of credit issued to the Fiduciary, as agent of the bondholders, by a bank may be deposited in the Reserve Fund to meet the Reserve Fund Requirement if the issuer thereof is rated at least "AA" by S&P. The letter of credit shall be payable in one or more draws upon presentation by the beneficiary of a sight draft accompanied by its certificate that it then holds insufficient funds to make a required payment of principal or interest on the bonds. The draws shall be payable within two days of presentation of the sight draft. The letter of credit shall be for a term of not less than three years. The issuer of the letter of credit shall be require to notify the Issuer and the Fiduciary, not later than 30 months prior to the stated expiration date of the letter of credit, as to whether such expiration date shall be extended, and if so, shall indicate the new expiration date.

4. If such notice indicates that the expiration date shall not be extended, the Issuer shall deposit in the Reserve Fund an amount sufficient to cause the cash or permitted investments on deposit in the Reserve Fund together with any other qualifying credit instruments, to equal the Reserve Fund Requirement on all outstanding Bonds, such deposit to be paid in equal installments on at least a semi-annual basis over the remaining term of the letter of credit, unless the Reserve Fund credit instrument is replaced by a Reserve Fund credit instrument meeting the requirements in any of 1-3 above. The letter of credit shall permit a draw in full not less than two weeks prior to the expiration or termination of such letter of credit if the letter of credit has not been replaced or renewed. The Authorizing Document shall, in turn, direct the Fiduciary to draw upon the letter of credit prior to its expiration or termination unless an acceptable replacement is in place or the Reserve Fund is fully funded in its required amount.

5. The use of any Reserve Fund credit instrument pursuant to this Paragraph shall be subject to receipt of an opinion of counsel acceptable to Financial Guaranty and in form and substance satisfactory to Financial Guaranty as to the due authorization, execution, delivery and enforceability of such instrument in accordance with its terms, subject to applicable laws affecting creditors' rights generally, and, in the event the issuer of such

credit instrument is not a domestic entity, an opinion of foreign counsel in form and substance satisfactory to Financial Guaranty. In addition, the use of an irrevocable letter of credit shall be subject to receipt of an opinion of counsel acceptable to Financial Guaranty and in form and substance satisfactory to Financial Guaranty to the effect that payments under such letter of credit would not constitute avoidable preferences under Section 547 of the U.S. Bankruptcy Code or similar state laws with avoidable preference provisions in the event of the filing of a petition for relief under the U.S. Bankruptcy Code or similar state laws by or against the issuer of the bonds (or any other account party under the letter of credit).

6. The obligation to reimburse the issuer of a Reserve Fund credit instrument for any fees, expenses, claims or draws upon such Reserve Fund credit instrument shall be subordinate to the payment of debt service on the bonds. The right of the issuer of a Reserve Fund credit instrument to payment or reimbursement of its fees and expenses shall be subordinated to cash replenishment of the Reserve Fund, and, subject to the second succeeding sentence, its right to reimbursement for claims or draws shall be on a parity with the cash replenishment of the Reserve Fund. The Reserve Fund credit instrument shall provide for a revolving feature which the amount available thereunder will be reinstated to the extent of any reimbursement of draws or claims paid. If the revolving feature is suspended or terminated for any reason, the right of the issuer of the Reserve Fund credit instrument to reimbursement will be further subordinated to cash replenishment of the Reserve Fund to an amount equal to the difference between the full original amount available under the Reserve Fund credit instrument and the amount then available for further draws or claims. If (a) the issuer of a Reserve Fund credit instrument becomes insolvent or (b) the issuer of a Reserve Fund credit instrument defaults in its payment obligations thereunder or (c) the claims-paying ability of the issuer of the insurance policy or surety bond falls below a S&P "AAA" or a Moody's "Aaa" or (d) the rating of the issuer of the letter of credit falls below a S&P "AA", the obligation to reimburse the issuer of the Reserve Fund credit instrument shall be subordinate to the cash replenishment of the Reserve Fund.

7. If (a) the revolving reinstatement feature described in the preceding paragraph is suspended or terminated or (b) the rating of the claims paying ability of the issuer of the surety bond or insurance policy falls below a S&P "AAA" or a Moody's "Aaa" or (c) the rating of the issuer of the letter of credit falls below a S&P "AA, the Issuer shall either (i) deposit into the Reserve Fund an amount sufficient to cause the cash or permitted investments on deposit in the Reserve Fund to equal the Reserve Fund Requirement on all outstanding Bonds, such amount to be paid over the ensuing five years in equal installments deposited at least semi-annually or (ii) replace such instrument with a surety bond, insurance policy or letter of credit meeting the requirements in any of 1-3 above within six months of such occurrence. In the event (a) the rating of the claims-paying ability of the issuer of the surety bond or insurance policy falls below "A" or (b) the rating of the issuer of the letter of credit falls below "A" or (c) the issuer of the Reserve Fund credit instrument defaults in its payment obligations or (d) the issuer of the Reserve Fund credit instrument becomes insolvent, the Issuer shall either (i) deposit into the Reserve Fund an amount sufficient to cause the cash or permitted investments on deposit in the Reserve Fund to equal to Reserve Fund Requirement on all outstanding Bonds, such amount to be paid over the ensuing year in equal installments on at least a monthly basis or (ii) replace such instrument with a surety bond, insurance policy or letter of credit meeting the requirements in any of 1-3 above within six months of such occurrence.

8. Where applicable, the amount available for draws or claims under the Reserve Fund credit instrument may be reduced by the amount of cash or permitted investments deposited in the Reserve Fund pursuant to either clause (i) of the preceding subparagraph.

9. If the Issuer chooses the above described alternatives to a cash-funded Reserve Fund, any amounts owed by the Issuer to the Issuer of such credit instrument as a result of a draw thereon or a claim thereunder, as appropriate, shall be included in any calculation of debt service requirements required to be made pursuant to the Authorizing Document for any purpose, e.g., rate covenant or additional bonds test.

10. The Authorizing Document shall require the Fiduciary to ascertain the necessity for a claim or draw upon the Reserve Fund credit instrument and to provide notice to the issuer of the Reserve Fund credit instrument in accordance with its terms not later than three days (or such longer period as may be necessary depending on the permitted time period for honoring a draw under the Reserve Fund credit instrument) prior to each interest payment date.

11. Cash on deposit in the Reserve Fund shall be used (or investments purchased with such cash shall be liquidated and the proceeds applied as required) prior to any drawing on any Reserve Fund credit instrument. If and to the extent that more than one Reserve Fund credit instrument is deposited in the Reserve Fund, drawings thereunder and repayments of costs associated therewith shall be made on a pro rata basis, calculated by reference to the maximum amounts available thereunder.

Section 4. The Issuer wishes to change the Escrow Agent which was previously approved by the Supplemental Parameters Resolution and does hereby appoint and designate United Bank, Inc., Charleston, West Virginia, for the purpose of serving in the capacity of Escrow Agent.

Section 5. The proceeds of the Series 2005 A Bonds in an amount sufficient to pay the outstanding principal of, interest on and redemption premium for the Series 1996 on the call date therefor shall be wired directly to the West Virginia Municipal Bond Commission on the Closing Date to accomplish the payment of the entire outstanding principal balance of and all accrued interest on the Series 1996 Bonds.

Section 6. Based upon the actual principal amount, maturity schedule and interest rates for the Series 2006 C Bonds, as set forth in Exhibit A, attached hereto, it is hereby determined that the Series 2006 C Bonds, when, as and if issued, show a net savings to the Issuer after deducting all expenses of the refunding. Prior to delivery of the Series 2006 C Bonds, the Issuer shall have obtained from an independent certified public accountant a certification that the amount of savings stated to be achieved by the refunding shall in fact be correct, based upon their review, comparison and analysis of the net interest cost in dollars of the Series 2006 C Bonds and the net interest cost in dollars of the Series 1996 Bonds.

Section 7. The Issuer hereby approves the Conformed Bond Ordinance attached hereto as Exhibit B.

Section 8. This Resolution shall take effect immediately upon its adoption.

[Remainder of Page Intentionally Left Blank]

EXHIBIT A

TERMS OF SERIES 2006 C BONDS

EXHIBIT B

CONFORMED BOND ORDINANCE

Adopted this 14th day of March, 2006.

THE CITY OF PARKERSBURG

[SEAL]

By: _____
Mayor

ATTEST:

Its: _____
City Clerk

CH809544.1

CERTIFICATION

Certified a true, correct and complete copy of a Supplemental Resolution duly adopted and entered of record by the Council of The City of Parkersburg at a regular meeting of the Council held at 7:30 p.m., on March 14, 2006, pursuant to proper notice, at which meeting a quorum was present and acting throughout.

Dated this 23rd day of March, 2006.

[SEAL]

Connie Shaffer
City Clerk

03/14/06
686870.00017

CH809544.1

EXHIBIT A

TERMS OF SERIES 2006 C BONDS

EXHIBIT A

TERMS OF SERIES 2006 C BONDS

Bond No.	CUSIP	Maturity Date	Principal Amount	Interest Rate	Price
CR-1	701352CL8	September 1, 2007	$ 660,000.00	3.700%	100.000%
CR-2	701352CM6	September 1, 2008	$1,000,000.00	3.700	99.911
CR-3	701352CN4	September 1, 2009	$1,040,000.00	3.750	100.000
CR-4	701352CP9	September 1, 2010	$1,080,000.00	3.800	100.000
CR-5	701352CQ7	September 1, 2011	$1,120,000.00	3.850	100.000
CR-6	701352CR5	September 1, 2012	$1,160,000.00	3.900	100.000
CR-7	701352CS3	September 1, 2013	$1,205,000.00	5.000	106.527
CR-8	701352CT1	September 1, 2014	$1,265,000.00	5.000	106.934
CR-9	701352CU8	September 1, 2015	$1,330,000.00	5.000	107.237
CR-10	701352CV6	September 1, 2016	$1,395,000.00	4.000	99.002
CR-11	701352CW4	September 1, 2017	$1,455,000.00	4.000	98.221
CR-12	701352CX2	September 1, 2018	$1,510,000.00	4.000	97.725
CR-13	701352CY0	September 1, 2019	$1,570,000.00	4.100	98.192
CR-14	701352CZ7	September 1, 2020	$1,635,000.00	4.100	97.676

EXHIBIT B

CONFIRMED BOND ORDINANCE

(SEE TAB NO.1)

THE CITY OF PARKERSBURG (West Virginia)
Taxable Combined Waterworks and Sewerage System
Refunding Revenue Bonds, Series 2006 A
and
Taxable Combined Waterworks and Sewerage System
Refunding Revenue Bonds, Series 2006 B

CROSS-RECEIPT FOR SERIES 2006 A AND SERIES 2006 B BONDS AND BOND PROCEEDS

The undersigned Vice President of CREWS & ASSOCIATES, INC., for and on behalf of Crews & Associates, Inc. and Ferris, Baker Watts, Incorporated (collectively, the "Underwriter"), and the undersigned Mayor of The City of Parkersburg (the "Issuer"), for and on behalf of the Issuer, hereby certify as follows:

1. On the 23rd day of March, 2006, in New York, New York, the Underwriter received the entire original issue of $17,070,000 in aggregate principal amount of the Taxable Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 2006 A (the "Series 2006 A Bonds"), and the entire original issue of $355,000 in aggregate principal amount of the Taxable Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 2006 B (the "Series 2006 B Bonds" and, collectively with the Series 2006 A Bonds, the "Bonds"). The Series 2006 A Bonds, as so received on original issuance, are dated March 1, 2006, are in fully registered form, are numbered from AR-1 upward in order of maturity, and are registered in the name of "CEDE & CO." The Series 2006 B Bonds, as so received on original issuance, are dated March 1, 2006, are in fully registered form, are numbered from BR-1 upward in order of maturity, and are registered in the name of "CEDE & CO."

2. At the time of such receipt of the Bonds upon original issuance, they had been executed by Robert D. Newell, as Mayor of the Issuer, and the official seal of the Issuer had been impressed upon such Bonds and attested by Connie Shaffer, as Clerk of the Issuer, by their respective manual signatures, and the Bonds have each been manually authenticated by an authorized officer of United Bank, Inc., as Registrar.

3. The Issuer has received and hereby acknowledges receipt from the Underwriter, as the original purchaser of the Bonds, of the proceeds of the Bonds, as follows:

Par Amount of Series 2006 A Bonds	$17,070,000.00
Par Amount of Series 2006 B Bonds	355,000.00
Less: Underwriters' Discount	(209,100.00)
Purchase Price	$17,215,900.00
Plus: Accrued Interest of Series 2006 A Bonds (March 1, 2006 - March 23, 2006)	$ 52,276.58
Plus: Accrued Interest of Series 2006 B Bonds (March 1, 2006 - March 23, 2006)	1,084.72
Net Original Issue Discount/Premium	121,185.50
TOTAL	$17,390,446.80

Payment for the Bonds was made in immediately available funds (federal funds wire) in the amount of $17,390,446.80.

[Remainder of Page Intentionally Left Blank]

WITNESS our signatures on this 23rd day of March, 2006.

CREWS & ASSOCIATES, INC.

By: _____
Its: Vice President

THE CITY OF PARKERSBURG

By: _____
Its: Mayor

686870.00017

The City of Parkersburg (West Virginia)
Taxable Combined Waterworks and Sewerage System
Refunding Revenue Bonds, Series 2006 A,
Taxable Combined Waterworks and Sewerage System
Refunding Revenue Bonds, Series 2006 B
and
When, As and If Issued
Tax-Exempt Combined Waterworks and Sewerage System
Refunding Revenue Bonds, Series 2006 C

DIRECTION TO AUTHENTICATE AND DELIVER BONDS

United Bank, Inc.,
as Registrar
Charleston, West Virginia

Ladies and Gentlemen:

There are delivered to you herewith (or have previously been delivered to you) as Registrar for the above-captioned Bonds:

1. Bonds No. AR-1 through AR-14, constituting the entire original issue of The City of Parkersburg Taxable Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 2006 A, dated March 1, 2006, in the aggregate principal amount of $17,070,000, and Bond No. BR-1, constituting the entire original issue of the The City of Parkersburg Taxable Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 2006 B, dated March 1, 2006, in the aggregate principal amount of $355,000 (collectively, the "Bonds"), executed by the Mayor and Clerk of The City of Parkersburg (the "Issuer") and bearing the official seal of the Issuer. The Bonds are authorized to be issued under and pursuant to an Ordinance duly enacted by the Council of the Issuer on December 13, 2005, as supplemented and amended by a Supplemental Parameters Resolution duly adopted by the Council of the Issuer on December 27, 2005 and a Second Supplemental Resolution duly adopted by the Council of the Issuer on March 14, 2006 (collectively, the "Ordinance").

2. Copies of the Ordinance duly certified by the Clerk of the Issuer.

Dated this 23rd day of March, 2006.

THE CITY OF PARKERSBURG

By: _____
Its: Mayor

686870.00017

SPECIMEN

Unless this Bond is presented by an authorized representative of The Depository Trust Company, a New York corporation ("DTC"), to Issuer or its agent for registration of transfer, exchange, or payment, and any Bond issued is registered in the name of Cede & Co. or in such other name as is requested by an authorized representative of DTC (and any payment is made to Cede & Co. or to such other entity as is requested by an authorized representative of DTC), ANY TRANSFER, PLEDGE, OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL inasmuch as the registered owner hereof, Cede & Co., has an interest herein.

No. AR-1 $305,000

UNITED STATES OF AMERICA
STATE OF WEST VIRGINIA
THE CITY OF PARKERSBURG, WEST VIRGINIA
TAXABLE COMBINED WATERWORKS AND
SEWERAGE SYSTEM REFUNDING REVENUE BOND,
SERIES 2006 A

INTEREST RATE	MATURITY DATE	BOND DATE	CUSIP NO.
5.000%	September 1, 2007	March 1, 2006	701352BV7

REGISTERED OWNER: CEDE & CO.

PRINCIPAL AMOUNT: THREE HUNDRED FIVE THOUSAND DOLLARS

KNOW ALL MEN BY THESE PRESENTS: That THE CITY OF PARKERSBURG, WEST VIRGINIA, a municipal corporation organized and existing under the laws of the State of West Virginia (the "Issuer"), for value received, hereby promises to pay, solely from the special funds provided therefor, as hereinafter set forth, to the Registered Owner specified above, or registered assigns (the "Registered Owner"), on the Maturity Date specified above, the Principal Amount specified above and solely from such special funds also to pay interest on said Principal Amount from the Interest Payment Date (as hereinafter defined) preceding the date of authentication hereof or, if authenticated after the Record Date (as hereinafter defined) but prior to the applicable Interest Payment Date or on said Interest Payment Date, from said Interest Payment Date or, if no interest has been paid, from the Bond Date specified above,

or, if and to the extent that the Issuer shall default in the payment of interest on any Interest Payment Date, then this Bond shall bear interest from the most recent Interest Payment Date to which interest has been paid or duly provided for, and in which case any Bond surrendered for transfer or exchange shall be dated as of the Interest Payment Date to which interest has been paid in full, at the Interest Rate per annum specified above, semiannually, on March 1 and September 1, in each year, beginning September 1, 2006 (each an "Interest Payment Date"), until maturity or until the date fixed for redemption if this Bond is called for prior redemption and payment on such date is provided for. Capitalized terms used and not defined herein shall have the meanings ascribed thereto in the hereinafter described Ordinance.

Interest accruing on this Bond on and prior to the Maturity Date hereof shall be payable by check or draft mailed by the West Virginia Municipal Bond Commission, Charleston, West Virginia, as paying agent (in such capacity, the "Paying Agent"), to the Registered Owner hereof as of the applicable Record Date (each February 15 and August 15) or, in the event of a default in the payment of Bonds, that special record date to be fixed by the hereinafter named Registrar by notice given to the Registered Owners not less than 10 days prior to said special record date at the address of such Registered Owner as it appears on the registration books of the Issuer maintained by United Bank, Inc., Charleston, West Virginia, as registrar (in such capacity, the "Registrar"), or, at the option of any Registered Owner of at least $500,000 in aggregate principal amount of Bonds, by wire transfer in immediately available funds to a domestic bank account specified in writing by the Registered Owner to the Paying Agent at least 5 days prior to such Record Date. Principal and premium, if any, shall be paid when due upon presentation and surrender of this Bond for payment at the principal corporate trust office of the Paying Agent, in Charleston, West Virginia.

This Bond is one of an issue of a series of bonds, in the aggregate principal amount of $17,070,000 designated "The City of Parkersburg, West Virginia, Taxable Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 2006 A" (the "Bonds"), of the Issuer, of like tenor and effect, except as to number, denomination, date of maturity and interest rate, dated March 1, 2006, the proceeds of which are to be used, together with other funds of the Issuer, to facilitate the subsequent issuance and sale of its Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 2006 C (the "Series 2006 C Bonds"), on June 15, 2006, the proceeds of which will be used to currently refund the Issuer's Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 1996 (the "Series 1996 Bonds"), which were issued to refinance the cost of acquisition and construction of certain improvements to the combined waterworks and sewerage system of the Issuer (the "System").

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 13, Article 2E and Chapter 8, Article 20, of the West Virginia Code of 1931, as amended (the "Act"), and an ordinance duly enacted by the Council of the Issuer on December 13, 2005, as supplemented by a supplemental parameters resolution duly adopted by the Issuer on December 27, 2005, and a second supplemental resolution duly adopted by the Council of the Issuer on March 14, 2006 (hereinafter collectively referred to as the "Ordinance"), and is subject to all the terms and conditions of the Ordinance. The Ordinance provides for the issuance of

additional bonds under certain conditions, and such bonds would be entitled to be paid and secured equally and ratably from and by the funds and revenues and other security provided for the Bonds under the Ordinance. Reference is hereby made to the Ordinance, as the same may be amended and supplemented from time to time, for a description of the rights, limitations of rights, obligations, duties and immunities of the Issuer, the Registrar, the Paying Agent, the Registered Owners of the Bonds and the Registered Owners of any subsequently issued additional bonds. Executed counterparts or certified copies of the Ordinance are on file at the office of the City Clerk in the City of Parkersburg, West Virginia.

THE BONDS ARE ISSUED ON A PARITY, WITH RESPECT TO LIENS, PLEDGE AND SOURCE OF AND SECURITY FOR PAYMENT, AND IN ALL RESPECTS, WITH THE ISSUER'S TAXABLE COMBINED WATERWORKS AND SEWERAGE SYSTEM REFUNDING REVENUE BONDS, SERIES 2006 B, DATED MARCH 23, 2006, ISSUED CONCURRENTLY HEREWITH IN THE ORIGINAL AGGREGATE PRINCIPAL AMOUNT OF $355,000 (THE "SERIES 2006 B BONDS").

This Bond is payable only from and secured by a pledge of the securities and cash deposited in the Escrow Fund (as defined in the Ordinance) and earnings thereon, which shall be sufficient to pay the principal of and interest on all bonds which may be issued pursuant to the Act and shall be set aside as a special fund hereby pledged for such purpose and to make the other payments required by the Ordinance. This Bond does not constitute an indebtedness of the Issuer within any constitutional or statutory provision or limitation, nor shall the Issuer be obligated to pay the same or the interest hereon except from such Escrow Fund. The Issuer has entered into certain further covenants with the Registered Owners of the Bonds, for the terms of which reference is made to the Ordinance. Remedies provided the Registered Owners of the Bonds are exclusively as provided in the Ordinance, to which reference is here made for a detailed description thereof.

All monies received from the sale of the Bonds except for accrued interest thereon, shall be applied solely to the purchase of securities to be deposited in the Escrow Fund, and there shall be, and hereby is, created and granted a lien upon such monies, until so applied, in favor of the Registered Owners of the Bonds.

The Bonds of this issue are subject to redemption prior to their stated maturity dates, as provided in the Ordinance and as set forth in the following lettered paragraphs:

(A) Mandatory Redemption. By its purchase of this Bond, each Bondholder shall unconditionally and irrevocably agree, upon the authentication and issuance of the Series 2006 C Bonds in accordance with the provisions of the Ordinance and delivery of the Series 2006 C Bond Counsel Opinion as provided in the Ordinance, to purchase on June 15, 2006 (the "Series 2006 C Bonds Issuance Date"), Series 2006 C Bonds in a principal amount equal to the then outstanding principal amount of such Bondholder's Series 2006 B Bonds at a purchase price equal to the principal amount thereof (the "Series 2006 C Bonds Purchase Price"). By its purchase of this Bond, each Bondholder irrevocably

appoints the Escrow Agent (as defined in the Ordinance) as its agent and attorney in fact and instructs the Escrow Agent on its behalf to transfer the redemption proceeds of this Bond redeemed pursuant to the special mandatory redemption provisions of this Bond, in an amount equal to the principal amount of the Bonds of such Bondholder which are so redeemed, to the Paying Agent for the Bonds, which will transfer such amounts to the Original Purchaser (as defined in the Ordinance), which will purchase from the Issuer said amount of Series 2006 C Bonds on behalf of such Bondholder, all for the purpose of satisfying such Bondholder's obligation to purchase the Series 2006 C Bonds. Such purchase shall be made by the Original Purchaser on behalf of the Bondholder (unless enjoined by a court of competent jurisdiction in the event of a bankruptcy or insolvency of a Bondholder or due to other similar circumstances) automatically and without the necessity of any further action on the part of each Bondholder. Each Bondholder, by its purchase of this Bond, pledges to the Escrow Agent and Paying Agent the proceeds of the redemption of this Bond to be applied to the purchase by the Original Purchaser of a like amount of Series 2006 C Bonds on behalf of and for the account of such Bondholder. Each Bondholder, by its purchase of this Bond, is deemed to agree to, acknowledge and accept the terms and conditions described above and to be bound by all of the provisions of the Ordinance, without the necessity of any written acknowledgment, acceptance, signature or receipt of a copy of the Ordinance by such Bondholder.

Upon the satisfaction of the conditions set forth in the Ordinance for the issuance of the Series 2006 C Bonds, and upon the performance by the Escrow Agent, on behalf of each Bondholder of such Bondholder's obligation to purchase Series 2006 C Bonds in an amount equal to the then outstanding principal amount of such Bondholder's Bonds, each Bond with respect to which the foregoing conditions have been satisfied shall be subject to mandatory redemption on September 1, 2006, without notice, at a price equal to the principal amount thereof, plus accrued interest thereon to and including the date fixed for redemption. In the event the conditions set forth in the Ordinance for the issuance of the Series 2006 C Bonds are satisfied, but the Escrow Agent is prevented by a court of competent jurisdiction from performing on behalf of a Bondholder its obligation to purchase a corresponding amount of Series 2006 C Bonds, as set forth above, then this Bond shall not be subject to mandatory redemption and will instead be subject to mandatory tender as described below.

(B) Mandatory Tender. In the event the Series 2006 C Bonds are not issued on June 15, 2006, this Bond shall be subject to mandatory tender to the Escrow Agent, at which time the Escrow Agent will apply cash and securities held by the Escrow Agent toward the purchase of this Bond at a price equal to the principal amount thereof, plus accrued interest to and including June 15, 2006. This Bond shall be deemed paid in such event and will no longer be outstanding.

With respect to the mandatory redemption of this Bond, in the event Series 2006 C Bonds have been issued and delivered, within ten (10) business days following such issuance and delivery, the Paying Agent will mail to the persons who were Series 2006 A Bondholders immediately prior to the Series 2006 C Bonds Issuance Date by first class mail, postage prepaid, at the address of each Bondholder shown on the Bond Register whose Bond has been redeemed under the mandatory redemption provisions of the Ordinance and for whom a corresponding Series 2006 C Bond has been purchased under the

Ordinance, a notice setting forth the information provided in the Ordinance with respect to the Bonds redeemed and advising such holder that upon the surrender of such holder's Bonds to the Paying Agent, the Paying Agent will deliver to such Bondholder the Series 2006 C Bonds purchased on its behalf. Such notice shall provide the address of the Paying Agent to which this Bond is to be presented.

With respect to the mandatory tender of this Bond, in the event the Series 2006 C Bonds are not issued on the Series 2006 C Bonds Issuance Date, the Paying Agent shall deliver to the Escrow Agent a written certificate stating such and on the Series 2006 C Bonds Issuance Date, the Paying Agent will mail to the Bondholders by first class mail, postage prepaid, at the address of each Bondholder shown on the Bond Register, a notice stating that the Series 2006 C Bonds were not issued on the Series 2006 C Bonds Issuance Date and will not be issued under the Ordinance, and that such Bondholders are no longer obligated to purchase such Series 2006 C Bonds and that this Bond is no longer subject to redemption pursuant to the mandatory redemption provisions of the Ordinance, but are subject to mandatory tender for purchase by the Escrow Agent from funds and securities on deposit in the Escrow Fund at a price equal to the principal amount thereof, plus accrued interest to and including June 15, 2006.

Notice of any redemption of this Bond, unless waived, shall be given by the Paying Agent on behalf of the Issuer by mailing an official redemption notice by registered or certified mail at least 30 days and not more than 60 days prior to the date fixed for redemption to the Registered Owner of the Bond or Bonds to be redeemed at the address shown on the Bond Register or at such other address as is furnished in writing by such Registered Owner to the Registrar. A copy of such notice of redemption shall also be mailed to the Registrar. Notice of redemption having been given as aforesaid, the Bonds or portions of Bonds so to be redeemed shall, on the Redemption Date, become due and payable at the redemption price therein specified, and from and after such date (unless the Issuer shall default in the payment of the redemption price) such Bonds or portions of Bonds shall cease to bear interest.

Failure to receive such notice or any defect therein or in the mailing thereof shall not affect the validity of proceedings for the redemption of this Bond.

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 do exist, have happened and have been performed in due time, form and manner as required by law, and that the amount of this Bond, together with all other obligations of said Issuer, does not exceed any limit prescribed by the Constitution or statutes of the State of West Virginia, and that a sufficient amount of securities and cash deposited in the Escrow Fund has been pledged to and will be set aside into said special fund by said Issuer for the prompt payment of the principal of and interest on the Bonds of which this Bond is one.

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 be transferred only upon the surrender hereof at the office of the Registrar and otherwise as provided by the Ordinance.

This Bond is, under the Act, exempt from all taxation by the State of West Virginia, or any county, municipality, political subdivision or agency thereof, except inheritance, estate and transfer taxes.

This Bond shall not be entitled to any benefit under the Ordinance, or become valid or obligatory for any purpose, until the certificate of authentication and registration hereon shall have been signed by the Registrar.

All provisions of the Ordinance and the 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.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, THE CITY OF PARKERSBURG, WEST VIRGINIA, has caused this Bond to be signed by its Mayor, and its corporate seal to be imprinted hereon and attested by its City Clerk, and has caused this Bond to be dated as of the Bond Date specified above.

[SEAL]

Mayor

SPECIMEN

ATTEST:

City Clerk

SPECIMEN

CERTIFICATE OF AUTHENTICATION AND REGISTRATION

This Bond is one of the fully registered Bonds described in the within-mentioned Ordinance and has been duly registered in the name of the Registered Owner on the date set forth below. Attached hereto is the complete text of the opinion of Steptoe & Johnson PLLC, bond counsel, signed originals of which are on file with the Registrar, delivered and dated on the date of the original delivery of and payment for the Bonds.

Dated: March 23, 2006.

UNITED BANK, INC., as Registrar

By: _____
Its: Authorized Officer

SPECIMEN

ASSIGNMENT

Social Security or Other Identifying Number of Assignee _____

_____

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

_____

_____

_____ the within Bond and does hereby irrevocably constitute and appoint

_____

_____ to transfer the said Bond on the books kept for registration thereof with full power of substitution in the premises.

Dated: _____, _____.

_____

SIGNATURE GUARANTEED:

_____
(Bank, Trust Company or Firm)

_____
(Authorized Officer)

NOTICE: The Assignor's signature to this Assignment must correspond with the name as it appears upon the face of the within Bond in every particular, without alteration or any change whatever.

686870.00017

SPECIMEN

Unless this Bond is presented by an authorized representative of The Depository Trust Company, a New York corporation ("DTC"), to Issuer or its agent for registration of transfer, exchange, or payment, and any Bond issued is registered in the name of Cede & Co. or in such other name as is requested by an authorized representative of DTC (and any payment is made to Cede & Co. or to such other entity as is requested by an authorized representative of DTC), ANY TRANSFER, PLEDGE, OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL inasmuch as the registered owner hereof, Cede & Co., has an interest herein.

No. AR-2 $1,000,000

UNITED STATES OF AMERICA
STATE OF WEST VIRGINIA
THE CITY OF PARKERSBURG, WEST VIRGINIA
TAXABLE COMBINED WATERWORKS AND
SEWERAGE SYSTEM REFUNDING REVENUE BOND,
SERIES 2006 A

INTEREST RATE	MATURITY DATE	BOND DATE	CUSIP NO.
5.000%	September 1, 2008	March 1, 2006	701352BW5

REGISTERED OWNER: CEDE & CO.

PRINCIPAL AMOUNT: ONE MILLION DOLLARS

KNOW ALL MEN BY THESE PRESENTS: That THE CITY OF PARKERSBURG, WEST VIRGINIA, a municipal corporation organized and existing under the laws of the State of West Virginia (the "Issuer"), for value received, hereby promises to pay, solely from the special funds provided therefor, as hereinafter set forth, to the Registered Owner specified above, or registered assigns (the "Registered Owner"), on the Maturity Date specified above, the Principal Amount specified above and solely from such special funds also to pay interest on said Principal Amount from the Interest Payment Date (as hereinafter defined) preceding the date of authentication hereof or, if authenticated after the Record Date (as hereinafter defined) but prior to the applicable Interest Payment Date or on said Interest Payment Date, from said Interest Payment Date or, if no interest has been paid, from the Bond Date specified above,

SPECIMEN

Unless this Bond is presented by an authorized representative of The Depository Trust Company, a New York corporation ("DTC"), to Issuer or its agent for registration of transfer, exchange, or payment, and any Bond issued is registered in the name of Cede & Co. or in such other name as is requested by an authorized representative of DTC (and any payment is made to Cede & Co. or to such other entity as is requested by an authorized representative of DTC), ANY TRANSFER, PLEDGE, OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL inasmuch as the registered owner hereof, Cede & Co., has an interest herein.

No. AR-3 $1,040,000

UNITED STATES OF AMERICA
STATE OF WEST VIRGINIA
THE CITY OF PARKERSBURG, WEST VIRGINIA
TAXABLE COMBINED WATERWORKS AND
SEWERAGE SYSTEM REFUNDING REVENUE BOND,
SERIES 2006 A

INTEREST RATE	MATURITY DATE	BOND DATE	CUSIP NO.
5.000%	September 1, 2009	March 1, 2006	701352BX3

REGISTERED OWNER: CEDE & CO.

PRINCIPAL AMOUNT: ONE MILLION FORTY-THOUSAND DOLLARS

KNOW ALL MEN BY THESE PRESENTS: That THE CITY OF PARKERSBURG, WEST VIRGINIA, a municipal corporation organized and existing under the laws of the State of West Virginia (the "Issuer"), for value received, hereby promises to pay, solely from the special funds provided therefor, as hereinafter set forth, to the Registered Owner specified above, or registered assigns (the "Registered Owner"), on the Maturity Date specified above, the Principal Amount specified above and solely from such special funds also to pay interest on said Principal Amount from the Interest Payment Date (as hereinafter defined) preceding the date of authentication hereof or, if authenticated after the Record Date (as hereinafter defined) but prior to the applicable Interest Payment Date or on said Interest Payment Date, from said Interest Payment Date or, if no interest has been paid, from the Bond Date specified above,

SPECIMEN

Unless this Bond is presented by an authorized representative of The Depository Trust Company, a New York corporation ("DTC"), to Issuer or its agent for registration of transfer, exchange, or payment, and any Bond issued is registered in the name of Cede & Co. or in such other name as is requested by an authorized representative of DTC (and any payment is made to Cede & Co. or to such other entity as is requested by an authorized representative of DTC), ANY TRANSFER, PLEDGE, OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL inasmuch as the registered owner hereof, Cede & Co., has an interest herein.

No. AR-4 $1,080,000

UNITED STATES OF AMERICA
STATE OF WEST VIRGINIA
THE CITY OF PARKERSBURG, WEST VIRGINIA
TAXABLE COMBINED WATERWORKS AND
SEWERAGE SYSTEM REFUNDING REVENUE BOND,
SERIES 2006 A

INTEREST RATE	MATURITY DATE	BOND DATE	CUSIP NO.
5.000%	September 1, 2010	March 1, 2006	701352BY1

REGISTERED OWNER: CEDE & CO.

PRINCIPAL AMOUNT: ONE MILLION EIGHTY-THOUSAND DOLLARS

KNOW ALL MEN BY THESE PRESENTS: That THE CITY OF PARKERSBURG, WEST VIRGINIA, a municipal corporation organized and existing under the laws of the State of West Virginia (the "Issuer"), for value received, hereby promises to pay, solely from the special funds provided therefor, as hereinafter set forth, to the Registered Owner specified above, or registered assigns (the "Registered Owner"), on the Maturity Date specified above, the Principal Amount specified above and solely from such special funds also to pay interest on said Principal Amount from the Interest Payment Date (as hereinafter defined) preceding the date of authentication hereof or, if authenticated after the Record Date (as hereinafter defined) but prior to the applicable Interest Payment Date or on said Interest Payment Date, from said Interest Payment Date or, if no interest has been paid, from the Bond Date specified above,

SPECIMEN

Unless this Bond is presented by an authorized representative of The Depository Trust Company, a New York corporation ("DTC"), to Issuer or its agent for registration of transfer, exchange, or payment, and any Bond issued is registered in the name of Cede & Co. or in such other name as is requested by an authorized representative of DTC (and any payment is made to Cede & Co. or to such other entity as is requested by an authorized representative of DTC), ANY TRANSFER, PLEDGE, OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL inasmuch as the registered owner hereof, Cede & Co., has an interest herein.

No. AR-5 $1,120,000

UNITED STATES OF AMERICA
STATE OF WEST VIRGINIA
THE CITY OF PARKERSBURG, WEST VIRGINIA
TAXABLE COMBINED WATERWORKS AND
SEWERAGE SYSTEM REFUNDING REVENUE BOND,
SERIES 2006 A

INTEREST RATE	MATURITY DATE	BOND DATE	CUSIP NO.
5.000%	September 1, 2011	March 1, 2006	701352BZ8

REGISTERED OWNER: CEDE & CO.

PRINCIPAL AMOUNT: ONE MILLION ONE HUNDRED TWENTY THOUSAND DOLLARS

KNOW ALL MEN BY THESE PRESENTS: That THE CITY OF PARKERSBURG, WEST VIRGINIA, a municipal corporation organized and existing under the laws of the State of West Virginia (the "Issuer"), for value received, hereby promises to pay, solely from the special funds provided therefor, as hereinafter set forth, to the Registered Owner specified above, or registered assigns (the "Registered Owner"), on the Maturity Date specified above, the Principal Amount specified above and solely from such special funds also to pay interest on said Principal Amount from the Interest Payment Date (as hereinafter defined) preceding the date of authentication hereof or, if authenticated after the Record Date (as hereinafter defined) but prior to the applicable Interest Payment Date or on said Interest Payment Date, from said Interest Payment Date or, if no interest has been paid, from the Bond Date specified above,

SPECIMEN

Unless this Bond is presented by an authorized representative of The Depository Trust Company, a New York corporation ("DTC"), to Issuer or its agent for registration of transfer, exchange, or payment, and any Bond issued is registered in the name of Cede & Co. or in such other name as is requested by an authorized representative of DTC (and any payment is made to Cede & Co. or to such other entity as is requested by an authorized representative of DTC), ANY TRANSFER, PLEDGE, OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL inasmuch as the registered owner hereof, Cede & Co., has an interest herein.

No. AR-6 $1,160,000

UNITED STATES OF AMERICA
STATE OF WEST VIRGINIA
THE CITY OF PARKERSBURG, WEST VIRGINIA
TAXABLE COMBINED WATERWORKS AND
SEWERAGE SYSTEM REFUNDING REVENUE BOND,
SERIES 2006 A

INTEREST RATE	MATURITY DATE	BOND DATE	CUSIP NO.
5.000%	September 1, 2012	March 1, 2006	701352CA2

REGISTERED OWNER: CEDE & CO.

PRINCIPAL AMOUNT: ONE MILLION ONE HUNDRED SIXTY THOUSAND DOLLARS

KNOW ALL MEN BY THESE PRESENTS: That THE CITY OF PARKERSBURG, WEST VIRGINIA, a municipal corporation organized and existing under the laws of the State of West Virginia (the "Issuer"), for value received, hereby promises to pay, solely from the special funds provided therefor, as hereinafter set forth, to the Registered Owner specified above, or registered assigns (the "Registered Owner"), on the Maturity Date specified above, the Principal Amount specified above and solely from such special funds also to pay interest on said Principal Amount from the Interest Payment Date (as hereinafter defined) preceding the date of authentication hereof or, if authenticated after the Record Date (as hereinafter defined) but prior to the applicable Interest Payment Date or on said Interest Payment Date, from said Interest Payment Date or, if no interest has been paid, from the Bond Date specified above,

SPECIMEN

Unless this Bond is presented by an authorized representative of The Depository Trust Company, a New York corporation ("DTC"), to Issuer or its agent for registration of transfer, exchange, or payment, and any Bond issued is registered in the name of Cede & Co. or in such other name as is requested by an authorized representative of DTC (and any payment is made to Cede & Co. or to such other entity as is requested by an authorized representative of DTC), ANY TRANSFER, PLEDGE, OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL inasmuch as the registered owner hereof, Cede & Co., has an interest herein.

No. AR-7 $1,205,000

UNITED STATES OF AMERICA
STATE OF WEST VIRGINIA
THE CITY OF PARKERSBURG, WEST VIRGINIA
TAXABLE COMBINED WATERWORKS AND
SEWERAGE SYSTEM REFUNDING REVENUE BOND,
SERIES 2006 A

INTEREST RATE	MATURITY DATE	BOND DATE	CUSIP NO.
5.250%	September 1, 2013	March 1, 2006	701352CB0

REGISTERED OWNER: CEDE & CO.

PRINCIPAL AMOUNT: ONE MILLION TWO HUNDRED FIVE THOUSAND DOLLARS

KNOW ALL MEN BY THESE PRESENTS: That THE CITY OF PARKERSBURG, WEST VIRGINIA, a municipal corporation organized and existing under the laws of the State of West Virginia (the "Issuer"), for value received, hereby promises to pay, solely from the special funds provided therefor, as hereinafter set forth, to the Registered Owner specified above, or registered assigns (the "Registered Owner"), on the Maturity Date specified above, the Principal Amount specified above and solely from such special funds also to pay interest on said Principal Amount from the Interest Payment Date (as hereinafter defined) preceding the date of authentication hereof or, if authenticated after the Record Date (as hereinafter defined) but prior to the applicable Interest Payment Date or on said Interest Payment Date, from said Interest Payment Date or, if no interest has been paid, from the Bond Date specified above,

SPECIMEN

Unless this Bond is presented by an authorized representative of The Depository Trust Company, a New York corporation ("DTC"), to Issuer or its agent for registration of transfer, exchange, or payment, and any Bond issued is registered in the name of Cede & Co. or in such other name as is requested by an authorized representative of DTC (and any payment is made to Cede & Co. or to such other entity as is requested by an authorized representative of DTC), ANY TRANSFER, PLEDGE, OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL inasmuch as the registered owner hereof, Cede & Co., has an interest herein.

No. AR-8 $1,265,000

UNITED STATES OF AMERICA
STATE OF WEST VIRGINIA
THE CITY OF PARKERSBURG, WEST VIRGINIA
TAXABLE COMBINED WATERWORKS AND
SEWERAGE SYSTEM REFUNDING REVENUE BOND,
SERIES 2006 A

INTEREST RATE	MATURITY DATE	BOND DATE	CUSIP NO.
5.250%	September 1, 2014	March 1, 2006	701352CC8

REGISTERED OWNER: CEDE & CO.

PRINCIPAL AMOUNT: ONE MILLION TWO HUNDRED SIXTY- FIVE THOUSAND DOLLARS

KNOW ALL MEN BY THESE PRESENTS: That THE CITY OF PARKERSBURG, WEST VIRGINIA, a municipal corporation organized and existing under the laws of the State of West Virginia (the "Issuer"), for value received, hereby promises to pay, solely from the special funds provided therefor, as hereinafter set forth, to the Registered Owner specified above, or registered assigns (the "Registered Owner"), on the Maturity Date specified above, the Principal Amount specified above and solely from such special funds also to pay interest on said Principal Amount from the Interest Payment Date (as hereinafter defined) preceding the date of authentication hereof or, if authenticated after the Record Date (as hereinafter defined) but prior to the applicable Interest Payment Date or on said Interest Payment Date, from said Interest Payment Date or, if no interest has been paid, from the Bond Date specified above,

SPECIMEN

Unless this Bond is presented by an authorized representative of The Depository Trust Company, a New York corporation ("DTC"), to Issuer or its agent for registration of transfer, exchange, or payment, and any Bond issued is registered in the name of Cede & Co. or in such other name as is requested by an authorized representative of DTC (and any payment is made to Cede & Co. or to such other entity as is requested by an authorized representative of DTC), ANY TRANSFER, PLEDGE, OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL inasmuch as the registered owner hereof, Cede & Co., has an interest herein.

No. AR-9 $1,330,000

UNITED STATES OF AMERICA
STATE OF WEST VIRGINIA
THE CITY OF PARKERSBURG, WEST VIRGINIA
TAXABLE COMBINED WATERWORKS AND
SEWERAGE SYSTEM REFUNDING REVENUE BOND,
SERIES 2006 A

INTEREST RATE	MATURITY DATE	BOND DATE	CUSIP NO.
5.250%	September 1, 2015	March 1, 2006	701352CD6

REGISTERED OWNER: CEDE & CO.

PRINCIPAL AMOUNT: ONE MILLION THREE HUNDRED THIRTY THOUSAND DOLLARS

KNOW ALL MEN BY THESE PRESENTS: That THE CITY OF PARKERSBURG, WEST VIRGINIA, a municipal corporation organized and existing under the laws of the State of West Virginia (the "Issuer"), for value received, hereby promises to pay, solely from the special funds provided therefor, as hereinafter set forth, to the Registered Owner specified above, or registered assigns (the "Registered Owner"), on the Maturity Date specified above, the Principal Amount specified above and solely from such special funds also to pay interest on said Principal Amount from the Interest Payment Date (as hereinafter defined) preceding the date of authentication hereof or, if authenticated after the Record Date (as hereinafter defined) but prior to the applicable Interest Payment Date or on said Interest Payment Date, from said Interest Payment Date or, if no interest has been paid, from the Bond Date specified above,

SPECIMEN

Unless this Bond is presented by an authorized representative of The Depository Trust Company, a New York corporation ("DTC"), to Issuer or its agent for registration of transfer, exchange, or payment, and any Bond issued is registered in the name of Cede & Co. or in such other name as is requested by an authorized representative of DTC (and any payment is made to Cede & Co. or to such other entity as is requested by an authorized representative of DTC), ANY TRANSFER, PLEDGE, OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL inasmuch as the registered owner hereof, Cede & Co., has an interest herein.

No. AR-10 $1,395,000

UNITED STATES OF AMERICA
STATE OF WEST VIRGINIA
THE CITY OF PARKERSBURG, WEST VIRGINIA
TAXABLE COMBINED WATERWORKS AND
SEWERAGE SYSTEM REFUNDING REVENUE BOND,
SERIES 2006 A

INTEREST RATE	MATURITY DATE	BOND DATE	CUSIP NO.
4.900%	September 1, 2016	March 1, 2006	701352CE4

REGISTERED OWNER: CEDE & CO.

PRINCIPAL AMOUNT: ONE MILLION THREE HUNDRED NINETY-FIVE THOUSAND DOLLARS

KNOW ALL MEN BY THESE PRESENTS: That THE CITY OF PARKERSBURG, WEST VIRGINIA, a municipal corporation organized and existing under the laws of the State of West Virginia (the "Issuer"), for value received, hereby promises to pay, solely from the special funds provided therefor, as hereinafter set forth, to the Registered Owner specified above, or registered assigns (the "Registered Owner"), on the Maturity Date specified above, the Principal Amount specified above and solely from such special funds also to pay interest on said Principal Amount from the Interest Payment Date (as hereinafter defined) preceding the date of authentication hereof or, if authenticated after the Record Date (as hereinafter defined) but prior to the applicable Interest Payment Date or on said Interest Payment Date, from said Interest Payment Date or, if no interest has been paid, from the Bond Date specified above,

SPECIMEN

Unless this Bond is presented by an authorized representative of The Depository Trust Company, a New York corporation ("DTC"), to Issuer or its agent for registration of transfer, exchange, or payment, and any Bond issued is registered in the name of Cede & Co. or in such other name as is requested by an authorized representative of DTC (and any payment is made to Cede & Co. or to such other entity as is requested by an authorized representative of DTC), ANY TRANSFER, PLEDGE, OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL inasmuch as the registered owner hereof, Cede & Co., has an interest herein.

No. AR-11 $1,455,000

UNITED STATES OF AMERICA
STATE OF WEST VIRGINIA
THE CITY OF PARKERSBURG, WEST VIRGINIA
TAXABLE COMBINED WATERWORKS AND
SEWERAGE SYSTEM REFUNDING REVENUE BOND,
SERIES 2006 A

INTEREST RATE	MATURITY DATE	BOND DATE	CUSIP NO.
4.900%	September 1, 2017	March 1, 2006	701352CF1

REGISTERED OWNER: CEDE & CO.

PRINCIPAL AMOUNT: ONE MILLION FOUR HUNDRED FIFTY-FIVE THOUSAND DOLLARS

KNOW ALL MEN BY THESE PRESENTS: That THE CITY OF PARKERSBURG, WEST VIRGINIA, a municipal corporation organized and existing under the laws of the State of West Virginia (the "Issuer"), for value received, hereby promises to pay, solely from the special funds provided therefor, as hereinafter set forth, to the Registered Owner specified above, or registered assigns (the "Registered Owner"), on the Maturity Date specified above, the Principal Amount specified above and solely from such special funds also to pay interest on said Principal Amount from the Interest Payment Date (as hereinafter defined) preceding the date of authentication hereof or, if authenticated after the Record Date (as hereinafter defined) but prior to the applicable Interest Payment Date or on said Interest Payment Date, from said Interest Payment Date or, if no interest has been paid, from the Bond Date specified above,

SPECIMEN

Unless this Bond is presented by an authorized representative of The Depository Trust Company, a New York corporation ("DTC"), to Issuer or its agent for registration of transfer, exchange, or payment, and any Bond issued is registered in the name of Cede & Co. or in such other name as is requested by an authorized representative of DTC (and any payment is made to Cede & Co. or to such other entity as is requested by an authorized representative of DTC), ANY TRANSFER, PLEDGE, OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL inasmuch as the registered owner hereof, Cede & Co., has an interest herein.

No. AR-12 $1,510,000

UNITED STATES OF AMERICA
STATE OF WEST VIRGINIA
THE CITY OF PARKERSBURG, WEST VIRGINIA
TAXABLE COMBINED WATERWORKS AND
SEWERAGE SYSTEM REFUNDING REVENUE BOND,
SERIES 2006 A

INTEREST RATE	MATURITY DATE	BOND DATE	CUSIP NO.
4.900%	September 1, 2018	March 1, 2006	701352CG9

REGISTERED OWNER: CEDE & CO.

PRINCIPAL AMOUNT: ONE MILLION FIVE HUNDRED TEN THOUSAND DOLLARS

KNOW ALL MEN BY THESE PRESENTS: That THE CITY OF PARKERSBURG, WEST VIRGINIA, a municipal corporation organized and existing under the laws of the State of West Virginia (the "Issuer"), for value received, hereby promises to pay, solely from the special funds provided therefor, as hereinafter set forth, to the Registered Owner specified above, or registered assigns (the "Registered Owner"), on the Maturity Date specified above, the Principal Amount specified above and solely from such special funds also to pay interest on said Principal Amount from the Interest Payment Date (as hereinafter defined) preceding the date of authentication hereof or, if authenticated after the Record Date (as hereinafter defined) but prior to the applicable Interest Payment Date or on said Interest Payment Date, from said Interest Payment Date or, if no interest has been paid, from the Bond Date specified above,

SPECIMEN

Unless this Bond is presented by an authorized representative of The Depository Trust Company, a New York corporation ("DTC"), to Issuer or its agent for registration of transfer, exchange, or payment, and any Bond issued is registered in the name of Cede & Co. or in such other name as is requested by an authorized representative of DTC (and any payment is made to Cede & Co. or to such other entity as is requested by an authorized representative of DTC), ANY TRANSFER, PLEDGE, OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL inasmuch as the registered owner hereof, Cede & Co., has an interest herein.

No. AR-13 $1,570,000

UNITED STATES OF AMERICA
STATE OF WEST VIRGINIA
THE CITY OF PARKERSBURG, WEST VIRGINIA
TAXABLE COMBINED WATERWORKS AND
SEWERAGE SYSTEM REFUNDING REVENUE BOND,
SERIES 2006 A

INTEREST RATE	MATURITY DATE	BOND DATE	CUSIP NO.
4.900%	September 1, 2019	March 1, 2006	701352CH7

REGISTERED OWNER: CEDE & CO.

PRINCIPAL AMOUNT: ONE MILLION FIVE HUNDRED SEVENTY THOUSAND DOLLARS

KNOW ALL MEN BY THESE PRESENTS: That THE CITY OF PARKERSBURG, WEST VIRGINIA, a municipal corporation organized and existing under the laws of the State of West Virginia (the "Issuer"), for value received, hereby promises to pay, solely from the special funds provided therefor, as hereinafter set forth, to the Registered Owner specified above, or registered assigns (the "Registered Owner"), on the Maturity Date specified above, the Principal Amount specified above and solely from such special funds also to pay interest on said Principal Amount from the Interest Payment Date (as hereinafter defined) preceding the date of authentication hereof or, if authenticated after the Record Date (as hereinafter defined) but prior to the applicable Interest Payment Date or on said Interest Payment Date, from said Interest Payment Date or, if no interest has been paid, from the Bond Date specified above,

SPECIMEN

Unless this Bond is presented by an authorized representative of The Depository Trust Company, a New York corporation ("DTC"), to Issuer or its agent for registration of transfer, exchange, or payment, and any Bond issued is registered in the name of Cede & Co. or in such other name as is requested by an authorized representative of DTC (and any payment is made to Cede & Co. or to such other entity as is requested by an authorized representative of DTC), ANY TRANSFER, PLEDGE, OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL inasmuch as the registered owner hereof, Cede & Co., has an interest herein.

No. AR-14

$1,635,000

UNITED STATES OF AMERICA
STATE OF WEST VIRGINIA
THE CITY OF PARKERSBURG, WEST VIRGINIA
TAXABLE COMBINED WATERWORKS AND
SEWERAGE SYSTEM REFUNDING REVENUE BOND,
SERIES 2006 A

INTEREST RATE	MATURITY DATE	BOND DATE	CUSIP NO.
4.900%	September 1, 2020	March 1, 2006	701352CJ3

REGISTERED OWNER: CEDE & CO.

PRINCIPAL AMOUNT: ONE MILLION SIX HUNDRED THIRTY-FIVE THOUSAND DOLLARS

KNOW ALL MEN BY THESE PRESENTS: That THE CITY OF PARKERSBURG, WEST VIRGINIA, a municipal corporation organized and existing under the laws of the State of West Virginia (the "Issuer"), for value received, hereby promises to pay, solely from the special funds provided therefor, as hereinafter set forth, to the Registered Owner specified above, or registered assigns (the "Registered Owner"), on the Maturity Date specified above, the Principal Amount specified above and solely from such special funds also to pay interest on said Principal Amount from the Interest Payment Date (as hereinafter defined) preceding the date of authentication hereof or, if authenticated after the Record Date (as hereinafter defined) but prior to the applicable Interest Payment Date or on said Interest Payment Date, from said Interest Payment Date or, if no interest has been paid, from the Bond Date specified above,

SPECIMEN

Unless this Bond is presented by an authorized representative of The Depository Trust Company, a New York corporation ("DTC"), to Issuer or its agent for registration of transfer, exchange, or payment, and any Bond issued is registered in the name of Cede & Co. or in such other name as is requested by an authorized representative of DTC (and any payment is made to Cede & Co. or to such other entity as is requested by an authorized representative of DTC), ANY TRANSFER, PLEDGE, OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL inasmuch as the registered owner hereof, Cede & Co., has an interest herein.

No. BR-1 $355,000

UNITED STATES OF AMERICA
STATE OF WEST VIRGINIA
THE CITY OF PARKERSBURG, WEST VIRGINIA
TAXABLE COMBINED WATERWORKS AND
SEWERAGE SYSTEM REFUNDING REVENUE BOND,
SERIES 2006 A

INTEREST RATE	MATURITY DATE	BOND DATE	CUSIP NO.
5.000%	September 1, 2007	March 1, 2006	701352CK0

REGISTERED OWNER: CEDE & CO.

PRINCIPAL AMOUNT: THREE HUNDRED FIFTY-FIVE THOUSAND DOLLARS

KNOW ALL MEN BY THESE PRESENTS: That THE CITY OF PARKERSBURG, WEST VIRGINIA, a municipal corporation organized and existing under the laws of the State of West Virginia (the "Issuer"), for value received, hereby promises to pay, solely from the special funds provided therefor, as hereinafter set forth, to the Registered Owner specified above, or registered assigns (the "Registered Owner"), on the Maturity Date specified above, the Principal Amount specified above and solely from such special funds also to pay interest on said Principal Amount from the Interest Payment Date (as hereinafter defined) preceding the date of authentication hereof or, if authenticated after the Record Date (as hereinafter defined) but prior to the applicable Interest Payment Date or on said Interest Payment Date, from said Interest Payment Date or, if no interest has been paid, from the Bond Date specified above,

Date, from said Interest Payment Date or, if no interest has been paid, from the Bond Date specified above, or, if and to the extent that the Issuer shall default in the payment of interest on any Interest Payment Date, then this Bond shall bear interest from the most recent Interest Payment Date to which interest has been paid or duly provided for, and in which case any Bond surrendered for transfer or exchange shall be dated as of the Interest Payment Date to which interest has been paid in full, at the Interest Rate per annum specified above, semiannually, on March 1 and September 1, in each year, beginning September 1, 2006 (each an "Interest Payment Date"), until maturity or until the date fixed for redemption if this Bond is called for prior redemption and payment on such date is provided for. Capitalized terms used and not defined herein shall have the meanings ascribed thereto in the hereinafter described Ordinance.

Interest accruing on this Bond on and prior to the Maturity Date hereof shall be payable by check or draft mailed by the West Virginia Municipal Bond Commission, Charleston, West Virginia, as paying agent (in such capacity, the "Paying Agent"), to the Registered Owner hereof as of the applicable Record Date (each February 15 and August 15) or, in the event of a default in the payment of Bonds, that special record date to be fixed by the hereinafter named Registrar by notice given to the Registered Owners not less than 10 days prior to said special record date at the address of such Registered Owner as it appears on the registration books of the Issuer maintained by United Bank, Inc., Charleston, West Virginia, as registrar (in such capacity, the "Registrar"), or, at the option of any Registered Owner of at least $500,000 in aggregate principal amount of Bonds, by wire transfer in immediately available funds to a domestic bank account specified in writing by the Registered Owner to the Paying Agent at least 5 days prior to such Record Date. Principal and premium, if any, shall be paid when due upon presentation and surrender of this Bond for payment at the principal corporate trust office of the Paying Agent, in Charleston, West Virginia.

This Bond is one of an issue of a series of bonds, in the aggregate principal amount of $355,000 designated "The City of Parkersburg, West Virginia Taxable Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 2006 B" (the "Bonds"), of the Issuer, of like tenor and effect, except as to number, denomination, date of maturity and interest rate, dated March 1, 2006, the proceeds of which are to be used, together with other funds of the Issuer, to facilitate the subsequent issuance and sale of its Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 2006 C (the "Series 2006 C Bonds"), on June 15, 2006, the proceeds of which will be used to currently refund the Issuer's Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 1996 (the "Series 1996 Bonds"), which were issued to refinance the cost of acquisition and construction of certain improvements to the combined waterworks and sewerage system of the Issuer (the "System"), and to pay costs of issuance of the Bonds.

The Bonds are issued under the authority of and in full compliance with the Constitution and statutes of the State of West Virginia, including particularly Chapter 13, Article 2E, and Chapter 8, Article 20 of the West Virginia Code of 1931, as amended (collectively, the "Act"), and an ordinance duly enacted by the Council of the Issuer on December 13, 2005, as supplemented by a supplemental parameters resolution duly adopted by the Council on December 27, 2005 and a second supplemental resolution duly

adopted by the Council of the Issuer on March 14, 2006 (hereinafter collectively referred to as the "Ordinance"), and is subject to all the terms and conditions of the Ordinance. The Ordinance provides for the issuance of additional bonds under certain conditions, and such bonds would be entitled to be paid and secured equally and ratably from and by the funds and revenues and other security provided for the Bonds under the Ordinance. Reference is hereby made to the Ordinance, as the same may be amended and supplemented from time to time, for a description of the rights, limitations of rights, obligations, duties and immunities of the Issuer, the Registrar, the Paying Agent, the Registered Owners of the Bonds and the Registered Owners of any subsequently issued additional bonds. Executed counterparts or certified copies of the Ordinance are on file at the office of the City Clerk in The City of Parkersburg, West Virginia.

THE BONDS ARE ISSUED ON A PARITY, WITH RESPECT TO LIENS, PLEDGE AND SOURCE OF AND SECURITY FOR PAYMENT, AND IN ALL RESPECTS, WITH THE ISSUER'S TAXABLE COMBINED WATERWORKS AND SEWERAGE SYSTEM REFUNDING REVENUE BONDS, SERIES 2006 A, DATED MARCH 23, 2006, ISSUED CONCURRENTLY HEREWITH IN THE ORIGINAL AGGREGATE PRINCIPAL AMOUNT OF $17,070,000 (THE "SERIES 2006 A BONDS").

IF THE SERIES 2006 C BONDS ARE NOT ISSUED ON JUNE 15, 2006, THE BONDS SHALL ON AND AFTER SUCH DATE BE ON A PARITY, WITH RESPECT TO LIENS, PLEDGE AND SOURCE OF AND SECURITY FOR PAYMENT, AND IN ALL RESPECTS, WITH (1) THE SERIES 1996 BONDS AND (2) THE PRIOR BONDS.

This Bond is payable only from and secured by a pledge of the securities and cash deposited in the Escrow Fund (as defined in the Ordinance) and earnings thereon, which shall be sufficient to pay the principal of and interest on some or all bonds which may be issued pursuant to the Act and shall be set aside as a special fund hereby pledged for such purpose and to make the other payments required by the Ordinance, or in the event the Escrow Fund is insufficient, from a like exchange of an equal amount of Series 2006 C Bonds. This Bond does not constitute an indebtedness of the Issuer within any constitutional or statutory provision or limitation, nor shall the Issuer be obligated to pay the same or the interest hereon except from such Escrow Fund. If the Series 2006 C Bonds are not issued on or before June 15, 2006, the Bonds shall on and after such date be payable from and secured by a first lien on the Gross Revenues derived from the System on a parity with the lien of the Series 1996 Bonds and the Prior Bonds. The Issuer has entered into certain further covenants with the Registered Owners of the Bonds, for the terms of which reference is made to the Ordinance. Remedies provided the Registered Owners of the Bonds are exclusively as provided in the Ordinance, to which reference is here made for a detailed description thereof.

All monies received from the sale of the Bonds except for accrued interest thereon and monies used to pay costs of issuance, shall be applied solely to the purchase of securities to be deposited in the Escrow Fund, and there shall be, and hereby is, created and granted a lien upon such monies, until so applied, in favor of the Registered Owners of the Bonds.

The Bonds of this issue are subject to redemption prior to their stated maturity dates, as provided in the Ordinance and as set forth in the following lettered paragraphs:

(A) Mandatory Redemption. By its purchase of this Bond, each Bondholder shall unconditionally and irrevocably agree, upon the authentication and issuance of the Series 2006 C Bonds in accordance with the provisions of the Ordinance and delivery of the Series 2006 C Bond Counsel Opinion as provided in the Ordinance, to purchase on June 15, 2006 (the "Series 2006 C Bonds Issuance Date"), Series 2006 C Bonds in a principal amount equal to the then outstanding principal amount of such Bondholder's Series 2006 A Bonds at a purchase price equal to the principal amount thereof (the "Series 2006 C Bonds Purchase Price"). By its purchase of this Bond, each Bondholder irrevocably appoints the Escrow Agent (as defined in the Ordinance) as its agent and attorney in fact and instructs the Escrow Agent on its behalf to transfer the redemption proceeds of this Bond redeemed pursuant to the special mandatory redemption provisions of this Bond, in an amount equal to the principal amount of the Bonds of such Bondholder which are so redeemed, to the Paying Agent for the Bonds, which will transfer such amounts to the Original Purchaser (as defined in the Ordinance), which will purchase from the Issuer said amount of Series 2006 C Bonds on behalf of such Bondholder, or exchange the Series 2006 A Bonds for a like amount of Series 2006 C Bonds, all for the purpose of satisfying such Bondholder's obligation to purchase the Series 2006 C Bonds. Such purchase or exchange shall be made by the Original Purchaser on behalf of the Bondholder (unless enjoined by a court of competent jurisdiction in the event of a bankruptcy or insolvency of a Bondholder or due to other similar circumstances) automatically and without the necessity of any further action on the part of each Bondholder. Each Bondholder, by its purchase of this Bond, pledges to the Escrow Agent and Paying Agent the proceeds of the redemption of this Bond to be applied to the purchase or exchange by the Original Purchaser of a like amount of Series 2006 C Bonds on behalf of and for the account of such Bondholder. Each Bondholder, by its purchase of this Bond, is deemed to agree to, acknowledge and accept the terms and conditions described above and to be bound by all of the provisions of the Ordinance, without the necessity of any written acknowledgment, acceptance, signature or receipt of a copy of the Ordinance by such Bondholder.

Upon the satisfaction of the conditions set forth in the Ordinance for the issuance of the Series 2006 C Bonds, and upon the performance by the Escrow Agent, on behalf of each Bondholder of such Bondholder's obligation to purchase Series 2006 C Bonds in an amount equal to the then outstanding principal amount of such Bondholder's Bonds, each Bond with respect to which the foregoing conditions have been satisfied shall be subject to mandatory redemption on June 15, 2006, without notice, at a price equal to the principal amount thereof, plus accrued interest thereon to and including the date fixed for redemption. In the event the conditions set forth in the Ordinance for the issuance of the Series 2006 C Bonds are satisfied, but the Escrow Agent is prevented by a court of competent jurisdiction from performing on behalf of a Bondholder its obligation to purchase a corresponding amount of Series 2006 C Bonds, as set forth above, then this Bond shall not be subject to mandatory redemption and will remain outstanding in accordance with its terms.

With respect to the mandatory redemption of this Bond, in the event Series 2006 C Bonds have been issued and delivered, within ten (10) business days following such issuance and delivery, the Paying Agent will mail to the persons who were Series 2006 A Bondholders immediately prior to the Series 2006 C Bonds Issuance Date by first class mail, postage prepaid, at the address of each Bondholder shown on the Bond Register whose Bond has been redeemed under the mandatory redemption provisions of the Ordinance and for whom a corresponding Series 2006 C Bond has been purchased and/or exchanged under the Ordinance, a notice setting forth the information provided in the Ordinance with respect to the Bonds redeemed and advising such holder that upon the surrender of such holder's Bonds to the Paying Agent, the Paying Agent will deliver to such Bondholder the Series 2006 C Bonds purchased and/or exchanged on its behalf. Such notice shall provide the address of the Paying Agent to which this Bond is to be presented.

In the event the Series 2006 C Bonds are not issued on the Series 2006 C Bonds Issuance Date, this Bond shall remain outstanding in accordance with its terms and shall be subject to optional redemption after June 15, 2006, all as set forth in the Ordinance.

In the event of any redemption of less than all outstanding Bonds, Bonds shall be selected for redemption by lot or in such other manner deemed appropriate by the Paying Agent. If less than all the Bonds are to be redeemed, the Bonds to be redeemed shall be identified by reference to the Series designation, date of issue, CUSIP numbers and Maturity Dates.

Notice of any redemption of this Bond, unless waived, shall be given by the Paying Agent on behalf of the Issuer by mailing an official redemption notice by registered or certified mail at least 30 days and not more than 60 days prior to the date fixed for redemption to the Registered Owner of the Bond or Bonds to be redeemed at the address shown on the Bond Register or at such other address as is furnished in writing by such Registered Owner to the Registrar. A copy of such notice of redemption shall also be mailed to the Registrar. Notice of redemption having been given as aforesaid, the Bonds or portions of Bonds so to be redeemed shall, on the Redemption Date, become due and payable at the redemption price therein specified, and from and after such date (unless the Issuer shall default in the payment of the redemption price) such Bonds or portions of Bonds shall cease to bear interest.

Failure to receive such notice or any defect therein or in the mailing thereof shall not affect the validity of proceedings for the redemption of this Bond.

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 do exist, have happened and have been performed in due time, form and manner as required by law, and that the amount of this Bond, together with all other obligations of said Issuer, does not exceed any limit prescribed by the Constitution or statutes of the State of West Virginia, and that a sufficient amount of securities and cash deposited in the Escrow Fund, or in the event the Series 2006 C Bonds are not issued, the Gross

Revenues of the System has been pledged to and will be set aside into said special fund by said Issuer for the prompt payment of the principal of and interest on the Bonds of which this Bond is one.

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 be transferred only upon the surrender hereof at the office of the Registrar and otherwise as provided by the Resolution.

This Bond is, under the Act, exempt from all taxation by the State of West Virginia, or any county, municipality, political subdivision or agency thereof, except inheritance, estate and transfer taxes.

This Bond shall not be entitled to any benefit under the Ordinance, or become valid or obligatory for any purpose, until the certificate of authentication and registration hereon shall have been signed by the Registrar.

All provisions of the Ordinance and the 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.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, THE CITY OF PARKERSBURG has caused this Bond to be signed by its Mayor, and its corporate seal to be imprinted hereon and attested by its City Clerk, and has caused this Bond to be dated as of the Bond Date specified above.

[SEAL]

SPECIMEN

Mayor

ATTEST:

SPECIMEN

City Clerk

CERTIFICATE OF AUTHENTICATION AND REGISTRATION

This Bond is one of the fully registered Bonds described in the within-mentioned Ordinance and has been duly registered in the name of the Registered Owner on the date set forth below. Attached hereto is the complete text of the opinion of Steptoe & Johnson PLLC, bond counsel, signed originals of which are on file with the Registrar, delivered and dated on the date of the original delivery of and payment for the Bonds.

Dated: March 23, 2006.

UNITED BANK, INC., as Registrar

By: _____
Its: Authorized Officer

SPECIMEN

ASSIGNMENT

Social Security or Other Identifying Number of Assignee _____

_____

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

_____

_____

_____ the within Bond and does hereby irrevocably constitute and appoint

_____

_____ to transfer the said Bond on the books kept for registration thereof with full power of substitution in the premises.

Dated: _____, _____.

_____

SIGNATURE GUARANTEED:

_____
(Bank, Trust Company or Firm)

_____
(Authorized Officer)

NOTICE: The Assignor's signature to this Assignment must correspond with the name as it appears upon the face of the within Bond in every particular, without alteration or any change whatever.

686870.00017

CHARTER

CITY OF

PARKERSBURG, WEST VIRGINIA

EDITOR'S NOTE: The Parkersburg Charter was adopted at the special election held October 7, 1969. Dates appearing in parentheses following a section heading indicate those provisions were subsequently amended, enacted or repealed on the date given.

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CHARTER

OF THE

CITY OF PARKERSBURG

ARTICLE I
INCORPORATION; FORM GOVERNMENT; POWERS

SECTION 1.100 INCORPORATION.
The inhabitants of the City of Parkersburg, West Virginia, within the corporate limits as now established or as hereafter established in the manner provided by law, shall continue to be a municipal body politic and corporate in perpetuity, under the name of "The City of Parkersburg".

SECTION 1.101 FORM OF GOVERNMENT.
The municipal government provided by this charter shall be the "strong-mayor plan".

SECTION 1.102 POWERS OF CITY.
This City, incorporated under this municipal home rule Charter, shall have all the powers granted to municipal corporations and to cities of its class by the Constitution and laws of the State of West Virginia, together with all the implied powers necessary to carry into execution all the powers granted.

ARTICLE II
LEGISLATIVE BRANCH

CHAPTER 1. THE COUNCIL

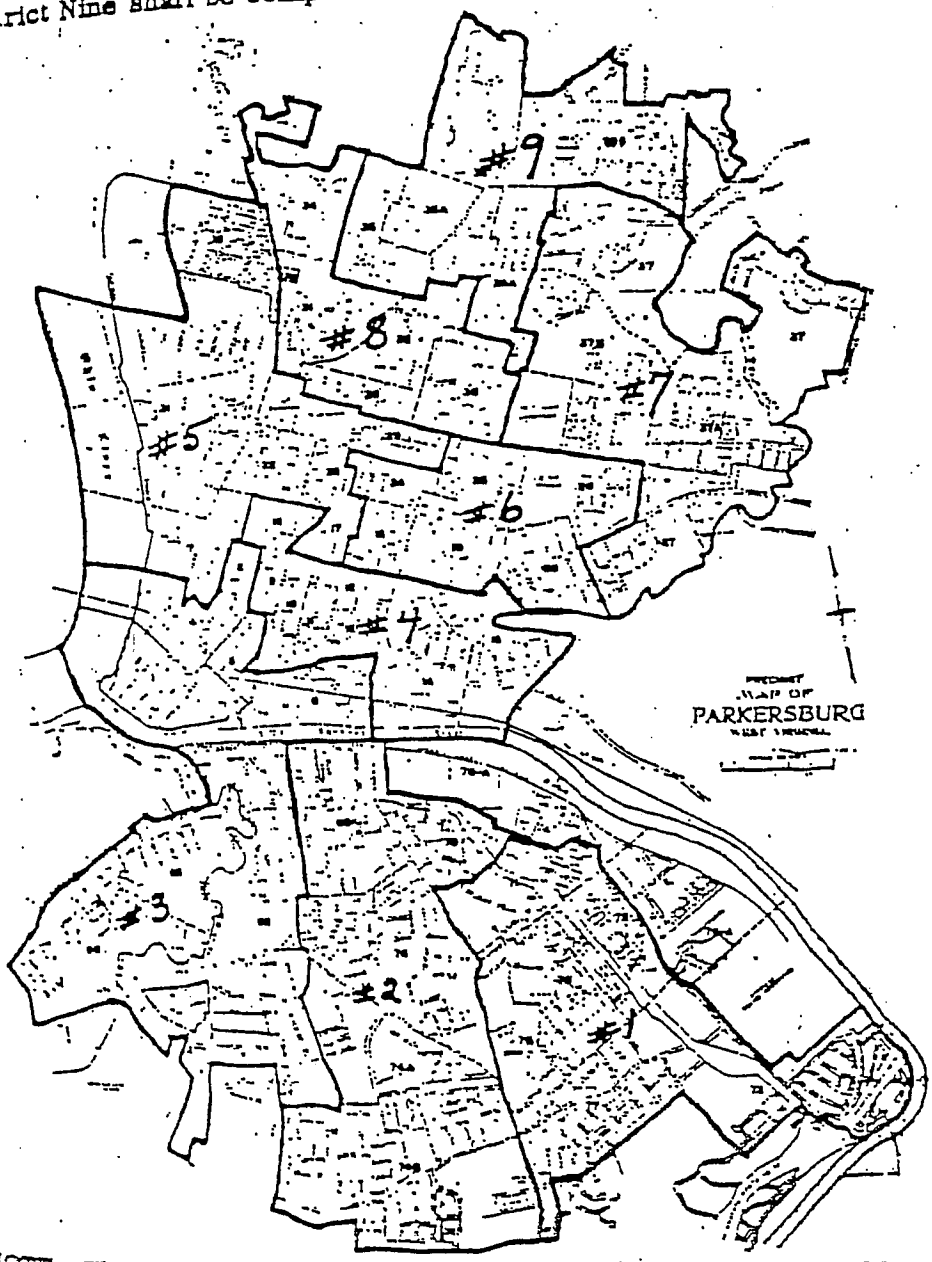
SECTION 2.100 POWERS.
All legislative powers of the City shall be vested in the Council.

SECTION 2.101 NUMBER, SELECTION AND TERMS OF COUNCILMEN.
The Council shall consist of nine members, one to be elected from each of the municipal election districts, hereinafter described, to serve for a term of four years, in the manner provided in this Charter. Each Councilman shall be elected by the qualified voters resident in the particular district from which he is to be elected.

SECTION 2.102 ELECTION DISTRICTS.
The City shall be divided into nine election districts, each serving as the basis for electing a district Councilman. The nine election districts shall be as follows:

R.103

(a) District One shall be composed of Precincts numbers 71, 72, 73, 75, 76 and 77.
(b) District Two shall be composed of Precincts numbers 69, 70, 74, 74A and 74B.
(c) District Three shall be composed of Precincts numbers 1, 4, 5, 6, 8, 65, 66 and 68.
(d) District Four shall be composed of Precincts numbers 9, 10, 11, 12, 13, 14, 15 and 16.
(e) District Five shall be composed of Precincts numbers 7, 17, 21, 22, 23, 29 and 33.
(f) District Six shall be composed of Precincts numbers 18, 19, 20, 24, 25 and 26.
(g) District Seven shall be composed of Precincts numbers 27, 37, 37A and 37B.
(h) District Eight shall be composed of Precincts numbers 28, 30, 31, 32 and 34.
(i) District Nine shall be composed of Precincts numbers 35, 35A, 36, 36A and 36B.



EDITOR'S NOTE: The election district boundaries originally established by the Charter have been amended by a later ordinance pursuant to the authority granted under Section R.104 of the Charter.

SECTION 2.103 PRECINCTS DEFINED.

The precincts referred to in Section 2.102 shall mean the voting precincts, insofar as they lie within the corporate limits of the City, fixed by the County court for all State and County elections as they exist on the effective date of this Charter. Within three months after their election and qualification, the members of the first Council elected under this Charter shall cause to be made and kept a detailed map of the City showing the boundaries of the Municipal election districts herein described; and each subsequent Council shall cause such map to be kept, maintained and revised as appropriate. The initial such map and any revised such map shall be approved and promulgated by Council in the same manner as provided for the adoption of ordinances.

SECTION 2.104 COUNCIL REDISTRICTING.

It shall be the duty of Council to redistrict the City by ordinance, with or without the assistance of a districting commission, within a period of six months after the official publication by the United States of the population of the City as revealed in such official census. Each election district shall be made to contain as nearly as possible, consistent with general laws, the population factor obtained by dividing by the number of district Councilmen the City's population as shown by such official census. If, at the expiration of the six months period, Council shall have failed to redistrict the City as herein required, the members of Council shall receive no further compensation until such ordinance shall have been adopted; and the Director of Finance shall issue no checks for such compensation which would ordinarily have accrued during the period of noncompliance. Council may redistrict the City at any more frequent intervals as it may deem appropriate based upon any other such more timely information as may become available.

SECTION 2.105 QUALIFICATIONS OF COUNCILMEN.

All Councilmen shall be citizens of the United States and qualified electors of the City, and shall not hold, during their terms of office, any other public office or position nor be members of any political executive committee; provided, however, that a notary public, member of the military or naval forces or public school or college employee shall not be deemed to hold a public office or position within the meaning of this section. Each Councilman shall have been a resident of the City for at least two years immediately preceding his election and shall, at the time of his announcement for office and during his term of office, reside within the district from which elected or appointed to represent; provided, however, that no redistricting of the City shall effect the term of any incumbent Councilman during his then existing term of office.

SECTION 2.106 ORGANIZATION OF THE COUNCIL; OFFICERS; RULES; EMPLOYEES.

(1) The Council shall meet in the Council chamber at the City Hall for organization at 7:30 p.m. on the Tuesday next following the date its members assume office, at which time it shall elect one of its members as president and one of its other members as vice president, both of whom shall serve at the pleasure of the Council. The president shall be the presiding officer and shall, together with all other Councilmen, have the right to vote in the Council at all times, except when serving as acting Mayor. In the event of the president's absence or disability, or disqualification to act because of his serving as

(2) The Council shall determine and adopt its own rules governing its officers and employees, for the organization of committees and respecting the transaction of its business.

(3) The Council shall meet regularly at such times as may be prescribed by its rules, but not less frequently than twice each month. Special meetings may be called at any time, upon reasonable notice, by the Mayor or the president of Council and shall be so called by the President upon request of a majority of all members of the Council. The requirement of reasonable notice, as mentioned herein, may be fulfilled by delivering a written notice of the time and place of the special meeting containing a brief statement of the purpose of the meeting in the method provided by law for the institution of a civil action within 12 hours of the time set for the meeting, or by such other method as Council may by ordinance provide.

CHAPTER 2. COUNCIL PROCEDURE

SECTION 2.200 PROCEDURE RESPECTING ADOPTION OF ORDINANCES.

Every act of the Council which is to become law shall be by ordinance and shall begin with the enacting clause, "The Council of the City of Parkersburg hereby ordains:". The enactment of ordinances shall be performed in the manner provided in W. Va. Code, 8-11-4 (Acts 1969), except as otherwise herein provided.

After the first reading, by title or in full, and the consideration of any amendments, the question shall be: "Shall the ordinance be advanced to second reading?". If the question shall be decided in the negative, it shall not again be put until the ordinance be read by title or in full again. If the question put is agreed to, the President shall order the ordinance to second reading. Except in those cases expressly exempted from second readings by subsection (d), Section 4, Article 11, Chapter 8 of the Code of West Virginia of 1931, as amended, the second reading of an ordinance shall be held not less than seven days after it is ordered to second reading. After second reading by title or otherwise, the question shall be on passage of the ordinance unless some other question has precedence. (Amended 10-15-85.)

SECTION 2.201 SUBMISSION OF ORDINANCES TO MAYOR; VETO POWER.

Within ninety-six (96) hours after the adjournment of any Council meeting, the City Clerk shall present to the Mayor all duly certified ordinances and resolutions adopted at the meeting. Such ordinances or resolutions so presented shall be certified by a duly appointed member of Council within forty-eight (48) hours from adjournment of the meeting wherein the same was passed. The Mayor, within seven days of receipt of an ordinance or resolution, shall return it to the City Clerk with or without his signature, or with his veto. If the ordinance or resolution is signed, it shall become operative at noon the seventh calendar day after it is presented to the Mayor. If the ordinance is disapproved by veto, the Mayor shall attach thereto a written statement explaining the reasons for his veto. Ordinances or resolutions vetoed by the Mayor shall be presented by the City Clerk to Council for consideration at its next regular meeting or a special meeting if consideration of the veto is included in the call therefor, and should the Council then or thereafter adopt the ordinance or resolution by [illegible]

date of final passage; and if no operative date is so specified, it shall become operative at noon on the fifteenth calendar day after the date of final passage. The Mayor's veto power shall extend to disapproving or reducing individual appropriation items in the budget or any ordinance or resolution, except appropriations or resolutions for auditing or investigating any part of the executive branch of the City government. (Amended 10-15-

SECTION 2.202 MAYOR OR REPRESENTATIVE SHALL ATTEND COUNCIL MEETIN

The Mayor or his designated representative shall attend any meeting of the Council and may attend any meeting of its committees and may express his views, orally or in writing, on matters pending before the Council; but he shall have no right to introduce any motion, resolution, or ordinance, or amendments thereof, nor to vote thereon.

SECTION 2.203 COUNCIL MEETINGS TO BE PUBLIC.

The meetings of Council shall be open to the public. Upon affirmation by a majority vote of the members present, Council may declare an Executive Session upon any stated ground provided by law. Attendance at such Executive Session shall be limited to members of Council and those persons invited by an affirmation of a majority vote of those Council members present. (Amended 10-15-85.)

SECTION 2.204 COUNCIL TO BE THE JUDGE OF QUALIFICATIONS OF ITS MEMBERS.

The Council shall be the judge of the election and qualification of its members, consistent with the provisions of this Charter and general law, and for such purpose shall have the power to subpoena witnesses and require the production of records; but the decision of Council in any such case shall be subject to review by the courts.

SECTION 2.205 CREATION OF DEPARTMENTS OR OFFICES; CHANGE IN DUTIES.

Council by ordinance may create, change and abolish offices, departments or agencies, other than the offices, departments and agencies established by this Charter. Either Council or the Mayor may assign additional function or duties to offices, departments or agencies established by Council or by this Charter, but may not discontinue or assign to any other office, department or agency any function or duty assigned by this Charter to a particular office, department or agency.

SECTION 2.206 VACANCIES IN COUNCIL.

(1) If a councilman be convicted of treason, any felony or bribery in any election, before any court, in or out of this state; is removed from office under the provisions of general law; or ceases to possess or fulfill any of the qualifications of a councilman as required by Section 2.105 of this Charter; or becomes physically or mentally incapacitated to the extent that he is unable to properly perform the functions of the office, his office shall become vacant at the declaration of Council. If a councilman absents himself from five (5) consecutive regular meetings of Council without approval of Council expressed in its official minutes, such absence shall constitute neglect of duty and upon declaration of Council a vacancy may be declared.

§ 207

(2) A vacancy occurring in the office of any Councilman shall be filled as follows:

(a) If the unexpired term is less than one year, the remaining members of Council shall select a citizen with requisite qualifications from among a list of three such persons whose names are submitted to Council by the Municipal executive committee of the party represented by the vacating Councilman. Should the appropriate executive committee fail to submit the names of its three candidates within fourteen days after the occurrence of the vacancy, Council shall fill the vacancy without such recommendation with a person of requisite qualifications without regard to party affiliation. Should Council fail to fill any vacancy within thirty days after its occurrence, the Mayor shall appoint a person with requisite qualifications to fill the vacancy for the unexpired term.

(b) If the unexpired term is for one year or more, the vacancy shall be filled by special election, to be called by Council within ten days, and to be held within sixty days, after the occurrence of the vacancy, at which time the electors of the district in the representation of which the vacancy exists shall elect a person with requisite qualifications to fill the vacancy for the remainder of the unexpired term; provided, however, that if any special or general election is to be held in the City after thirty days and within six months after the occurrence of the vacancy, then the election to fill the vacancy shall be held in conjunction therewith. Certificates of candidacy, duly filed within the time limit ordained by Council, shall be deemed nominations for the purpose of such election.
(Amended 10-15-85.)

SECTION 2.207 COMPENSATION.

Councilmen shall be paid an annual salary, to be fixed by ordinance and to be paid in periodic installments, provided: No councilman shall receive an increase in compensation during his term of office as councilman; Council, by ordinance, may provide additional annual compensation to be paid in periodic installments to the President of Council, which compensation shall not be increased during the President of Council's term of office as President.
(Amended 10-15-85.)

SECTION 2.208 CODIFICATION OF ORDINANCES.

(1) The Council shall, within three years of the effective date of this Charter and at least every ten years thereafter, cause to be prepared a code with an adequate index containing all of the ordinances of the City of general application which are appropriate for continuation as law. Such code may be prepared by the City Attorney, or Council may contract for its preparation by professional persons or by organizations experienced in the revision and codification of ordinances or statutes.

(2) When the code, or any general revision of the whole or part thereof, shall have been prepared, the Council shall cause copies of the same to be prepared and made availai for public distribution. No ordinance approving such code or revision shall be adopted unt ninety days have elapsed following the date on which the Council shall have noted in the official journal the availability of copies of such proposed code to the public, nor until compliance with all applicable State laws. The code and general revisions of the whole or parts thereof need not be printed in the official journal, but the Council shall cause the code or revisions to be published and distributed.

(3) All ordinances of general applications, adopted after the approval of the code, shall be adopted as amendments to the Code shall indicate the section numbers to be assigned to the text of such ordinances in the code and shall be indexed accordingly.

(4) Until such code is prepared, adopted and distributed, the City Clerk shall make available upon request to any person requesting it, at a cost to be fixed by Council, copies of all effective City ordinances and all ordinances which may be subsequentl adopted.

(5) Council shall provide on or before March 31 of each year for the preparation, publication and sale to the general public of an annual collation of all changes in the City Code. Council shall immediately upon adoption of this paragraph, provide for the collation of all rules and regulations of the City then in force, their publication and sale to the public. Thereafter Council shall provide annually for the collation of all changes in and deletions to such rules and regulations during the prior year and the publication and sale of separate parts of such rules and regulations to the general public in such parts and portions, by subject matter as Council shall determine.
(Amended 10-15-85.)

CHAPTER 3. INVESTIGATIONS BY COUNCIL

SECTION 2.300 INVESTIGATIONS; POWER TO CONDUCT.

The Council shall have the power to conduct investigations of:

1) The operation of any office, department, agency or board administering the affairs of the City.

2) Any subject upon which it may legislate.

SECTION 2.301 POWER TO ADMINISTER OATHS, SUBPOENA WITNESSES AND COMPEL PRODUCTION OF RECORDS.

In conducting investigations, the Council shall have the right to administer oaths, subpoena witnesses and compel the production of books and papers pertinent thereto.

ARTICLE III
EXECUTIVE BRANCH

SECTION 3.100 POWERS AND DUTIES OF MAYOR.

The Mayor shall:

1) Be the chief executive officer of the City and exercise all the powers and perform all the duties vested in or imposed upon him by this Charter, ordinance of Council, general law or fairly implied in order to carry out the functions of his office in the best interests of the citizens of the City;

2) Exercise, directly or through his representative, supervision over all other executive and administrative work of the City and provide for the coordination of administrative activities;

3) Report to Council at least annually upon the state of the City and may recommend to Council from time to time such measures as the Mayor deems to be in the best interests of the City and its inhabitants;

4) Appoint City officers and employees as provided by law, this Charter or ordinance and may, except where prohibited or otherwise provided by law, this Charter, ordinance or duly adopted merit or civil service systems, remove any City officer or employee at his pleasure, whether such officer or employee was appointed by the Mayor with or without the approval of Council; and

5) Except as otherwise provided by general law, appoint members of independent boards or commissions of the City, which appointments shall be subject to the approval of Council.

SECTION 3.101 ELECTION AND TERM OF MAYOR.

The electors of the City shall elect a Mayor from the City at large in the manner provided in this Charter, to serve for a term of four years. No person who shall have been elected for three full consecutive terms as Mayor shall be eligible to succeed himself in that office; and the Mayor shall not during his term of office hold any other public office or position as defined in Section 2.105 of Article II hereof.

SECTION 3.102 QUALIFICATIONS OF MAYOR.

The Mayor shall have been a resident of the City for at least two years preceeding his election, shall be a citizen of the United States and a qualified elector of the City, shall be at least twenty-five years of age at the time of his election, and shall remain a resident of the City during his term of office.

SECTION 3.103 ACTING MAYOR.

Pending the selection of a Mayor to fill a vacancy or in case of the Mayor's temporary absence or disability, the Mayor shall, by order delivered to the City Clerk, appoint an acting Mayor; or in the event the Mayor fails to designate such a person, the head of the Department of Finance shall temporarily act as Mayor; or if such department head be unable to act, Council shall appoint an acting Mayor. In any event, the person so appointed or designated shall, at the time of his appointment or designation, be an officer of the City, and shall not receive additional compensation for serving as acting Mayor.

SECTION 3.104 VACANCY IN OFFICE.

A vacancy in the office of Mayor, occurring for any reason, shall be filled in the same manner as that provided for filling vacancies in Council, except that in the event Council should fail to fill a short term vacancy within thirty days after its occurrence, the Governor of the State may fill the vacancy with a person possessing the requisite qualifications.

SECTION 3.105 COMPENSATION OF THE MAYOR.

Until otherwise fixed by ordinance, the Mayor shall receive a salary based upon the sum of $15,000.00 per year.

ARTICLE IV
ADMINISTRATIVE DEPARTMENTS

CHAPTER 1. PERSONNEL SYSTEM

SECTION 4.100 MERIT SYSTEM.

Appointments and promotions in the administrative service of the City shall be made according to merit and fitness; and no person in the employ of the City or seeking employment with the City shall be appointed, promoted, reduced, removed or in any way favored or discriminated against because of his race or his religious opinion or affiliations; provided, however, that Council may, by appropriate resolution or ordinance, require all employees of the City to take the oath prescribed in Section 4.102 of this article.

SECTION 4.101 CIVIL SERVICE.

Council may provide by ordinance for a classified civil service or merit system for all or any class of City employees.

SECTION 4.102 OATH, QUALIFICATIONS.

Each member of Council, the Mayor, the City Clerk and each director or chief of a City office, department or agency, including the Judge of the Municipal Court and the City Attorney, shall, before entering upon his duties, take and subscribe to the following oath

affirmation, to be filed and kept in the office of the City Clerk: "I solemnly swear affirm) that I will support the Constitution of the United States of America and the constitution of the State of West Virginia, and that I will faithfully discharge the duties _____ to the best of my skill and judgment". When an officer or employee of the City shall have filed such oath, together with the certificate of the officer administering it, with the City Clerk and shall have given bond as required by law, he shall be considered as having qualified for the position to which he was elected or appointed; provided, however, that if any person so elected or appointed shall not qualify in the manner herein prescribed within 20 days after he shall have been officially declared elected or appointed thereto, said position shall by reason thereof become vacant.

SECTION 4.103 PERSONNEL POLICY.

Except as otherwise provided by general law or this Charter:

1) Council shall fix the salaries of the City employees and officers and may by ordinance define the duties of any City officer or employee. Neither Council nor any member thereof shall direct or in any manner interfere with or obstruct the appointment or removal of any City employee except an employee whom Council is authorized to employ and remove under the provisions of this Charter or general law. Except for the purpose of inquiry, Council and its members shall deal with the administrative service solely through the Mayor; and neither Council nor any member thereof shall give orders to any subordinates of the Mayor either publicly or privately. Violation of the provisions of this section by any Councilman shall constitute official misconduct. Nothing herein contained, however, shall prohibit any Councilman from bringing to the attention of the Mayor any facts or circumstances which may indicate misconduct or deficiency on the part of any personnel.

2) The Mayor shall cause to be prepared, and from time to time reviewed and revised, personnel rules which shall be considered by Council and adopted as proposed, or amended by Council and adopted, as in the case of an ordinance, or referred to the Mayor for additional study and reconsideration. The rules shall provide:

(a) For the classification of all City positions based on the duties, authority and responsibility of each position with adequate provision for reclassification of any position whenever warranted;

(b) Methods for determining the merit and fitness of candidates for appointment or promotion;

(c) The hours of work, attendance regulations and provisions for sick and vacation leave;

(d) The policies and procedures governing persons holding provisional appointments;

(e) The policies and procedures governing relationships with employee organizations;

(f) The policies regarding in-service training programs;

(g) Grievance procedures, including procedures for the hearing of grievances, and reduction in force and removal of employees; and

(h) Any other practices and procedures necessary to the administration of the

(3) Whenever it is deemed necessary, except as otherwise provided with respect to provisional appointments, the officer or body having authority to appoint an office or employee may appoint a temporary officer or employee, which such temporary appointment shall not extend beyond a term of 60 days.

SECTION 4.104 EMPLOYEES' RETIREMENT AND BENEFIT FUND.

Council may by ordinance establish and provide for the maintenance of any employees' retirement and benefit fund in accordance with general law; provided, however, that, until amended, repealed or re-enacted, all existing ordinances concerning pensions and pension funds shall continue in full force and effect; and nothing herein contained shall in any way affect the continuation or validity of any pensions already being paid by the City.

SECTION 4.105 RESTRICTIONS ON EMPLOYMENT.

No person who holds an elective public office shall, at the same time, be an employee or appointed officer of the City.

SECTION 4.106 PROHIBITIONS.

No person shall orally, by letter or otherwise, solicit, directly or indirectly, any assessment, subscription or contribution for any political purpose whatever from any perso holding a position in the employ of the City; and no employee, except appointed administrati officers, of the City shall take any active part in the management or promotion of any political party or political campaign. Any person who, by himself or with others, willfully violates any of the provisions of this section shall be subject to such punishment as Council may by ordinance prescribe; and such person shall, for a period of five years, be ineligible for any Municipal appointment or employment; and, if he be an officer, other than a Councilman, or an employee of the City at the time of such violation, he shall immediately forfeit the office or position he holds; and such violation by a Councilman shall constitute official misconduct.

SECTION 4.107 APPOINTMENT, QUALIFICATIONS, REMOVAL AND DUTIES OF PERSONNEL DIRECTOR.

There shall be a Personnel Director, appointed by the Mayor, with the approval of Council, for a term not to extend beyond the term of the Mayor making such appointment, and subject to removal by the Mayor.

Each Personnel Director appointed after the effective date of this paragraph shall be and remain a resident of the City. The Personnel Director shall perform such duties as may be prescribed by ordinance and such other duties, not inconsistent with the ordinances of the City, as the Mayor shall direct. (Enacted 10-15-85.)

CHAPTER 2. DEPARTMENT OF PUBLIC WORKS

SECTION 4.200 DIRECTOR OF PUBLIC WORKS, APPOINTMENT.

There shall be a Department of Public Works, the head of which shall be the Director of Public Works, who shall be appointed by the Mayor.

SECTION 4.201 DIRECTOR OF PUBLIC WORKS, QUALIFICATIONS.

The Director of Public Works shall be a person of proved executive and administrative ability and shall reside in the City during his period of employment.

SECTION 4.202 DIRECTOR OF PUBLIC WORKS, POWERS AND DUTIES.

Under the supervision, direction and control of the Mayor, the Director of Public Works shall:

(1) Supervise construction, repair and maintenance of all streets, alleys, sidewalks and other public ways.

(2) Subject to the provisions of Section 10.103 of this Charter, direct the operation, repair and maintenance of all Municipal public works including parks and places of recreation.

(3) Subject to general law, this Charter and ordinances, perform such other duties as may from time to time be assigned to him by the Mayor.

SECTION 4.203 BUILDING CODE, ZONING AND RELATED ORDINANCES.
With the assistance of the City Engineer, as hereinafter provided, the Department of Public Works shall issue permits for and conduct inspections of buildings, building construction, plumbing, electrical, elevator and other building installations, and enforce the zoning ordinances of the City of Parkersburg and any similar or related land-use ordinances or laws.

SECTION 4.204 CITY ENGINEER.
Within the Department of Public Works, there shall be a City Engineer who shall be appointed by the Mayor.

SECTION 4.205 QUALIFICATIONS OF CITY ENGINEER.
The City Engineer shall be a professional engineer registered by the State of West Virginia and shall reside in the City during his period of employment.

SECTION 4.206 POWERS AND DUTIES OF THE CITY ENGINEER.
Under the supervision, direction and control of his superiors, the City Engineer shall:

(1) Act as engineering advisor for the Mayor, Council and Municipal agencies, commissions and boards unless otherwise provided by law or ordinance;
(2) Provide the engineering services for the City in the construction, purchase and maintenance of its facilities, public works, and equipment, except such services for the City as are performed by independent contractors or assigned to other offices, departments or agencies of the City, and, to the extent that any such services are performed by independent contractors, to inspect and certify, prior to acceptance and payment, the satisfactory performance of all work done for the City by independent contractors.
(3) Supervise and regulate the issuance of permits for and the inspection of buildings, building construction, electrical, plumbing, elevator and other building installations; and
(4) Maintain, as custodian for the City, all records, plats, maps, specifications, and similar documents pertaining to the public works, property, improvements and streets, and to furnish upon request at such fee as may hereafter be established by ordinance, copies, certified or not, of any such material held as custodian.

CHAPTER 3. DEPARTMENT OF FINANCE

SECTION 4.300 DIRECTOR OF FINANCE, APPOINTMENT AND QUALIFICATIONS.
There shall be a Department of Finance, the head of which, to be appointed by the Mayor, shall be the Director of Finance.
Each Director of Finance appointed after the effective date of this paragraph shall be a resident of the City. The Finance Director shall have knowledge of Municipal accounting and taxation and shall have had experience in budgeting and financial control. (Amended 10-15-85.)

SECTION 4.301 DIRECTOR OF FINANCE, POWERS AND DUTIES.

Under the direction and control of the Mayor and subject to the provisions of this Charter, the Director of Finance shall have charge of and be responsible for the proper administration of the financial affairs of the City; and, to that end, he shall have authority and shall be required to:

1) Collect or provide for the collection of all taxes, special assessments, license fees and other revenues of the City, except as otherwise provided by general law, and receive all other moneys payable to the City;
2) Maintain custody of all public funds belonging to or under the control of the City or any office, department or agency thereof and deposit such funds in such depositories as may be designated by resolution of Council, or, if no such resolution be adopted, in such depositories as may be designated by the Mayor;
3) Supervise and be responsible for the disbursement of all moneys and control all expenditures to insure that budget appropriations are not exceeded; and, to that end, no proposed expenditures shall be made unless the same shall have been approved by the Director of Finance and shall be accompanied by a certification by the Director of Finance that there is available for the purpose an unencumbered balance and unexpended or potentially available funds in the proper item of appropriation;
4) Maintain a general accounting system for the City and each of its offices, department and agencies; keep books for and exercise financial budgetary control over each office, department and agency; keep separate accounts for the items of appropriation contained in the City budget, each of which accounts shall show the amount of the appropriation, the amounts paid therefrom, the unpaid obligations against it and the unencumbered balance; and require reports of receipts and disbursements from each office, department and agency of the City to be made daily or at such intervals as he may deem expedient;
5) Except as otherwise provided by general law, maintain custody of all investments and invested funds of the City, or in possession of the City in a fiduciary capacity, and of all bonds and notes of the City, and receive and deliver City bonds and notes for transfer, registration or exchange;
6) Supervise and be responsible for all special assessments for the City and give such notice of special assessments as may be required by law;
7) Be responsible for the preparation of all Municipal bond issues; and, in connection therewith, he shall have the authority, with the permission of the Mayor, to employ independent financial, engineering and legal counsel;
8) Render such assistance to the Mayor as the Mayor may require in the preparation of monthly and yearly financial reports and in the preparation of the annual budget;
9) Perform such other duties as may be required of him by this Charter, by general law or by City ordinance or order of the Mayor not inconsistent with this Charter or with general law; and
10) Conduct or provide for the conduct of a complete and accurate annual physical inventory of all City owned equipment of the initial purchase value of $100.00 or more; provided, however, that Council may by ordinance provide for the increase or decrease of the purchase value amount herein specified.

SECTION 4.302 ACCOUNTING SUPERVISION AND CONTROL.
The Director of Finance shall have power and shall be required to:
(1) Prescribe the forms of receipt, requisitions, vouchers, bills or claims to be used by the offices, departments and agencies of the City;
(2) Examine and approve all contracts and other documents by which the City incurs financial obligations, having previously ascertained that moneys have been appropriated and alloted and will be available when the obligations shall become due and payable;
(3) Audit and approve before payment all purchase orders, bills, invoices, payrolls and other evidence of claims, demands, or charges against the City and, with the advice of the City Attorney, determine the regularity, legality and correctness of such claims, demands or charges; and
(4) Inspect and audit any accounts or records of financial transactions which may be maintained in any office, department or agency of the City apart from or subsidiary to the accounts kept in the office of the Director of Finance.

SECTION 4.303 FINES AND FEES SHALL BE PAID TO DEPARTMENT OF FINANCE.
All fines and fees received by an officer or employee shall be paid to the Department of Finance daily, or at such intervals as Council may prescribe.

SECTION 4.304 DIRECTOR OF FINANCE TO PERFORM DUTIES OF CITY CLERK.
(EDITOR'S NOTE: The provisions of Section 4.304 were repealed on October 15, 1985.)

CHAPTER 4. PURCHASING DEPARTMENT

SECTION 4.400 DEPARTMENT OF PURCHASES.
There shall be established a Department of Purchases, the head of which shall be the City Purchasing Agent, who shall be appointed by the Mayor. Each Purchasing Agent appointed after the effective date of this paragraph shall be a resident of the City. (Amended 10-15-85.)

SECTION 4.401 POWERS AND DUTIES.
The Purchasing Agent, pursuant to rules and regulations established by ordinance, shall contract for and purchase all supplies, materials, equipment and service required for each office, department or agency of the City. The Purchasing Agent shall also have power and shall be required to:
(1) Obtain and endorse specifications with respect to supplies, materials and equipment required by the City;
(2) Inspect or supervise the inspection of all deliveries of supplies, materials and equipment to determine their quality, quantity and conformity with specifications and provide for the distribution thereof to the appropriate office, department or agency;
(3) Have charge of general storerooms and warehouses; and
(4) Transfer to or between offices, departments or agencies or sell surplus, obsolete or unused supplies, materials and equipment.

SECTION 4.402 COMPETITIVE BIDDING.

Before the City Purchasing Agent shall make any purchase of or contract for supplies, materials or equipment, he shall give ample opportunity for competitive bidding, under such general rules and regulations, and with such general exceptions, as Council may prescribe; provided, however, that Council shall not except particular contracts, purchases or sales from the requirement of competitive bidding.

CHAPTER 5. CITY ATTORNEY

SECTION 4.500 QUALIFICATIONS, SELECTION AND TENURE.

There shall be a City Attorney who shall possess the same qualifications as those required of the Municipal Judge. The City Attorney shall be appointed by the Mayor with the approval of Council to serve for a term not to extend beyond the term of the Mayor appointing him.

SECTION 4.501 POWERS AND DUTIES.

The City Attorney shall perform all duties and exercise all powers which shall be imposed or conferred upon him by ordinance or resolution of Council; and, except as otherwise provided in this Charter, he shall:

(1) Act as legal adviser and attorney for Council, the Mayor, Municipal administrative boards or commissions for which legal counsel is not otherwise provided and any other Municipal officers or employees in the performance of their official duties; and upon request he shall furnish Council, the Mayor and such administrative boards or commissions a written opinion upon any question of law concerning any affairs of the City;

(2) Except as other counsel are provided by competent authority, prosecute all actions for and defend all actions against the City; and prosecute all cases brought before or appealed from the Municipal Court, and perform the same duties so far as they are applicable thereto as are required by law of prosecuting attorneys; and

(3) Maintain and preserve as permanent records of the City Attorney's office all legal files, records and papers pertaining to the business of the office and the legal affairs of the City for which he is responsible.

SECTION 4.502 ASSISTANT CITY ATTORNEYS.

The City Attorney may recommend, and the Mayor may appoint, one or more lawyers to assist the City Attorney in the discharge of his regular official duties. Such Assistant City Attorney or Attorneys shall take the same oath and possess the same qualifications as the City Attorney, and, under the direction and supervision of the City Attorney, assist the City Attorney in his duties.

SECTION 4.503 SPECIAL COUNSEL.

Whenever the exigencies of the business of the City require such action, the Mayor may have the right to employ special counsel to assist the City Attorney.

ARTICLE V
FINANCIAL PROCEDURES

SECTION 5.100 FISCAL YEAR.
The fiscal year of the City shall begin on the first day of July of each year and end on the last day of June of the following calendar year.

SECTION 5.101 SUBMISSION OF BUDGET AND BUDGET MESSAGE.
On or before the 15th day of February of each year, the Mayor shall submit to the Council a budget for the ensuing fiscal year and an accompanying message.

SECTION 5.102 BUDGET MESSAGE.
The Mayor's message shall explain the budget both in fiscal terms and in terms of the work programs. It shall outline the proposed financial policies of the City for the ensuing fiscal year, describe the important features of the budget, indicate any Major changes from the current year in financial policies, expenditures and revenues, together with the reason for such changes, summarize the City's debt position and include such other material as the Mayor deems desirable.

SECTION 5.103 BUDGET.
The budget shall provide a complete financial plan of all City funds and activities for the ensuing fiscal year and, except as required by law or this Charter, shall be in such form and contain information as the Mayor deems desirable or the Council may require. In organizing the budget the Mayor shall utilize the most feasible combination of expenditure classification by fund, organization unit, program, purpose or activity, and object. It shall begin with a clear general summary of its contents; shall show in detail all estimated income, indicating the proposed property tax levy, and all proposed expenditures, including debt service, for the ensuing fiscal year; and shall be so arranged as to show comparative figures for actual and estimated income and expenditures of the current fiscal year and actual income and expenditures of the preceding fiscal year. It shall indicate in separate sections:

(1) Proposed expenditures for current operations during the ensuing fiscal year, detailed by offices, departments and agencies in terms of their respective work programs, and the method of financing such expenditures;
(2) Proposed capital expenditures during the ensuing fiscal year, detailed by offices, departments and agencies when practicable; and the proposed method of financing each such capital expenditure; and
(3) Anticipated net surplus or deficit for the ensuing fiscal year of each utility owned or operated by the City and the proposed method of its disposition. Subsidiary budgets for each such utility giving detailed income and expenditure information shall be attached as appendices to the budget.
Without respect to the net surplus or deficit of any utility operated by the City, the total of proposed expenditures shall not exceed the total of estimated income.

SECTION 5.104 CAPITAL PROGRAM.

(1) Submission to Council. The Mayor shall prepare and submit to the Council a five-year capital program at least three months prior to the final date for submission of the budget.

(2) Contents. The capital program shall include:

(a) A clear general summary of its contents;

(b) A list of all capital improvements which are proposed to be undertaken during the five fiscal years next ensuing, with appropriate supporting information as to the necessity for such improvements;

(c) Cost estimates, method of financing and recommended time schedules for each such improvements; and

(d) The estimated annual cost of operating and maintaining the facilities to be constructed or acquired.

The above information may be revised and extended each year with regard to capital improvements still pending or in process of construction or acquisition.

SECTION 5.105 COUNCIL ACTION ON BUDGET.

(1) Notice and Hearing. The Council shall publish in one or more newsapers of general circulation in the City the general summary of the budget and a notice stating:

(a) The times and places where copies of the message and budget are available for inspection by the public, and

(b) The time and place, not less than two weeks after such publication, for a public hearing on the budget.

(2) Amendment Before Adoption. After the public hearing, the Council may adopt the budget with or without amendment. In amending the budget, it may add or increase programs or amounts and may delete or decrease any programs or amounts, except expenditures required by law or for debt service or for estimated cash deficit; provided that no amendment to the budget shall increase the authorized expenditures to an amount greater than the total of estimated income.

(3) Adoption. The Council shall adopt the budget on or before the date it enters its order adopting the statutory levy estimate and laying the levies, but in any event not later than the 31st day of May in the fiscal year currently ending. Adoption of the budget shall constitute appropriations of the amounts specified herein as expenditures from the funds indicated.

Adoption shall be by resolution. The levy order and State required budget form shall be adopted by separate resolutions except that State required estimates and budget form may be approved in the same resolution by which the City budget is adopted. (Amended 10-15-85.)

SECTION 5.106 COUNCIL ACTION ON CAPITAL PROGRAM; NOTICE AND HEARING.

The Council shall publish in one or more newspapers of general circulation in the City general summary of the capital program and a notice stating:

(1) The time and place where copies of the capital program are available for inspection by the public; and

(2) The time and place, not less than two weeks after such publication, for a public hearing on the capital program.

The capital program shall be adopted by Council by separate resolution or as part of the budget resolution. Appropriations for the current fiscal year contained in the capital program may not be exceeded or diverted to purposes other than those provided in the capital program budget except by amendment to the budget. (Amended 10-15-85.)

SECTION 5.107 PUBLIC RECORDS.

Copies of the budget and the capital program as adopted shall be public records and shall be made available to the public at suitable places in the City.

SECTION 5.108 ADMINISTRATION OF BUDGET.

At such time as the Mayor shall specify, each department, office or agency shall submit work programs for the ensuing fiscal year showing the requested allotments of its appropriation by periods within the year. The Mayor shall review and authorize such allotments with or without revision as early as possible in the fiscal year. He may revise such allotments during the year if he deems it desirable and shall revise them to accord with any supplemental, emergency, reduced or transferred appropriations, subject to any limitations imposed by general law.

SECTION 5.109 FISCAL PLANNING COMMISSION; COUNCIL AUTHORIZED TO CREATE.

Council shall consider and may adopt an ordinance creating a fiscal planning and reporting commission.

ARTICLE VI
MUNICIPAL COURT

SECTION 6.100 JURISDICTION.

There shall be a Municipal Court for the City. Except as expressly prohibited by general law, the Municipal Court shall have all the inherent powers of the magistrate court with respect to proceedings within its jurisdictions. (Amended 10-15-85.)

SECTION 6.101 MUNICIPAL JUDGE, QUALIFICATIONS.

The Judge of the Parkersburg Municipal Court shall be an attorney licensed to practice law in the State of West Virginia, a resident and qualified voter of the City and duly qualified to practice before the Circuit Court of Wood County.

SECTION 6.102 MUNICIPAL COURT JUDGE, METHOD OF SELECTION, TERM OF OFFICE.

The Judge of the Municipal Court shall be appointed by the Mayor and approved by Council for a term which shall not extend beyond the term of the Council by which he is approved; and during his term he shall not be removed except for cause under the provisions of general law; provided, however, that should the Municipal Judge become physically or mentally incapacitated to the extent that, in the opinion of the Mayor, he is unable to perform properly the functions of his office, the Mayor may declare the office vacant.

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SECTION 6.103 ACTING MUNICIPAL JUDGE.

In the event of the temporary absence of the Municipal Judge from his duties, the Mayor shall appoint a person similarly qualified to serve as Municipal Judge during such absence without the necessity of Council approval.

SECTION 6.104 MUNICIPAL JUDGE, POWERS AND DUTIES.

The Judge of the Municipal Court shall preside over the Municipal Court and, with respect to offenses over which the Municipal Court has jurisdiction, he shall have all the powers and duties which a justice of the peace has with regard to violations of the criminal laws of the State of West Virginia. The Municipal Judge shall have power to issue warrants upon complaint under oath of any person or officer for the arrest of anyone charged with any offense in the jurisdiction of the Court or for search in connection within the violation of a Municipal ordinance. The Municipal Judge shall try and determine all cases over which the Court has jurisdiction and, within the limits prescribed by ordinance or by general law, shall have the power to punish by fine or imprisonment, or both. The Municipal Judge shall have power to summons persons or subpoena witnesses for the trial of any case before him, to compel the attendance of police officers of the City, to require the Chief of Police to enforce all judgments or orders entered by him in the exercise of his powers as police judge and to issue executions for all fines, penalties and costs imposed by him. The proceedings for the recovery of fines or for the enforcement of penalties fixed by any ordinance or law shall, so far as applicable, conform to the provisions of general law governing civil proceedings before a justice of the peace of the State of West Virginia. The Municipal Judge shall have such other powers and duties which Council may by ordinance provide pursuant to general law.

SECTION 6.105 MUNICIPAL COURT, PROCESS.

All warrants and other processes and orders of the Municipal Court shall be signed by the Municipal Judge and may be directed to the Chief of Police, to be executed by him or by one of his subordinates at any place within Wood County. The officer executing any such process or order shall have the same liability as a Sheriff of the State of West Virginia in the performance of like services.

SECTION 6.106 FINES AND FEES.

All fines and fees received by the Municipal Court or the Judge thereof shall be paid to the Department of Finance to be disposed of as prescribed by ordinance or by general law.

ARTICLE VII
NOMINATIONS AND ELECTIONS

SECTION 7.100 GENERAL ELECTION LAWS TO CONTROL; TERMS OF OFFICERS.

Except as otherwise herein provided, the provisions of general law with respect to primary and general elections, so far as they may be applicable, shall govern the method of nominating and electing the Mayor and members of Council, whose terms of office shall be for a period of four years, and of electing the members of the Municipal executive committees, whose terms shall be for the same period.

SECTION 7.101 PRIMARY ELECTIONS; TIME, PLACE AND CERTIFICATES OF CANDIDACY.

Except as otherwise herein provided respecting the first officers to be elected under this Charter, primary elections shall be held at the voting places in each of the election districts of the City for the purpose of nominating candidates for the ensuing general Municipal election and of electing members of political party Municipal executive committees, on the first Tuesday after the second Monday in October in the year 1973 and in each fourth year thereafter.

In the year one thousand nine hundred eighty-five and each fourth year thereafter the primary election shall be held on the first Tuesday after the second Monday in September.

Any eligible person desiring such nomination for any Municipal elective office (or election to the office of member of any political party executive committee) shall file with the City Clerk a certificate declaring himself to be a candidate for the nomination for such office (or election as member of a party executive committed), which certificate must be received by the Clerk before midnight on the first day of August next preceding the primary election day, or, if mailed, shall be postmarked before that hour, and which certificate shall be in form or effect as follows:

"CERTIFICATE OF CANDIDACY

I, _____ hereby certify that I am a candidate for (the nomination for) (election to) the office of _____ to represent the _____ party, and desire my name printed on the official ballot of said party to be voted at the primary election to be held on the _____ day of _____, 19____; that I am a legally qualified voter of The City of Parkersburg, Wood County, West Virginia; that my residence is _____ in said City; that I am eligible to hold the said office; that I am a member of and affiliated with said political party; and that I am a candidate for said office in good faith.

_____
Candidate

Signed and acknowledged before me this _____ day of _____, 19_____.

_____
Notary Public in and for Wood County, West Virginia"

(or some other officer qualified to administer oaths)

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Every person who becomes a candidate for nomination for or election to office in any such primary election shall, at the time of filing such certificate of candidacy, pay a filing fee as follows:

(1) A candidate for Mayor shall pay a fee of $150.00, or the equivalent of one percent of the annual salary of the office of Mayor in effect at that time, whichever is greater;

(2) A candidate for the office of Councilman shall pay a fee of $10.00, unless Council by ordinance establishes a different amount; and

(3) A candidate for member of a party executive committee shall pay a fee of $1.00 unless Council by ordinance establishes a different amount.

(Amended 10-15-85.)

SECTION 7.102 TERMS OF MEMBERS OF EXECUTIVE COMMITTEES.

The terms of office of the members of Municipal executive committees elected hereunder shall begin upon the issuance of their certificates of election. The terms of all such committee members shall continue until their successors are elected and qualified. Until the first Municipal executive committees elected hereunder assume office, the members of the County executive committees, residing within the City, shall constitute the Municipal executive committees pro tem.

SECTION 7.103 GENERAL ELECTIONS; TIME AND PLACE.

Except as otherwise herein provided respecting the election of the first officers to be elected under this Charter, general elections for the offices of Mayor and members of Council shall be held at such voting places on the first Tuesday after the first Monday in November in the year 1973 and in each fourth year thereafter, the officers elected thereat to assume office on the first Monday in January of the year immediately following their election, the terms thereof to expire as soon as their successors are elected and qualified.

SECTION 7.104 FIRST OFFICERS UNDER THIS CHARTER; NOMINATIONS, ELECTION AND TERMS.

The first primary election under the provisions of this charter shall be held on Tuesday, July 14, 1970; and the first such general Municipal election shall be held on Tuesday, July 28, 1970, to elect officers, whose terms shall begin on August 17, 1970, and expire as soon after December 31, 1973, as their successors are elected and qualified. The appropriate certificates of candidacy for such first primary election shall be filed on or before July 6, 1970.

SECTION 7.105 CONTINUITY OF PRESENT GOVERNING BODY.

On and after the first day of July, 1970, the Municipal governing body, as then and theretofore constituted, and its administrative officers, shall continue to exercise the powers and duties given them by the Charter under which they were elected and appointed and shall, in addition thereto, exercise such powers and duties as are given to and imposed upon them by this Charter, expressly or impliedly, for conducting the first primary and general elections under this Charter. The members of said existing Municipal governing body shall so serve until the first officers elected under this Charter shall have been elected and qualified, at which time their terms shall end.

SECTION 7.106 COUNCIL TO PROVIDE FOR INDEPENDENT PARTY OR GROUP PARTICIPATION.

Council shall by ordinance provide a method for parties or groups which do not meet the requirements of law for classification as a political party to participate in the primary and general Municipal elections.

SECTION 7.107 MUNICIPAL PARTY EXECUTIVE COMMITTEES; HOW COMPOSED.

Each Municipal party executive committee shall be composed of one male and one female elected from each Municipal election district.

SECTION 7.108 COUNCIL TO CANVASS RETURNS.

Council as the governing body shall open, canvass, declare the winners and hear all election contests and decide all questions regarding the administration, holding of elections. The City Clerk shall be the Clerk of all such elections but shall be assisted by deputy clerks and ballot commissioners representative at least of the two political parties whose candidates for Mayor receive the highest number of votes in the last municipal election. (Enacted 10-15-85.)

ARTICLE VIII
INITIATIVE, REFERENDUM AND RECALL

SECTION 8.100 INITIATIVE.

The qualified voters of the City shall have power to propose ordinances to the Council and, if the Council fails to adopt an ordinance so proposed without any change in substance, to adopt or reject it at a City election; provided that such power shall not extend to the budget or capital program or any ordinance relating to appropriation of money, levy of taxes or salaries of City officers or employees.

SECTION 8.101 REFERENDUM.

The qualified voters of the City shall have power to require reconsideration by the Council of any adopted ordinance and, if the Council fails to repeal an ordinance so reconsidered, to approve or reject it at a City election; provided that such power shall not extend to the budget or capital program or any emergency ordinance or ordinance relating to appropriation of money, levy of taxes or salaries of City officers or employees.

SECTION 8.102 PETITIONS.

(1) Number of Signatures. Initiative and referendum petitions must be signed by qualified voters of the City equal in number to at least 15 percent of the total number of qualified voters registered to vote at the last regular (as distinguished from primary or special) City election.

(2) Form and Content. All papers of a petition shall be uniform in size and style and shall be assembled as one instrument for filing. Each signature shall be executed in ink or indelible pencil in the handwriting of the signer and shall be followed by the address of the person signing. Petitions shall contain or have attached thereto throughout their circulation the full text of the ordinance proposed and shall cite by title the ordinance sought to be reconsidered.

(3) Affidavit of Circulator. Each paper of a petition shall have attached to it when filed an affidavit executed by the circulator thereof stating that he personally circulated the paper, the number of signatures thereon, that all the signatures were affixed in his presence, that he believes them to be the genuine signatures of the persons whose names they purport to be and that each signer had an opportunity before signing to read the full text of the ordinance proposed or sought to be reconsidered.

(4) Time for Filing Referendum Petitions. Except as may be otherwise provided by general law, referendum petitions must be filed within 30 days after adoption by the Council of the ordinance sought to be reconsidered.

SECTION 8.103 PROCEDURE.

(1) Filing Petitions. Any qualified voter or voters, or an attorney-at-law acting in their behalf, may file such petitions by delivering the assembled instrument to the City Clerk together with the affidavit of such voter or voters, stating the name or names of such voters as petitioners' committee and one address, of a voter or the attorney-at-law, to which all notices are to be sent, and setting out in full the proposed initiative ordinance or citing by title the ordinance sought to be reconsidered.

(2) Certificate of Clerk, Amendment. Within twenty days after the petition is filed, the City Clerk shall complete a certificate as to its sufficiency, specifying, if it is insufficient, the particulars wherein it is defective and shall promptly send a copy of the certificate to the petitioners' committee at the address so provided by certified mail. A petition certified insufficient for lack of the required number of valid signatures may be amended once if the petitioners' committee files a notice of intention to amend it with the Clerk within two days after receiving the copy of his certificate and files a supplemental petition upon additional papers within ten days after receiving the copy of such certificate. Such supplemental

petition shall comply with the requirements of Section 8.102(2) and (3); and within five days after it is filed, the Clerk shall complete a certificate as to the sufficiency of the petition as amended and promptly send a copy of such certificate to the petitioners' committee by certified mail as in the case of an original petition. If a petition or amended petition is certified sufficient, or if a petition or amended petition is certified insufficient and the petitioners' committee does not elect to amend or request Council review under subsection (3) of this section within the time required, the Clerk shall promptly present his certificate to the Council, and the certificate shall then be a final determination as to the sufficiency of the petition.

(3) Council Review. If a petition has been certified insufficient and the petitioners' committee does not file notice of intention to amend it or if an amended petition has been certified insufficient, the committee may, within two days after receiving the copy of such certificate, file a request that it be reviewed by the Council. The Council shall review the certificate at its next meeting following the filing of such request and approve or disapprove it, and the Council's determination shall then be a final determination as to the sufficiency of the petition.

(4) Court Review; New Petition. A final determination as to the sufficiency of a petition shall be subject to court review. A final determination of insufficiency, even if sustained upon court review, shall not prejudice the filing of a new petition for the same purpose, except in the case of referendum when the applicable time limit has expired.

SECTION 8.104 REFERENDUM PETITIONS; SUSPENSION OF EFFECT OF ORDINANCE. When a referendum petition is timely filed with the City Clerk, the ordinance sought to be reconsidered shall be suspended from taking effect. Such suspension shall terminate when:

(1) There is a final determination of insufficiency of the petition, or
(2) The petitioners' committee withdraws the petition, or
(3) The Council repeals the ordinance, or
(4) Upon final certification of the results of the City-wide vote favoring the ordinance.

SECTION 8.105 ACTION ON PETITIONS.

(1) Action by Council. When an initiative or referendum petition has been finally determined sufficient, the Council shall promptly consider the proposed initiative ordinance in the manner provided for the enactment of ordinances or reconsider the referred ordinance by voting its repeal. If the Council fails to adopt a proposed initiative ordinance without any change in substance within 60 days or fails to repeal the referred ordinance within 30 days after the date the petition was finally determined sufficient, it shall submit the proposed or referred ordinance to the voters of the City.

(2) Submission to Voters. The vote of the City on a proposed or referred ordinance shall be held not less than 30 days and not later than one year from the date of the final Council vote thereon. If no regular City election is to be held within the period prescribed in this subsection, the Council shall provide for a special election; otherwise the vote shall be held at the same time as such regular election,

except that the Council may in its discretion provide for a special election at an earlier date within the prescribed period. Copies of the proposed or referred ordinances shall be made available at the polls.

SECTION 8.106 RESULTS OF ELECTION.

(1) Initiative. If a majority of the qualified electors voting on a proposed initiative ordinance vote in its favor, it shall be considered adopted upon certification of the election results and shall be treated in all respects in the same manner as ordinances of the same kind adopted by the Council. If conflicting ordinances are approved at the same election, the one receiving the greatest number of affirmative votes shall prevail to the extent of such conflict.

(2) Referendum. If a majority of the qualified electors voting on a referred ordinance vote against it, it shall be considered repealed upon certification of the election results.

SECTION 8.107. POWER OF RECALL.

The qualified voters shall have the power to recall the Mayor or any member of Council, whether elected by popular vote or selected to fill a vacancy, and may exercise such power by filing with the City Clerk a petition signed by qualified voters of the City equal in number to at least 20 percent of the total number of qualified voters registered to vote at the last regular City election. The petition shall be signed and verified in the manner required for initiative and referendum petitions, shall contain a demand for the removal of the subject officer or officers and shall contain a general statement of the reasons for which the removal is sought.

SECTION 8.108 ELECTION UNDER RECALL PETITION.

Thereafter, if the petition is certified as sufficient, in accordance with the procedures applicable to initiative and referendum petitions, Council shall cause a special election to be held in not less than 30 days nor more than 90 days from the date of such certification unless a general Municipal election shall occur within 120 days from such date. The published notice of such election shall contain the reasons for demanding the recall in not more than 200 words and a justification by the subject officer within the same limits; provided, however, that if the petition seeks to recall more than one officer, each may provide a justification of not more than 100 words. Ballots shall be in the following form:

"Shall _____ be removed (from the Council) (as Mayor) of The City of Parkersburg?

____ For the recall of _____

____ Against the recall of _____."

Upon certification of the results of the election, if a majority of those voting on the question have favored recall, the office of the officer so recalled shall be vacant.

SECTION 8.109 FILLING VACANCY CAUSED BY RECALL.

When a vacancy occurs as the result of a recall election or when an officer resigns after a recall petition certified by the City Clerk to be sufficient is presented to Council, the vacancy shall be filled in accordance with the provisions of this Charter relating to the filling of vacancies in the respective offices involved.

SECTION 8.110 LIMITATIONS ON RECALL.

No recall petition shall be filed against any officer within six months after he takes office, and no officer shall be subjected to more than one recall election during a term of office.

ARTICLE IX
SUCCESSION IN GOVERNMENT

SECTION 9.100. CONTINUITY OF ADMINISTRATIVE PERSONNEL AND OFFICES.

All persons holding administrative positions in the City government at the time this Charter takes effect shall continue in such positions and in the performance of their duties until dismissed or removed by the Mayor or other empowered authority. The powers conferred and the duties imposed upon any office, department or agency of the City by general law shall, if such office, department or agency be abolished by this Charter or under its authority, be thereafter exercised and discharged by the office, department or agency designated by Council unless otherwise provided in this Charter.

SECTION 9.101 CONTINUITY OF OFFICES, DEPARTMENTS OR AGENCIES.

Any office, department or agency provided for in this Charter with a name or with powers and duties the same or substantially the same as those of an office, department or agency heretofore existing shall be deemed to be a continuation of such heretofore existing office, department or agency. Any provision in any law, rule, regulation, contract, grant or other document relating to such heretofore existing office, department or agency shall, so far as not inconsistent with the provisions of this Charter, apply to such office, department or agency provided for by this Charter.

SECTION 9.102 TRANSFER OF RECORDS AND PROPERTY.

All records, property and equipment whatsoever of any office, department or agency or part thereof, all the powers and duties of which are assigned to any other office, department or agency by this Charter, shall be transferred and delivered to the office, department or agency to which such powers and duties are so assigned. If part of the powers and duties of any office, department or agency or part thereof are by this Charter assigned to another office, department or agency, all records, property and equipment relating exclusively thereto shall be transferred and delivered to the office, department or agency to which such powers and duties are so assigned.

SECTION 9.103. SUCCESSION IN INTEREST; PENDING ACTIONS AND PROCEEDINGS.

The City of Parkersburg, as successor in interest of the present Municipal corporation of the same name, shall succeed to, own, possess and enjoy all the property and all the rights, titles and interests of every kind and nature vested in or belonging to such Municipal corporation at the time this Charter becomes effective. No action or proceeding, civil or criminal, pending at the time this Charter takes effect, brought by or against the City or any office, department or agency or officer thereof, shall be affected or abated by the adoption of this Charter or by anything herein contained; and no such action or proceeding shall abate by reason of the fact that functions, powers and duties of any office, department, agency or officer party thereto may by or under this Charter be assigned or transferred to

another office, department, agency or officer, but in that event the same may be prosecuted or defended by the head of the office, department or agency to which such functions, powers and duties have been assigned or transferred by or under this Charter.

SECTION 9.104 EFFECT ON EXISTING LAW.

All existing ordinances and resolutions and all existing administrative rules, regulations and practices, if not inconsistent or in conflict with this Charter, shall continue in full force and effect until repeal or modified by Council or other competent authority of the City. All ordinances, resolutions, rules, regulations and practices that are inconsistent or in conflict with this Charter shall, unless sooner repealed or modified, continue in full force and effect for a period of 60 days and at the end of that period shall, to the extent of such inconsistency or conflict, be of no further force or effect.

ARTICLE X
GENERAL PROVISIONS

SECTION 10.100 CHIEF OF POLICE.

The Chief of Police shall be appointed by the Mayor with the approval of Council to serve for an indefinite term. The Chief of Police shall be a person of proved executive and administrative ability with experience or training in law enforcement. Subject to the direction and control of the Mayor, the Chief of Police shall be responsible for the supervision and administration of the Police Department and shall require of all police officers the proper discharge of their duties. He shall see to the protection of property and the preservation of peace, order and public safety throughout the City, and, to that end, he shall cause all violators of the City ordinances and of general law to be apprehended and brought to trial before the Municipal Court or other proper tribunal. Under the direction of the Mayor, he shall also perform such other duties as may be required of him by this Charter, by general law or by City ordinance or order of the Mayor not inconsistent with this Charter or with general law. The Chief of Police may be removed by the Mayor with the concurrence of a majority of Council or by a vote of at least two-thirds of the members of Council.

Each Chief of Police hereafter appointed shall be a resident of the City and, being a resident of the City, shall not remove his or her residence from the City during the term of such appointment. Council shall be the judge of the residence qualification of the Chief, who shall promptly report each change of residence to the Council.

(Amended 10-15-85.)

SECTION 10.101 CHIEF OF FIRE DEPARTMENT.

The Chief of the Fire Department shall be appointed by the Mayor with the approval of Council to serve for an indefinite term. The Chief of the Fire Department shall be a person of proved executive and administrative ability, with experience or training in the suppression and prevention of fires. Subject to the direction and control of the Mayor, the Chief of the Fire Department shall be responsible for the supervision and administration of the Fire Department and shall require of all firemen the proper discharge of their duties. He shall make such inspection of buildings and property throughout the City as may be necessary to discover fire hazards, shall take all proper measures to eliminate such hazards and shall keep an accurate record of all fires, inspections and fire hazards within the City. Under the direction of the Mayor, he shall also perform such other duties as may be required of him by this Charter, by general law or by City ordinance or order of the Mayor not inconsistent with this Charter or general law. The Chief of the Fire Department may be removed by the Mayor with the concurrence of a majority of Council or by a vote of at least two-thirds of the members of Council.

Each Chief of the Fire Department hereafter appointed shall be a resident of the City and, being a resident of the City, shall not remove his or her residence from the City during the term of such appointment. Council shall be the judge of the residency qualification of the Chief who shall promptly report each change of residence to the Council. (Amended 10-15-85.)

SECTION 10.102 HOSPITALS.

As provided by general law, the City may own and operate a hospital or other health services, including Camden-Clark Memorial Hospital, by a board of trustees, who shall serve without compensation. Such hospital shall be operated as an entity separate from all other functions of the City and free from the operative control of Council or any executive officer or agency of the City, and under such regulations as said board may from time to time prescribe. The board shall have fifteen members, as presently constituted, with the same members and for the same terms, except that the Mayor, or his designee, from time to time, shall be an ex-officio member in the stead of a member of Council, as heretofore provided. Such board shall be otherwise self-perpetuating, but Council shall confirm or reject all persons nominated thereto by the board, as present terms expire or vacancies occur. Nothing herein contained shall be construed as prohibiting Council from providing for the operation of such facility by lease as authorized by general law; but any such lease shall contain such covenants as to reasonably assure nonprofit operation thereof in the public interest with right of termination in favor of the City in the event of breach.

SECTION 10.103 SANITARY BOARD; APPOINTMENT.

The Sanitary Board, as it is now established, shall be continued in effect, insofar as it complies with the provisions of general law; provided, however, that the Sanitary Board shall be composed of the Mayor, who shall be the Chairman of the Board, and two other persons appointed by the Council, one of whom shall be a registered professional engineer. Such Sanitary Board, so composed, shall continue in existence and operation only until such time as Council performs the duty required of it by Section 10.104 of this article.

SECTION 10.104 COMBINED WATERWORKS AND SEWERAGE SYSTEM.

Council shall, as soon as practicable, proceed under the provisions of the statute permitting it, W. Va. Code, §8-20 (Acts 1969), to combine the existing waterworks and sewerage systems into a single undertaking. Such combined waterworks and sewerage system shall be placed under the cognizance of the Director of Public Works for its operation, repair, maintenance and extension. From and after such action by Council, all the powers and duties of the existing Sanitary Board shall pass to and vest in the Director of Public Works; and said Sanitary Board shall thereafter be functus officio.

SECTION 10.105 BONDS.

Before entering upon the duties of their employment, the Mayor, the Director of Finance, the Purchasing Agent, the Judge of the Municipal Court and such other personnel of the City as Council may require so to do, shall give bond for the faithful performance of their duties, payable to the State of West Virginia in such amounts and with such corporate surety as may be approved by Council. Council may provide for obtaining a blanket bond covering all City employees, designating specific employees whose bond shall be in excess of the amount of the blanket bond. The premiums on such bond or bonds shall be paid by the City after it has been ascertained that the premiums are not in excess of the premium schedule filed by the bonding company with the Insurance Commissioner of West Virginia. All bonds shall be subject to approval of the City Attorney as to form and substance and, when so approved, shall be endorsed with his signature.

SECTION 10.106 SEPARABILITY CLAUSE.

If any article, section, subsection, paragraph, sentence or clause of this Charter is for any reason held invalid or unconstitutional, such holding shall not affect the validity, constitutionality or application of any other portion of this Charter.

SECTION 10.107 REFERENCE TO GENERAL LAW.

A reference contained in this Charter to a provision of general law shall be construed to mean the provision as it now exists or as it may hereafter be amended. Where additional sections are added to the subject matter of a provision of general law referred to in this Charter, the reference shall include such additional sections.

SECTION 10.108 SUNDAYS AND LEGAL HOLIDAYS; SATURDAY COUNCIL PROCEEDINGS LAWFUL.

Whenever under the provisions of this Charter or any ordinance, rule, regulation or order, it is required that a meeting be held or that an act be done on a date which is a Saturday, Sunday, legal holiday or a day which is not an ordinary working day in the Municipal government, the ensuing secular day, or ordinary working day respectively shall be taken as meant and intended. Notwithstanding the provisions of this section Council and its committees shall be permitted to meet in regular or special session on any Saturday. (Amended 10-15-85.)

SECTION 10.109 LOSS OF QUALIFICATION BY OFFICER OR EMPLOYEE; VACANCY CREATED.

In the event it shall come to the attention of the appointing official that any officer or employee of the City shall, subsequent to his election, appointment or employment, cease to possess any of the requisite qualifications provided for his office or position, or if any such officer or employee shall resign or become physically or mentally incapacitated to the point he cannot perform his duties, then the appointing official shall declare a vacancy. Such vacancy shall be filled pursuant to applicable law. (Amended 10-15-85.)

SECTION 10.110 CONFLICT OF INTEREST.

Any City officer or employee who has a substantial financial interest, direct or indirect or by reason of ownership of stock in any corporation, in any contract with the City or in the sale of any land, material, supplies or services to the City or to a contractor supplying the City shall make known that interest and shall refrain from voting upon or otherwise participating in his capacity as a City officer or employee in the making of such sale or in the making or performance of such contract. Any City officer or employee who willfully conceals such a substantial financial interest or willfully violates the requirements of this section shall be guilty of malfeasance in office or position and shall forfeit his office or position. Violation of this section with the knowledge, express or implied, of the person or corporation contracting with or making a sale to the City shall render the contract or sale voidable by the Mayor or Council.

SECTION 10.111 CENTRAL GARAGE AND MOTOR POOL.

There shall be a central garage, service center and motor pool, wherein all automobiles and other vehicles owned by the City shall be maintained, serviced and repaired and from which the head of any department, commission or agency, or his designee, shall requisition the use of any such automobiles or other vehicles as may be required by him or it. The Mayor, or his designee, shall establish and promulgate such rules and regulations respecting such facility as to effect the greatest possible economy and efficiency in its operation.

X. A

CERTIFICATE

In witness of the completed Charter draft, the undersigned members of the Charter Board, after the conclusion of the public hearings and consideration of changes considered necessary or desirable by members of the Board (as more fully appears from the minutes of meeting of the Board held August 21, 1969,) have hereunto signed their names.

Carle L. Lewis
Joseph P. Albright
Leo M. Tyson
Carl E. Stephens
Robert A. Atkinson
Vernon Paul James
Russell W. Barrett
Richard M. Richmond
George E. Farley
Wilbur E. Ruehl
E. Wayne Stanley

APPENDIX A

W.Va. Code, §8-11-4. ORDINANCE PROCEDURES.

(a) Notwithstanding any Charter provision to the contrary, which Charter provision was in effect on the effective date of this section, it shall not be necessary, except where otherwise provided in this Code, for the governing body of any municipality to publish in a newspaper any proposed ordinance prior to the adoption thereof or any enacted ordinance subsequent to the adoption thereof, and any and all ordinances of every municipality shall be adopted in accordance with the following requirements, except where different or additional requirements are specified in other provisions of this Code, in which event such other different or additional requirements shall be applicable.

(1) A proposed ordinance shall be read by title at not less than two meetings of the governing body with at least one week intervening between each meeting, unless a member of the governing body demands that the ordinance be read in full at one or both meetings. If such demand is made, the ordinance shall be read in full as demanded.

(2) At least five days before the meeting at which a proposed ordinance, the principal object of which is the raising of revenue for the Municipality, is to be finally adopted, the governing body shall cause notice of the proposed adoption of said proposed ordinance to be published as a Class 1-0 legal advertisement in compliance with the provisions of article three, chapter fifty-nine of this Code, and the publication area for such publication shall be the Municipality. The notice shall state the subject matter and general title or titles of such proposed ordinance, the date, time and place of the proposed final vote on adoption, and the place or places within the Municipality where such proposed ordinance may be inspected by the public. A reasonable number of copies of the proposed ordinance shall be kept at such place or places and be made available for public inspection. Said notice shall also advise that interested

(3) A proposed ordinance shall not be materially amended at the same meeting at which finally adopted.

(b) Notwithstanding any charter provision to the contrary, which Charter provision was in effect on the effective date of this section, the governing body of any municipality may adopt, by ordinance, building codes, housing codes, plumbing codes, sanitary codes, electrical codes, fire prevention codes, or any other technical codes dealing with general public health, safety or welfare, or a combination of the same, or a comprehensive code of ordinances, in the manner prescribed in this subsection (b). Before any such ordinanc shall be adopted, the code shall be either printed or typewritten and shall be presented in pamphlet form to the governing body of the Municipality at a regular meeting, and copie of such code shall be made available for public inspection. The ordinances adopting such Code shall not set out said Code in full, but shall merely identify the same. The vote on adoption of said ordinance shall be the same as on any other ordinance. After adoption of the ordinance, such Code or Codes shall be certified by the Mayor and shall be filed as a permanent record in the office of the recorder, who shall not be required to transcribe and record the same in the ordinance book as other ordinances are transcribed and recorded. Consistent with the provisions of subsection (a) of this section, it shall not be necessary that any such ordinance, either as proposed or after adoption, be published in any newspaper, and it shall not be necessary that the Code itself be so published, but before final adoption of any such proposed ordinance, notice of the proposed adoption of such ordinance and Code shall be given by publication as herein provided for ordinances the principal object of which is the raising of revenue for the Municipality, which notice shall also state where, within the Municipality, the Code or Codes will be available for public inspection.

(c) By a charter framed and adopted, revision of a charter as a whole, or a charter amendment or amendments, as the case may be, subsequent to the effective date of this section, a City may require any or all ordinances to be published in a newspaper prior to the adoption thereof, may expressly adopt the provisions of this section, may specify other additional requirements for the enactment of ordinances, or may prescribe a procedure for the enactment of ordinances in greater detail than prescribed in this section, but a City shall not, except in an emergency as specified in subsection (d) of this section or except as otherwise provided in this Code, have the power and authority to lessen or reduce the requirements of this section.

(d) The governing body of a municipality may enact an ordinance without complying with the rules prescribed in this section only (1) in the case of a pressing public emergency making procedure in accordance with the provisions of this section dangerous to the public health, safety or morals, and by affirmative vote of two-thirds of the members elected to the governing body, or (2) when otherwise provided in this Code. The nature of any such emergency shall be set out in full in the ordinance.

APPENDIX B
REPORT OF THE CHARTER BOARD

The City of Parkersburg has operated for the past forty years under the commission form of City government. In that time, the inherent weaknesses of this form have become apparent. These weaknesses include the placing of both legislative authority and administrative authority in the same hands namely in the elected commission. The commission plan offers no opportunity for sound budgeting practices; there is no practical way to coordinate a planned expenditure program among five independent administrative authorities. There is no single responsible executive in the commission plan; this makes impossible a unified public policy, as well as a known and effective responsibility.

After due consideration of the plans of city government available under the Home Rule Statute (city manager, strong mayor, mayor council, commission,) the Charter Board proposes that the new Charter for the City of Parkersburg be based on the strong mayor plan.

The Mayor shall be elected at large under the general election laws of the State. He shall be the chief administrative officer of the City with supervision over all executive and administrative work of the City and shall appoint all City officers and employees. He shall have the authority and responsibility to carry out the duties vested in him by this Charter, ordinance of Council or general law in the best interests of the citizens of this City.

The Council shall have all the legislative powers of the City vested in it. The Council shall consist of nine members elected from nine Municipal election districts on a partisan basis. The Council will meet at least twice a month and will be responsible for providing by ordinance the rules and procedures under which the Mayor is to administer the City government.

All appointments and promotions in the administrative service of the City are to be made according to merit and fitness. Persons holding any office or employed under the present government will be retained under the new Charter.

The new Charter provides for departments of Public Works, Finance, Purchasing, Fire and Police; other departments may be established by Council.

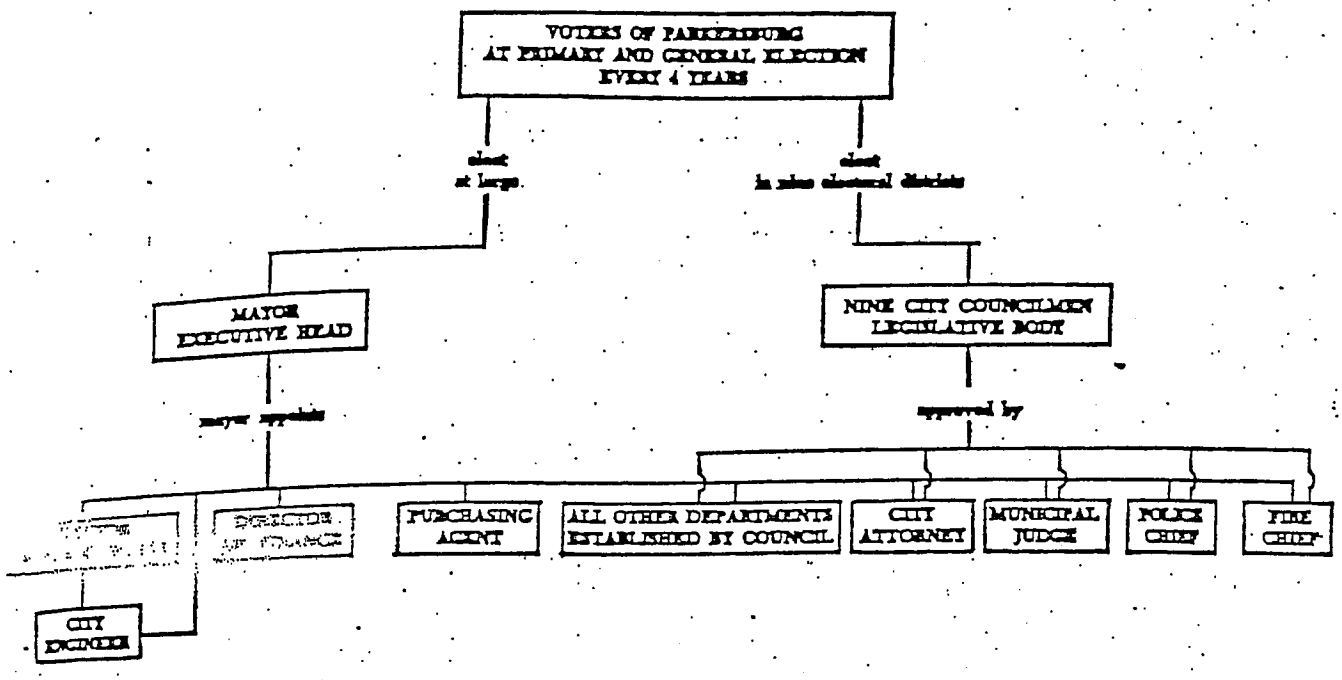
The primary election for the first Mayor and Council under this Charter will be held on Tuesday, July 14, 1970; and the first general election will be held Tuesday, July 28, 1970. The Mayor and Council so elected will take office August 17, 1970, and hold office until their successors are elected and qualified on or after December 31, 1973.

The Mayor and Council will be elected every four years. The primary will be held on the first Tuesday after the second Monday in October in the year 1973 and every fourth year thereafter. The general election will be held the first Tuesday after the first Monday in November in the year 1973 and every fourth year thereafter. The officers of each new administration will take office on the first Monday in January after their election.

This Charter has been completed after long and searching deliberations by the members of the Charter Board. It is the feeling of the Board that it will provide a practical and workable framework for the government of the City of Parkersburg, and the Charter Board unanimously recommends its adoption by the citizens of Parkersburg.

APPENDIX C

STRUCTURE OF GOVERNMENT UNDER PROPOSED CHARTER



RULES AND REGULATIONS

CITY COUNCIL

PARKERSBURG, WV 26102-1627

as amended

1/11/94

RULE I.

GOVERNING RULES

Except as otherwise provided in the Constitution of the United States and the State of West Virginia, the laws of the State of West Virginia or the Charter of the City of Parkersburg, all questions of order, the methods of organization and the conduct of business of the municipal council shall be governed by Roberts Rules of Order (Revised Edition) in all cases to which they are applicable, and in which they are not inconsistent with the following governing rules of council. "The Scott,Foresman ROBERT'S RULES OF ORDER, Newly Revised, 1990 Edition, 9th Editior

RULE II.

INFORMAL MEETINGS

The Council may hold pre-meeting conferences on the day of which regular or special meetings of the Council are held, or at other times when called by the President of the Council, the Mayor or upon request of a majority of the Council; provided, however, that no votes shall be taken and that the purpose of these informal meetings shall be to inform the Council as to agenda items or other matters which the President, the Mayor, or other members of Council deem proper.

RULE III.

MEETINGS

TIMES AND PLACES ESTABLISHED

(A)
The Council shall hold regular meetings on the second and fourth Tuesdays of each month at 7:30 P.M.; provided, however, that the regular meeting date and time may be changed to a different date and time upon duly passed by the majority of the members present. Provided further that in the event that the regular meeting date and time are so changed, notice shall be given to the general public of such change by Class I Legal Publication. When the day fixed for any regular meeting of the Council falls upon a day designated by law as a legal, national or religious holiday, such meeting shall be held at the same hour on the next succeeding day not a holiday

(B)
Special meetings may be called at any time, upon reasonable notice, by the Mayor or the President of the Council, and shall be so called by the President of the Council upon request of a majority of the Council. The requirements of reasonable notice of the time and place of the special meeting containing a brief statement of the purpose of the meeting in a method provided by law for the institution of a civil action within 12 hours of the time set for the meeting.

(C)
All meetings of the Council shall be held in the Council Chambers of the Municipal Building of the City of Parkersburg unless otherwise specified by the President of the Council.

(D)
All regular and special meeting of the Council shall be open to the public provided however, that the Council may recess for the purpose of conducting an executive session, limited to its membership plus any person or persons requested to attend such executive session by a majority of the Council. Such executive session shall be conducted and held in the manner specified in Chapter VI, Article 9A, Section 4 of the West Virginia Code, as amended, and only for the purpose therein stated.

RULE IV. AGENDA

(A)
All reports, communications, ordinances, resolutions, claims, license reports, contracts, documents or other matters to be submitted to the Council shall by 4:30 P.M. Tuesday, one week prior to the regular Council meeting, be delivered to the City Clerk, whereupon the Clerk shall immediately prepare a calendar of such matters together with such additional matters that she may have to present, in conformity with the prescribed order of business as hereinafter provided and shall furnish a copy to each member of Council. Items received after that time will be placed on the next regular Council agenda. When requested, the CLerk shall furnish the Mayor, City Attorney, and Directors of departments with a copy of the same, prior to the Council meeting and as far in advance of the meeting as time for preparation will permit. (amended 7/27/82)

(B)
The Council may by unanimous vote of those present, suspend this rule, so that matters of urgency may be immediately considered by the Council.

(C)
Any item placed on the City Council agenda will require three Councilmen as Sponsors. This rule shall also apply to all Boards and Commissions of the City of Parkersburg, and others, in accordance with the City Charter. (amemded 12/13/83)

RULE V. PRESIDING OFFICER - DUTIES

(A)
The Presiding Officer of the Council shall be the President. He shall be elected at the Organizational meeting held at 7:30 on the Tuesday following the date its members assume office.

(B)
The City Clerk or her designee shall act as temporary Chairman of such Organizational meeting. She shall call the meeting to order then call the roll of the Council.

(C)
The City Clerk shall entertain nominations from the Council for the position of Presi of the Council. Each nomination requires a second.

(D)
After nominations for the President have been closed, the City Clerk or her designee shall distribute ballots to the Council, collect same, and canvass in the open forum. Ballots will be available for inspection. (amended 1/5/82)

(E)
In case no nominee receives the most votes, additional ballots will be distributed and counted until one nominee receives more votes than the others. (amended 1/5/82)

(F)
After a President has been elected, the City Clerk will yield the chair to the new President who will in the same manner cause to be elected a new Council Vice President.

(G)
After electing a Council President and Vice President, a motion to adjourn the Organ- izational meeting is in order.

(H)
In the absence of the President and Vice President at any regular or special meeting of the Council, the presiding officer of the meeting shall be elected by the majority of the members of the Council present. The City Clerk or her designee shall conduct this election.

(I)
The presiding officer shall preserve strict order and decorum at all regular and special meetings of the Council. He shall state every question coming before the Council and announce the decision of the Council on all matters coming before it. A majority vote of Council shall govern and conclusively determine all questions of order not otherwise herein covered or as otherwise provided by law.

(J)
The term of the office of President and Vice President shall be limited to a one year term, but he may succeed himself. (amended 1/5/82)

RULE VI. PARLIAMENTARIAN

The City Attorney of Assistant City Attorney shall act as parliamentarian, and when requested, shall advise and assist the presiding officer in matters of parliamentary law.

RULE VII. CITY ATTORNEY

The City Attorney, or his designee, shall be available to the Council at all regular and special meetings. The City Attorney or his designee, shall draft ordinances, resolutions, or other legal documents when requested by a Council-member. (amended 7/27/82)

RULE VII. CALL TO ORDER
ROLL CALL

The President of the Council shall take the chair at the hour appointed for the meeting and shall immediately call the Council to order. Upon the arrival of

RULE VIII cont.

the President, the Vice President shall relinquish the chair upon the conclusion of the business immediately before the Council.

Before proceeding with the business of the Council, the Clerk or designee, shall call the roll of the members in order by district, except the presiding officer shall be called last, and the names of those present shall be entered in the minutes. (amended 1/5/82)

RULE IX. QUORUM

A majority of the total number of the Council shall constitute a quorum. Should no quorum attend within thirty (30) minutes after the hour appointed for the meeting of the Council, the President, or in his absence the Vice President, may thereupon adjourn the meeting until the next day at the same hour and place.

RULE X. READING OF MINUTES

At each regular meeting of the Council, a journal of the proceedings of the last meeting shall be read, and corrected if erroneous, and signed by the presiding officer for the time being; provided, that the reading of the journal of the proceedings of the last meeting may be dispensed with by a majority vote by the governing body if the members thereof have received and examined a copy of the journal or a synopsis thereof prior to the meeting at which this journal is signed. Upon the call of any member the yeas and nays on any question shall be taken and recorded in this journal.

RULE XI. OPEN MEETINGS
ORDER OF BUSINESS

All regular and special meetings of the Council shall be open to the public. The business of the Council shall be taken up for consideration and disposition in the following manner:

1. Prayer
2. Pledge of Allegiance
3. Roll Call
4. To read, correct and approve the minutes of the previous meeting.
5. To receive and consider reports of standing committees.
6. To receive and consider reports of special committees.
7. To receive and consider messages from the Executive.
8. To receive and consider resolutions, petitions, motions.
9. Unfinished business.
10. Ordinances, second reading.
11. Ordinances, first reading.
12. Miscellaneous business.
~~13. Adjournment.~~

(amended 12/9/80)

13. Public Forum. Thirty (30) minutes maximum. Five (5) minutes per person. (1/11/94)

RULE XII.

RULES OF DEBATE

(A)
Question under consideration - A motion presented and seconded is under consideration and no motion shall be received thereafter, except to: 1) To adjourn; 2) To lay on the table, to postpone or to amend, until the question is decided; or 3) To refer to a committee. These motions shall have preference in order in which they are mentioned and the first two shall be decided without debate. (amended 7/27/82)

(B)
Limitations on debate: No member shall speak more than twice upon the same subject without leave of the Council. Nor more than once until every member choosing to speak shall have spoken.

(C)
A member of the Council once recognized, shall not be interrupted when speaking unless it be to call him or her to order or as herein otherwise provided. If a member of the Council, while speaking, be called to order, he or she shall cease speaking until the question of order be determined by the presiding officer, and if in order he or she shall be permitted to proceed. Any member of the Council may appeal to the Council from the decision of the presiding officer upon a question of order, whereupon without debate the presiding officer shall submit to the Council the question. "Shall the decision of the chair be sustained?", and the Council shall decide the question by a majority vote.

(D)
Privilege of closing debate: Any member of Council may close debate by moving the previous question which requires 2/3 vote. (amended 7/27/82)

RULE XIII.

ROLL CALL FOR VOTING

Upon any roll call there shall be no discussion or explanation given by any member of Council voting, and he shall vote "yes' or "no" unless he shall first receive permission from a majority of the Council to explain his vote. A member of the Council may abstain from voting on any matter. The vote upon every motion, resolution, or ordinance shall be taken by a roll call in order by Council district, one through nine, except that the presiding officer shall be the last member called, and the vote be entered on the minutes.

RULE XIV.

MANNER OF ADDRESSING COUNCIL
TIME LIMIT

Each person desiring to address the Council shall stand and give his or her name and address in an audible tone of voice for the record, and unless further time is granted by the majority of the Council, shall limit his address to 5 minutes. All remarks shall be addressed to the presiding officer and Council as a body and not to any individual member of the Council. No person, other than members of the Council, and the person having the floor, shall be permitted to enter into any discussion, either directly or through a member of the Council, without the permission of the presiding officer. No question shall be asked a member of the Council except through the presiding officer. (amended 7/27/82)

RULE XV.

DECORUM

(A) - By Council members:
While the Council is in session, the members must preserve order and decorum. A councilperson shall not, by conversation or otherwise, except as herein provided, delay, or interrupt the proceedings or the peace of the Council, or disturb any member while speaking or refuse to obey the orders of the Council or its presiding officer.

(B) - By other persons:
Any person making personal, impertinent or slanderous remarks or who shall become boisterous while addressing the Council shall forthwith be barred by the presiding officer from further audience before the Council, unless permission to continue or again address the Council be granted by the majority vote of the Council. The Chief of Police, or such member or members of the Police Department as he may designate, shall be the sergeant-at-arms of the Council meetings. He, or they, shall carry out all orders and instructions given by the presiding officer for the purpose of maintaining order and decorum at the Council meeting.

RULE XVI.

COUNCIL COMMITTEES

All standing and special committees, and the chairman thereof, shall be appointed by the presiding officer at regular or special meetings. All committees shall consist of five members, including the chairman.

There shall be a standing committee entitled "Committee of the Whole"; and

There shall be a standing committee entitled "Finance and Administration", which committee shall have the jurisdiction in the following City functions:

Review budget revisions; review financial statements, review and make recommendations regarding requests for funds from agencies and groups not associated with the City; recommend to administration the promise of expending available funds; recommend additional sources of funds for capital improvements; recommend to Council resolutions suggesting revisions in State tax structure that apply to cities; receive, consider, and recommend financial resources for standing committee's recommendations.

There shall be a standing committee entitled "Community Development" which shall have the jurisdiction in the following City functions:

Code Enforcement; Street resurfacing; recommendations concerning recreational facilities, working in conjunction with the Wood County Recreation Commission.

RULE XVI. (continued)

There shall be a standing committee entitled "Public Works and Safety" which shall have the jurisdiction in the following City functions:

Advisory in the areas of the Police, Fire, and Public Works Departments concerning personnel problems and departmental requests.

There shall be a standing committee entitled "Rules and Procedures" which shall have the jurisdiction in the following City functions:

Consider appointments made by Council and make recommendations. All matters of personnel will be discussed in executive session; keep the legislative manual updated as required by the Charter; study rules and procedures.

RULE XVII. PREPARATION OF ORDINANCES, ETC

The City Attorney or his designee, when requested, shall prepare ordinances, resolutions, motions, contracts, or other documents, which shall be delivered to the Clerk in conformity with Rule IV. and Rule VII. A copy of the same shall be forthwith furnished to each member of the Council by the Clerk. All prepared ordinances, resolutions, and legal documents shall be approved by the City Attorney or his designee and bear his notation that they are correct in form.

RULE XVIII. NOMINATIONS AND ACTION THEREON

(A)
Upon the receipt from the Mayor of any nomination to any office or position,

RULE XVIII. cont.

the same shall be read under "Item" messages from the Executive Office, by the Clerk or her designee, and unless otherwise ordered, shall be considered by the Council under "new business". When taken up for action the presiding officer shall put the question on each nomination as follows: "Will the Council confirm the nomination?" On that motion, a vote shall be ordered, and if the majority votes to confirm, the presiding officer shall announce "The nomination is confirmed' If less than the majority vote to confirm, the presiding officer shall announce, "The nomination is rejected".

(B)
Nominations for all committees, boards, and commissions appointed by the Council shall be received by the Council secretary or City Clerk and referred to the City Council Personnel Committee. Within twenty-one (21) days, the Council shall receive a committee report by the Clerk or her designee recommending a nominee or reflecting a vacancy. Such report shall then be taken up and considered by the Council under "new business". When taken up for action, the Clerk shall either read the resolution reflecting the nominee or state that there is a vacancy. If there is a vacancy, the presiding officer shall declare an executive session at which time a recommendation shall be made to fill such vacancy. Upon adjourning the executive session, the Clerk shall read the resolution including the name recommended during the executive session. A roll call vote shall then be conducted concerning such resolution. (amended 1/85, amended 3/90 to Personnel Committee)

RULE XIX. EXPENDITURES OF COUNCIL

Before a member of the Council shall make any agreement to buy, purchase, or contract services, or in any way commit monies of the Council in excess of $100.00, or request any monies for services, expenses or fees in excess of $100.00, he or she will first have prior approval of the Finance Committee and a majority of the Council.

RULE XX. REPORTS AND RESOLUTIONS

All reports and resolutions shall be filed with the City Clerk and entered in the minutes.

RULE XXI. READING AND ACTION OF ORDINANCES

Ordinances will be voted on at first reading, and if defeated will not be brought back up for second reading. (amended 6/28/83)

RULE XXII. ADJOURNMENT

A motion to adjourn shall always be in order and decided without debate.

RULES AND REGULATIONS

CITY COUNCIL

PARKERSBURG WV 26102-1627

AS AMENDED 12/14/99

CITY COUNCIL RULES AND REGULATIONS

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RULES AND REGULATIONS

CITY COUNCIL

PARKERSBURG WV 26102-1627

AS AMENDED 12/14/99

GOVERNING RULES

RULE I.

Except as otherwise provided in the Constitution of the United States and the State of West Virginia, the laws of the State of West Virginia or the Charter of the City of Parkersburg, all questions of order, the methods of organization and the conduct of business of the municipal council shall be governed by Roberts Rules of Order (Revised Edition) in all cases to which they are applicable, and in which they are not inconsistent with the following governing rules of council. "The Scott, Foresman ROBERTS'S RULES OF ORDER, Newly Revised, 1990 Edition, 9th Edition"

INFORMAL MEETINGS

RULE II.

The Council may hold pre-meeting conferences on the day of which regular or special meetings of the Council are held, or at other times when called by the President of the Council, the Mayor or upon request of a majority of the Council; provided, however, that no votes shall be taken and that the purpose of these informal meetings shall be to inform the Council as to agenda items or other matters which the President, the Mayor, or other members of Council deem proper.

MEETINGS
TIMES AND PLACES ESTABLISHED

RULE III.

(A)
The Council shall hold regular meetings on the second and fourth Tuesdays of each month at 7:30 P.M.; provided, however, that the regular meeting date and time may be changed to a different date and time upon duly passed by the majority of the members present. Provided further that in the event that the regular meeting date and time are so changed, notice shall be given to the general public of such change by Class I Legal Publication. When the day fixed for any regular meeting of the Council falls upon a day designated by law as a legal, national or religious holiday, such meeting shall be held at the same hour on the next succeeding day not a holiday.

(B)
Special meetings may be called at any time, upon reasonable notice, by the Mayor or the President of the Council, and shall be so called by the President of the Council upon request of a majority of the Council. The requirements of reasonable notice of the time and place of the special meeting containing a brief statement of the purpose of the meeting in a method provided by law for the institution of a civil action within 12 hours of the time set for the meeting.

©
All meetings of the Council shall be held in the Council Chambers of the Municipal Building of the City of Parkersburg unless otherwise specified by the President of the Council.

(D)
All regular and special meeting of the Council shall be open to the public provided however, that the Council may recess for the purpose of conducting an executive session, limited to its membership plus any person or persons requested to attend such executive session by a majority of the Council. Such executive session shall be conducted and held in the manner specified in Chapter VI, Article 9A, Section 4 of the West Virginia Code, as amended, and only for the purpose therein stated.

(E) NOTICES:

(1) Regular Meetings. A notice shall be posted and maintained by the City Clerk at the front door or bulletin board of the Parkersburg Municipal Building of the date, time and place fixed and entered of record by Council 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 location by the City Clerk not less than 48 hours before such regular meeting is to be held. If a particular regularly scheduled meeting is canceled or postponed, a notice of such cancellation or postponement shall be posted at the same location as soon as feasible after such cancellation or postponement has been determined. (amended 12/14/99)

(2) Special Meetings. A notice shall be posted by the City Clerk at the front door or bulletin board of the Parkersburg Municipal Building not less that 48 hours before a specially scheduled meeting is to be held, stating the date, time, place and purpose for which such special meeting shall be held. If the special meeting is canceled, a notice of such cancellation shall be posted at the same location as soon as feasible after such cancellation has been determined. (amended 12/14/99)

AGENDA

RULE IV.

(A)
All reports, communications, ordinances, resolutions, claims, license reports, contracts, documents or other matters to be submitted to the Council shall by 4:30 P.M. Tuesday, one week prior to the regular Council meeting, be delivered to the City Clerk, whereupon the Clerk shall immediately prepare a calendar of such matters together with such additional matters that she may have to present, in conformity with the prescribed order of business as hereinafter provided and shall furnish a copy to each member of Council. Items received after that time will be placed on the next regular Council agenda. When requested, the Clerk shall furnish the Mayor, City Attorney, and Directors of departments with a copy of the same, prior to the Council meeting and as far in advance of the meeting as time for preparation will permit. (amended 7/27/82).

(B)
The Council may by unanimous vote of those present, suspend this rule, so that matters of urgency may be immediately considered by the Council.

©
Any item placed on the City Council agenda will require three Councilmen as Sponsors. This rule shall also apply to all Boards and Commissions of the City of Parkersburg, and others, in accordance with the City Charter. (amended 12/13/83)

PRESIDING OFFICER – DUTIES

RULE V.

(A)
The Presiding Officer of the Council shall be the President. He shall be elected at the Organizational meeting held at 7:30 on the Tuesday following the date its members assume office.

(B)
The City Clerk or her designee shall act as temporary Chairman of such Organizational meeting. She shall call the meeting to order then call the roll of the Council.

©
The City Clerk shall entertain nominations from the Council for the position of President of the Council. Each nomination requires a second.

(D)
After nominations for the President have been closed, the City Clerk shall call for a vote, which vote shall be by a roll call, pursuant to Rule XIII of these governing rules. (amended 12/14/99)

(E)
In case no nominee receives the most votes, additional votes by roll call shall be taken until one nominee receives more votes than the others. (amended 12/14/99)

(F)
After a President has been elected, the City Clerk will yield the chair to the new President who will in the same manner cause to be elected a new Council Vice President.

(G)
After electing a Council President and Vice President, a motion to adjourn the Organizational meeting is in order.

(H)
In the absence of the President and Vice President at any regular or special meeting of the Council, the presiding officer of the meeting shall be elected by the majority of the members of the Council present. The City Clerk or her designee shall conduct the election.

(I)
The presiding officer shall preserve strict order and decorum at all regular and special meetings of the Council. He shall state every question coming before the Council and announce the decision of the Council on all matters coming before it. A majority vote of Council shall govern and conclusively determine all questions of order not otherwise herein covered or as otherwise provided by law.

(J)
The term of the office of President and Vice President shall be limited to a one year term, but he may succeed himself. (amended 1/5/82)

PARLIAMENTARIAN

RULE VI.

The City Attorney or Assistant City Attorney shall act as parliamentarian, and when requested, shall advise and assist the presiding officer in matters of parliamentary law.

CITY ATTORNEY

RULE VII.

The City Attorney, or his designee, shall be available to the Council at all regular and special meetings. The City Attorney or his designee, shall draft ordinances, resolutions, or other legal documents when requested by a Councilmember. (amended 7/27/82)

CALL TO ORDER
ROLL CALL

RULE VIII.

The President of the Council shall take the chair at the hour appointed for the meeting and shall immediately call the Council to order. Upon the arrival of the President, the Vice President shall relinquish the chair upon the conclusion of the business immediately before the Council.

Before proceeding with the business of the Council, the Clerk or designee, shall call the roll of the members in order by district, except the presiding officer shall be called last, and the names of those present shall be entered in the minutes. (amended 1/5/82)

QUORUM

RULE IX.

A majority of the total number of the Council shall constitute a quorum. Should no quorum attend within thirty (30) minutes after the hour appointed for the meeting of the Council, the President, or in his absence the Vice President, may thereupon adjourn the meeting until the next day at the same hour and place.

READING OF MINUTES

RULE X.

At each regular meeting of the Council, a journal of the proceedings of the last meeting shall be read, and corrected if erroneous, and signed by the presiding officer for the time being; provided, that the reading of the journal of the proceeding of the last meeting may be dispensed with by a majority vote by the governing body if the members thereof have received and examined a copy of the journal or a synopsis thereof prior to the meeting at which this journal is signed. Upon the call of any member the yeas and nays on any question shall be taken and recorded in this journal.

OPEN MEETINGS
ORDER OF BUSINESS

RULE XI.

All regular and special meetings of the Council shall be open to the public. The business of the Council shall be taken up for consideration and disposition in the following manner:

1. Prayer
2. Pledge of Allegiance
3. Roll Call
4. To read, correct and approve the minutes of the previous meeting.
5. To receive and consider reports of standing committees.
6. To receive and consider reports of special committees.
7. To receive and consider messages from the Executive.
8. To receive and consider resolutions, petitions, motions.

9. Unfinished business.
10. Ordinances, second reading.
11. Ordinances, first reading.
12. Miscellaneous business.
13. Public Forum. Thirty (30) minutes maximum. Five (5) minutes per person. (1/11/94)
14. Adjournment.

RULES OR DEBATE

RULE XII.

(A)
Questions under consideration – A motion presented and seconded is under consideration and no motion shall be received thereafter, except to: 1) To adjourn; 2) To lay on the table, to postpone or to amend, until the question is decided; or 3) To refer to a committee. These motions shall have preference in order in which they are mentioned and the first two shall be decided without debate. (amended 7/27/82)

(B)
Limitations on debate: No member shall speak more than twice upon the same subject without leave of the Council. Nor more than once until every member choosing to speak shall have spoken.

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A member of the Council once recognized, shall not be interrupted when speaking unless it be to call him or her to order or as herein otherwise provided. If a member of the Council, while speaking, be called to order, he or she shall cease speaking until the question of order be determined by the presiding officer, and if in order he or she shall be permitted to proceed. Any member of the Council may appeal to the Council from the decision of the presiding officer upon a question of order, whereupon without debate the presiding officer shall submit to the Council the question. "Shall the decision of the chair be sustained?", and the Council shall decide the question by a majority vote.

(D)
Privilege of closing debate: Any member of Council may close debate by moving the previous question which requires 2/3 vote. (amended 7/27/82)

ROLL CALL FOR VOTING

RULE XIII.

Upon any roll call there shall be no discussion or explanation given by any member of Council voting, and he shall vote "yes" or "no" unless he shall first receive permission from a majority of the Council to explain his vote. A member of the Council may abstain from voting on any matter. The vote upon every motion, resolution, or ordinance shall be taken by a roll call in

order by Council district, one through nine, except that the presiding officer shall be the last member called, and the vote be entered in the minutes.

MANNER OF ADDRESSING COUNCIL
TIME LIMIT

RULE XIV.

Each person desiring to address the Council shall stand and give his or her name and address in an audible tone of voice for the record, and unless further time is granted by the majority of the Council, shall limit his address to 5 minutes. All remarks shall be addressed to the presiding officer and Council as a body and not to any individual member of the Council. No person, other than members of the Council, and the person having the floor, shall be permitted to enter into any discussion, either directly or through a member of the Council, without the permission of the presiding officer. No question shall be asked a member of the Council except through the presiding officer. (amended 7/27/82)

DECORUM

RULE XV.

(A) – By Council members:

While the Council is in session, the members must preserve order and decorum. A councilperson shall not, by conversation or otherwise, except as herein provided, delay, or interrupt the proceedings or the peace of the Council, or disturb any member while speaking or refuse to obey the orders of the Council or its presiding officer.

(B) – By other persons:

Any person making personal, impertinent or slanderous remarks or who shall become boisterous while addressing the Council shall forthwith be barred by the presiding officer from further audience before the Council, unless permission to continue or again address the Council be granted by the majority vote of the Council. The Chief of Police, or such member or members of the Police Department as he may designate, shall be the sergeant-at-arms of the Council meetings. He, or they, shall carry out all orders and instructions given by the presiding officer for the purpose of maintaining order and decorum at the Council meeting.

COUNCIL COMMITTEES

RULE XVI.

All standing and special committees, and the chairman thereof, shall be appointed by the presiding officer at regular or special meetings. All committees shall consist of five members, including the chairman.

There shall be four (4) standing committees.

1. Committee of the Whole;

2. Finance and Administration; whose duties will include the following:

   A. Review budget revisions
   B. Review financial statements
   C. Review and make recommendations regarding requests for funds from agencies and groups not associated with the City
   D. Recommend to the Administration the promise of expending available funds
   E. Recommend additional sources of funds for capital improvements
   F. Recommend to Council resolutions suggesting revisions in State Tax structure that apply to cities
   G. Receive, consider and recommend financial resources for standing committee's recommendations

3. Public Works and Safety; whose duties will include advising the Administration in the following areas:

   A. Code Enforcement
   B. Street resurfacing
   C. In recommendations concerning recreational facilities, working in conjunction with the Wood County Recreation Commission
   D. In the areas of the Police Department, Fire Department, and the Public Works Department concerning departmental requests

4. Personnel Committee, whose duties will include the following:

   A. Consider City Council's appointments to Boards and Commissions and make recommendations thereon
   B. All matters of personnel (to be discussed in executive session)
   C. To keep the codified ordinances updated as required by the City Charter
   D. To study rules and procedures

   (It would be generally accepted by Council and entered into the record that personnel matters pertaining to the Police Department, Fire Department and the Public Works Department would be referred to the Personnel Committee which is so described in Rule XVI, #4, Item B.)

services, expenses or fees in excess of $100.00, he or she will first have prior approval of the Finance Committee and a majority of the Council.

REPORTS AND RESOLUTIONS

RULE XX.

All reports and resolutions shall be filed with the City Clerk and entered in the minutes.

READING AND ACTION OF ORDINANCES

RULE XXI.

Ordinances will be voted on at first reading, and if defeated will not be brought back up for second reading. (amended 6/28/83)

ADJOURNMENT

RULE XXII.

A motion to adjourn shall always be in order and decided without debate.

STATE OF WEST VIRGINIA
COUTY OF WOOD
CITY OF PARKERSBURG } SS.

I, John Lutz do solemnly swear that I will support the Constitution of the United States of America and the Constitution of the State of West Virginia, and that I will faithfully discharge the duties of member, Parkersburg Utility Board to the best of my skill and judgment.

John Lutz

Sworn to and subscribed before me this 10th day of January 20 06.

Connie Stapper

STATE OF WEST VIRGINIA
COUTY OF WOOD
CITY OF PARKERSBURG } SS.

I, Paul Westfall do solemnly swear that I will support the Constitution of the United States of America and the Constitution of the State of West Virginia, and that I will faithfully discharge the duties of member, Parkersburg Utility Board to the best of my skill and judgment.

Paul R. Westfall

Sworn to and subscribed before me this 10th day of January 20 06.

Connie Shaffer

STATE OF WEST VIRGINIA }
COUTY OF WOOD } SS.
CITY OF PARKERSBURG }

I, Robert Newell do solemnly swear that I will support the Constitution of the United States of America and the Constitution of the State of West Virginia, and that I will faithfully discharge the duties of Chairman, Parkersburg Utility Board to the best of my skill and judgment.

Robert S. Newell

Sworn to and subscribed before me this 10th day of January 20 06.

Connie Shaffer

STATE OF WEST VIRGINIA
COUNTY OF WOOD
CITY OF PARKERSBURG } SS.

I, Edward Glasser

do solemnly swear that I will support the Constitution of the United States of America and the Constitution of the State of West Virginia, and that I will faithfully discharge the duties of Member, Parkersburg Utility Board to the best of my skill and judgment.

Edward C. Glasser

Sworn to and subscribed before me this 15th day of February 19 06.

Connie Shaffer
Administrating Officer

Parkersburg Printing Co. 5

STATE OF WEST VIRGINIA
COUTY OF WOOD
CITY OF PARKERSBURG } SS.

I, Robert D. Newell, do solemnly swear that I will support the Constitution of the United States of America and the Constitution of the State of West Virginia, and that I will faithfully discharge the duties of Mayor of the City of Parkersburg to the best of my skill and judgment.

Robert D. Newell

Sworn to and subscribed before me this 31 day of January 2006.

Joseph P. Albright, Justice
Administering Officer

STATE OF WEST VIRGINIA
COUTY OF WOOD
CITY OF PARKERSBURG } SS.

I, Don Godfrey, do solemnly swear that I will support the Constitution of the United States of America and the Constitution of the State of West Virginia, and that I will faithfully discharge the duties of City Councilman to the best of my skill and judgment.

Donald R. Godfrey

Sworn to and subscribed before me this 3rd day of January 2006.

Joseph P. Albright Justice
Administering Officer

STATE OF WEST VIRGINIA
COUTY OF WOOD
CITY OF PARKERSBURG } SS.

I, Dorsey Cheuvront, do solemnly swear that I will support the Constitution of the United States of America and the Constitution of the State of West Virginia, and that I will faithfully discharge the duties of City Councilman to the best of my skill and judgment.

Dorsey Cheuvront

Sworn to and subscribed before me this 3rd day of January 2006.

Joseph P. Albright, Justice
Administering Officer

STATE OF WEST VIRGINIA
COUTY OF WOOD
CITY OF PARKERSBURG } SS.

I, Brad Kimes, do solemnly swear that I will support the Constitution of the United States of America and the Constitution of the State of West Virginia, and that I will faithfully discharge the duties of City Councilman to the best of my skill and judgment.

Brad Kimes

Sworn to and subscribed before me this 3rd day of January 2006.

Joseph P. Albright, Jr.
Administering Officer

STATE OF WEST VIRGINIA} SS.
COUNTY OF WOOD
CITY OF PARKERSBURG

I, James Myers, do solemnly swear that I will support the Constitution of the United States of America and the Constitution of the State of West Virginia, and that I will faithfully discharge the duties of City Councilman for the City of Parkersburg to the best of my skill and judgment.

James Myers

Sworn to and subscribed before me this 3 day of January, 2006.

Administering Officer

STATE OF WEST VIRGINIA
COUTY OF WOOD
CITY OF PARKERSBURG } SS.

I, Sharyn Tallman, do solemnly swear that I will support the Constitution of the United States of America and the Constitution of the State of West Virginia, and that I will faithfully discharge the duties of City Councilwoman to the best of my skill and judgment.

Sharyn Tallman

Sworn to and subscribed before me this 3rd day of January 2006.

Joseph P. Albright Justice
Administering Officer

STATE OF WEST VIRGINIA
COUTY OF WOOD
CITY OF PARKERSBURG } SS.

I, Mike Reynolds, do solemnly swear that I will support the Constitution of the United States of America and the Constitution of the State of West Virginia, and that I will faithfully discharge the duties of City Councilman to the best of my skill and judgment.

Mike Reynolds

Sworn to and subscribed before me this 7th day of January 2006.

Joseph P. Albright, Jr.
Administering Officer

STATE OF WEST VIRGINIA
COUTY OF WOOD
CITY OF PARKERSBURG } SS.

I, Tom Joyce, do solemnly swear that I will support the Constitution of the United States of America and the Constitution of the State of West Virginia, and that I will faithfully discharge the duties of City Councilman to the best of my skill and judgment.

Thomas J. Joyce

Sworn to and subscribed before me this 29th day of December 2005.

Connie Shaffer
Administering Officer

STATE OF WEST VIRGINIA} SS.
COUNTY OF WOOD
CITY OF PARKERSBURG

I, Tom Joyce, do solemnly swear that I will support the Constitution of the United States of America and the Constitution of the State of West Virginia, and that I will faithfully discharge the duties of City Councilman for the City of Parkersburg to the best of my skill and judgment.

Tom Joyce

Sworn to and subscribed before me this 3 day of January, 2006.

Administering Officer

STATE OF WEST VIRGINIA} SS.
COUNTY OF WOOD
CITY OF PARKERSBURG

I, Jim Knapp, do solemnly swear that I will support the Constitution of the United States of America and the Constitution of the State of West Virginia, and that I will faithfully discharge the duties of City Councilman for the City of Parkersburg to the best of my skill and judgment.

Jim Knapp

Jim Knapp

Sworn to and subscribed before me this 3 day of January, 2006.

Administering Officer

STATE OF WEST VIRGINIA} SS.
COUNTY OF WOOD
CITY OF PARKERSBURG

I, Demosthenes T. Dukas, do solemnly swear that I will support the Constitution of the United States of America and the Constitution of the State of West Virginia, and that I will faithfully discharge the duties of City Councilman for the City of Parkersburg to the best of my skill and judgment.

Demosthenes T. Dukas

Demosthenes T. Dukas

Sworn to and subscribed before me this 3 day of January, 2006.

Administering Officer

Ord. creating a Parkersburg Utility Board for the management of water and sewer departments

First reading 3/26/96

Final reading 4/9/96

ACTION TAKEN:

ADOPTED on first reading, as amended

ADOPTED on final reading, as amended

Mayor Eugene A. Knotts

CITY OF PARKERSBURG

AN ORDINANCE CREATING THE PARKERSBURG UTILITY BOARD AND PROVIDING FOR THE TRANSFER OF MANAGEMENT, CONTROL AND OPERATION OF THE MUNICIPAL WATERWORKS SYSTEM AND SEWERAGE SYSTEM OF THE CITY OF PARKERSBURG, WEST VIRGINIA FROM THE PARKERSBURG WATER DEPARTMENT AND THE PARKERSBURG SANITARY BOARD TO THE PARKERSBURG UTILITY BOARD, SUCH BOARD TO BE SUBORDINATE TO THE DIRECTOR OF PUBLIC WORKS UNTIL AMENDMENT OF THE PARKERSBURG CITY CHARTER.

WHEREAS, the City of Parkersburg, West Virginia (the "City") presently owns and operates a municipal waterworks system (the "Waterworks System"), consisting of a water filtration and treatment plant, reservoirs, water tanks, distribution lines, booster stations and all appurtenant facilities and properties, and a municipal sanitary sewerage system (the "Sewerage System"), consisting of a sewerage treatment plant, collection and transportation lines, lift stations and all appurtenant facilities and properties;

WHEREAS, the Waterworks System has heretofore been managed and operated by the Parkersburg Water Department, a department of the City, and the Sewerage System has heretofore been managed by the Parkersburg Sanitary Board, a board or commission created pursuant to Chapter 16, Article 13 of the West Virginia Code of 1931, as amended, and an ordinance of the City enacted November 11, 1953;

WHEREAS, the Charter of the City, adopted October 7, 1969, as amended (the "Charter") provides, at Section 10.104 thereof, for the separate Waterworks System and Sewerage System to be combined as soon as practicable, into a single undertaking pursuant to Chapter 8, Article 20 of the West Virginia Code of 1931, as amended (the "Act"), such combined waterworks and sewerage system to be placed under the cognizance of the Director of Public Works of the City (the "Director");

WHEREAS, the Council of the City has considered the effects of combining the operation, control and management of the Waterworks System and the Sewerage System and has determined that certain efficiencies will be achieved by the combination of the Waterworks System and the Sewerage System and by providing for a unified management

WHEREAS, the Council of the City has further considered the provisions set forth in Section 10.104 of the Charter and has determined that it is preferable for the combined waterworks and sewerage system to be under the supervision, management and control of an independent board rather than the Director, and has heretofore enacted an ordinance calling for a referendum at the May 14, 1996 primary election, amending such Charter provision to provide for a fully independent board not under the cognizance of the Director; and

WHEREAS, the City is permitted, pursuant to the Act to combine by ordinance the Waterworks System and the Sewerage System into a single undertaking and to operate the same in combination;

WHEREAS, the City has determined that refunding of its Waterworks Refunding Revenue Bonds, Series 1994, dated May 1, 1994 (the "Water Revenue Bonds"), and its Sewerage System Refunding Revenue Bonds, Series 1992, dated February 1, 1992 (the "Sewer Revenue Bonds") will achieve interest cost savings for the City, but that such refunding may be accomplished only if the Waterworks System and Sewerage System are combined on or prior to the date of issuance of refunding bonds for such purpose;

WHEREAS, the City has provided for refunding of all of its existing Waterworks Revenue Bonds and Sewer Revenue Bonds through the issuance of Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 1996 (the "Bonds") and, upon conclusion of such refunding and defeasance of the Waterworks Revenue Bonds and Sewer Revenue Bonds, will have no Waterworks Revenue Bonds or Sewer Revenue Bonds outstanding, the payment of which has not been made or provided for;

WHEREAS, because of timing constraints in the issuance of the Bonds and redemption of the Water Revenue Bonds and the Sewer Revenue Bonds, the City must issue the Bonds prior to the May 14, 1996 primary election date, and therefore, this ordinance must be enacted prior to the date upon which a determination will be made as to whether the Board will or will not be under the cognizance of the Director;

WHEREAS, in order to achieve such interest cost savings, and the efficiencies of a combined waterworks and sewerage system, the City now desires to provide for the manner of and procedure for transferring supervision and control of its separately existing Waterworks System and Sewerage System from the heretofore separate Water Department and Sanitary Board into a single utility board to be known as the "Parkersburg Utility Board", such Board to be under the cognizance of the Director until such time as the

Charter shall be amended to no longer require that the operation of such combined system be under the cognizance of the Director;

NOW, THEREFORE, THE COUNCIL OF THE CITY OF PARKERSBURG, HEREBY ORDAINS:

Section 1. Upon issuance of the Bonds, but only upon such issuance, the Parkersburg Sanitary Board shall become functus officio and the heretofore separate Waterworks System and Sewerage System of the City shall be combined into a single undertaking. The supervision, management, control and operation of the System shall be vested in the Board, hereby created and appointed and functioning as hereinafter provided.

Section 2. The Board shall consist of five (5) persons, one of whom shall be the Mayor of the City, and not less than one of whom shall be a registered professional engineer. The remaining Boardmembers shall be citizens and residents of the City, of outstanding reputation, ability and integrity. With the exception of the Mayor, all Boardmembers shall be appointed by the Council of the City. No officer or employee of the City, whether holding a paid or unpaid office, shall be eligible to be appointed to the Board until at least one (1) year after the expiration of the term of such public office.

Section 3. The Mayor of the City shall notify all appointees of their appointment. The terms of such Boardmembers first appointed shall be for 1, 2, 3 and 4 years, respectively, from the 1st day of the month in which appointed. In the event of a vacancy and also within thirty (30) days after the expiration of the term of office of any Boardmember, a successor shall be appointed by the Council of the City. All vacancies shall be filled for the unexpired term only and all other appointments shall be for a term of four (4) years, to commence on the date following the scheduled expiration date of the previous term. The Board shall have power to adopt bylaws, rules and regulations for its own government. Any Boardmember shall be eligible for reappointment upon the expiration of his or her term. The Boardmembers shall each receive compensation for their services at the rate of $50 per meeting attended, not to exceed $200 per month, and in addition, shall be reimbursed for any and all expenses incurred in the performance of duties as ordered by the Board.

Section 4. The Mayor shall be the Chairman of the Board. At the first meeting of the Board and annually thereafter it shall organize by designating one of the Boardmembers to act as Vice Chairman and by designating a Secretary and a Treasurer, who need not be members of the Board. The Secretary and Treasurer may be the same person. The Chairman shall preside at all meetings when present and shall call special meetings on his or her own motion, or when requested to do so by any two Boardmembers. The Vice Chairman shall preside in the absence of the Chairman. The Secretary shall keep a record of the proceedings which shall be available for inspection as other municipal [illegible] disburse the funds of the System as directed by

the Board. In the event that any Boardmember shall be unable to fulfill the duties of his or her office for a period of 6 months, a majority of the remainder of the said Boardmembers may declare the office of such Boardmember vacant and the Council of said City shall thereupon fill such vacancy as otherwise provided for herein.

Section 5. The Board shall have full and complete authority for the supervision, management, control and operation of the System, including the maintenance, operations, improvements and extensions thereof. All bills for water and sewer service shall be collected and accounted for by the Board in the manner and form required by law, the Public Service Commission of West Virginia and the ordinances of the City, and all disbursements and accounts of the System shall be ordered paid out only upon approval of said Board; provided, however, that all such supervision, management and control of the System and the collection and accounting for bills for water and sewer service shall be consistent and in accordance with any ordinances pursuant to which the City may have authorized and issued any bonds from time to time outstanding, which by their terms are payable from and secured by the revenues of the System. The Board shall have the power and authority to make all contracts, agreements and other matters necessary or proper for the full and complete supervision, management and control of the System.

Section 6. The Board shall have power to fix and maintain a separate budget, and employ, fix the compensation of and discharge a manager of the System, and shall direct, employ and fix the compensation of and discharge all engineers, architects, inspectors, superintendents, collectors, attorneys, and other employees of the System. The Chairman and Treasurer of the Board, upon their appointment and taking office, shall furnish and file with the City Clerk, a bond in an amount to be set by the Board from time to time, the cost of such bond to be payable from revenues of the System and such bond to be payable to the City and conditioned as to the faithful performance of their respective duties as are fixed by the Board.

Section 7. The Board shall provide reports, at least annually, or as otherwise required by law, to the Director, the Mayor and Council of the City, indicating the System's financial condition. The Board shall also, if requested by the Mayor, provide the City with yearly audited financial statements of the System, minutes of all meetings of the Board, an annual budget for the System, and other information as may reasonably be requested.

Section 8. Upon issuance of the Bonds and defeasance of the Water Revenue Bonds and Sewer Revenue Bonds, all assets and liabilities of the Waterworks System and Sewerage System, including accounts receivable and accounts payable, and all employees thereof, shall be under the management and control of the Board. Personnel policies and practices, and other matters affecting employees of the Board shall be as determined by the Board.

Section 10. Notwithstanding any of the foregoing provisions of this ordinance, in the event that the Charter amendment is not approved by the voters of the City at the May 14, 1996 primary election, or that a Charter amendment is not thereafter approved and implemented which eliminates the supervisory role of the Director, the Board shall be and remain under the cognizance of the Director. In such event, the Board shall be responsible for the day-to-day operations of the System, but shall be under the cognizance of the Director and shall comply in all respects with the provisions of Section 10.104 of the Charter.

Section 11. The Council of the City enacts this Ordinance for the assurance and protection of the citizens of the City and for the purpose of assuring the holders of the Bonds of the City payable from the income and revenues of the System of an efficient operation and maintenance thereof. So long as the Bonds are outstanding, no amendment or repeal of this Ordinance shall be enacted without the written consent thereto of the Bond Insurer for the Bonds. Any such amendment or repeal of this Ordinance shall otherwise be adopted in accordance with the rules and regulations of the Council of said City.

Section 12. This Ordinance shall be effective on the date of issuance and delivery of the Bonds.

Passed on First Reading: _____, 1996

Enacted on Final Reading following Public Hearing: _____, 1996

CITY OF PARKERSBURG

[SEAL]

_____
Mayor

ATTEST:

_____
City Clerk

AN ORDINANCE AMENDING AND RE-ENACTING ARTICLE 931.01 OF THE CODIFIED ORDINANCES OF THE CITY OF PARKERSBURG WITH RESPECT TO ADOPTION OF RULES AND REGULATIONS AND INCREASING EXISTING RATES AND CHARGES FOR WATER SERVICE

WHEREAS, in order to protect the public health, safety and welfare, the Council of the City of Parkersburg ("City Council") is aware that it is essential for the Parkersburg Utility Board (the "Utility Board") to have annual revenues available to properly operate and maintain the existing public water distribution and treatment system of the City of Parkersburg (the "System"), in accordance with federal and state laws and regulations; and

WHEREAS, in order for the Utility Board to collect annual revenues necessary to pay the operation and maintenance expenses and the debt service of the System, the Utility Board has recommended that existing rates and charges for water service to the customers of the Utility Board be increased; now, therefore

BE IT ORDAINED BY THE COUNCIL OF THE CITY OF PARKERSBURG, WEST VIRGINIA:

Section I. That Article 931.01, entitled "Water Rates", of the Codified Ordinances of the City of Parkersburg be amended and re-enacted to read as follows:

931.01 SCHEDULE OF WATER RATES

The following schedules of rates, charges and fees are hereby fixed and determined as the rates, charges and fees to be charged to customers of the System throughout the entire territory served.

(a) Establishing and Fixing Rates, Charges and Delayed Penalty Charges. The following schedules of rates, charges and delayed penalty charges are hereby fixed and determined as the rates, charges and delayed penalty charges to be billed to consumers of the water works system of the City throughout the entire territory served.

#5

SCHEDULE I

Applicability

Service in entire territory except for service provided through use of booster stations.

Availability of Service

Available for general domestic, commercial and industrial service.

Rates

Minimum Customer Charge Each customer shall pay a total Customer Charge of eight dollars and fifty cents ($8.50) per month.

Volume Charge In addition to the Minimum Customer Charge, each customer shall pay, for all gallons used in excess of 1000 gallons per month, four dollars and thirty seven cents ($4.37) per 1,000 gallons.

Meter Charge (in addition to Minimum Customer Charge and Volume Charge)

Meter Size (inches)	Charge per month
5/8 and 3/4	Included in Minimum Customer Charge
1	$ 7.16
1 1/2	$ 11.78
2	$ 17.00
3	$ 37.63
4	$ 62.22
6	$121.21

Delayed Payment Penalty Charge

The above schedule is net. On all current usage billings not paid in full by the latest pay date, which shall be no sooner than the twentieth day following the date the Utility Board mails the bill, ten percent (10%) shall be added to the net current amount unpaid. The delayed payment penalty is not interest and is to be collected only once for each bill where it is appropriate.

SCHEDULE 2

Applicability

Service provided through use of booster stations.

Availability of Service

Available for general domestic, commercial and industrial service.

Rates

Minimum Customer Charge – Each customer shall pay a total Customer Charge of eight dollars ninety-four cents ($8.94) per month.

Volume Charge In addition to the Minimum Customer Charge, each customer shall pay, for all gallons used in excess of 1000 gallons per month, four dollars and eighty nine cents ($4.89) per 1,000 gallons.

Meter Charge (in addition to Minimum Customer Charge and Usage Charge)

Meter Size (inches)	Charge per month
5/8 and 3/4	Included in Minimum Customer Charge
1	$ 7.16
1 1/2	$ 11.78
2	$ 17.00
3	$ 37.63
4	$ 62.22
6	$121.21

Delayed Payment Penalty Charge

The above schedule is net. On all current usage billings not paid in full by the latest pay date, which shall be no sooner than the twentieth day following the date the Utility Board mails the bill, ten percent (10%) shall be added to the net current amount unpaid. The delayed payment penalty is not interest and is to be collected only once for each bill where it is appropriate.

SCHEDULE 3

Applicability

Service in entire territory.

Availability of Service

Available for private fire protection water supply.

Rates

Hydrants (Service connection Size in Inches)	Charge per month (each)
4	$ 7.86
6	$ 17.80
8 or larger	$ 31.40

Sprinkler Systems & Hose Connections (Service Connection Size in Inches)	Charge per month (each)
4	$ 12.54
6	$ 28.27
8 or larger	$ 50.18

Delayed Payment Penalty Charge

The above schedule is net. On all current usage billings not paid in full by the latest pay date, which shall be no sooner than the twentieth day following the date the Utility Board mails the bill, ten percent (10%) shall be added to the net current amount unpaid. The delayed payment penalty is not interest and is to be collected only once for each bill where it is appropriate.

SCHEDULE 4

Applicability

Applicable to entire territory served.

Availability of Service

Available for general, domestic, commercial and industrial service.

Fees and Other Rates

Connection Fee – One inch and smaller

The connection fee shall be two hundred fifty dollars ($250.00) for each new water service line one inch and smaller, and shall include the tap of the main line, the service line from the main to the property line or curb stop and the meter installation including the meter pit or vault.

Connection Fee – Larger than One Inch

For service lines larger than one inch, the fee shall be the actual cost of the installation, and shall include the tap of the main, the service line from the main to the property line and the meter installation including the meter pit or vault. Upon receipt of an application for a service connection larger than one inch, the utility will provide an estimate of actual cost, which amount must be deposited by the applicant in advance of the installation. Upon completion of the installation, a final settlement of the actual installation cost will be prepared and submitted for payment to the applicant. The amount of payment due will be reduced by the amount of the advance deposit. In the event of an excess in the amount deposited over the actual installation cost, the amount of excess will be promptly refunded to the applicant.

Reconnection Fee

Whenever the supply of water to any customer is turned off for violation of rules and regulations, nonpayment of bill or fraudulent use of water, there shall be a twenty dollar ($20.00) charge for re-established service.

Returned Check Fee

A service fee of fifteen dollars ($15.00) shall be charged for each check returned for insufficient funds.

Leak Adjustment Rate

An incremental charge of seventy cents ($0.70) per 1,000 gallons shall be charged for all water billed in excess of the customer's historic usage for a water leak, that is determined by Public Service Commission rules to be eligible for an adjustment of the water service charge.

Hydrant Meter Deposit

A deposit of eight hundred dollars ($800.00) shall be charged for each water meter provided a customer requesting temporary water service from a fire hydrant for construction or other use approved by the Utility Board staff. The deposit shall be refunded without interest to the customer following return of the water meter undamaged and in proper operating condition, and following payment for water consumption as measured by the hydrant meter.

Customer Deposit

All new applicants for residential or other water service may be required to deposit (i) a minimum of fifty dollars ($50), or (ii) two-twelfths (2/12) of the annual estimated charge for water service, whichever is greater.

All new applicants for residential or other combined water and sewer service may be required to deposit (i) a minimum of one hundred dollars ($100), or (ii) two-twelfths (2/12) of the annual estimated charge for each service, whichever is greater.

Section II. That, in accordance with the requirements of Chapter 8, Article 11, Section 4 of the Code of West Virginia, 1931, as amended, the City of Parkersburg shall cause notice of the proposed adoption of this Ordinance to be published as a Class I-0 legal advertisement, with such publication being made at least five days before the City Council meeting at which this Ordinance is to be finally adopted, and with said notice meeting the other requirements set forth in Code §8-11-4;

Section III. That in accordance with the provisions of Chapter 24, Article 2, Section 4(b) of the Code of West Virginia, 1931, as amended, the rules and regulations and the rates and charges provided for herein shall be effective not sooner than 45 days from the date of adoption;

Section IV. That, in accordance with the Public Service Commission's *Rules for the Construction and Filing of Tariffs*, 150 CSR 2, notice of this Ordinance shall be provided by (a) causing to be published the Commission's Tariff Form No. 12 as a Class II legal advertisement, with the first publication occurring within five days after the adoption of this Ordinance, in a qualified newspaper of general circulation in the area of Parkersburg, and (b) causing to be published a press release that contains the substance of Tariff Form No. 12, in a qualified newspaper of general circulation in the area of Parkersburg, (c) posting a notice that conforms with Tariff Form No. 12 in a conspicuous place at the Utility Board's business premises beginning the day after the City Council meeting at which this Ordinance is adopted and continuing for 30 days, and (d) filing with the Public Service Commission, within 5 days after adoption of this Ordinance, a copy of this Ordinance along with other information as required by Section 22.1.f. of the *Tariff Rules*.

Section V. All prior ordinances, or parts of ordinances, inconsistent with this Ordinance are hereby repealed to the extent of such inconsistency.

Section VI. This Ordinance shall be effective immediately upon adoption.

The schedule of rates, charges and fees herein established and fixed shall be effective on all bills rendered on and after November 26, 2004.

SPONSORED BY:

0-1153

amending article 931.01

ater rates.

reading Sept. 28, 2004

l reading Oct. 12, 2004

hearing.

Jimmy Colombo

AN ORDINANCE AMENDING AND RE-ENACTING ARTICLE 927.01 OF THE CODIFIED ORDINANCES OF THE CITY OF PARKERSBURG WITH RESPECT TO ADOPTION OF RULES AND REGULATIONS AND INCREASING EXISTING RATES AND CHARGES FOR SANITARY SEWER SERVICE

WHEREAS, in order to protect the public health, safety and welfare, and acting upon a recommendation made by the Parkersburg Utility Board, the Council of the City of Parkersburg ("City Council") has determined that it is necessary for the Parkersburg Utility Board (the "Utility Board") to complete a project of additions, betterments and improvements to the existing public sewer collection and treatment system of the City of Parkersburg (the "System"), consisting of replacements and improvements to the wastewater treatment plant, together with all appurtenant facilities (the "Project"); and

WHEREAS, in order for the Utility Board to collect annual revenues necessary to pay the operation and maintenance expenses and the debt service, including the Project additions, of the System, the existing rates and charges for sanitary sewer service to the customers of the Utility Board must be increased; now, therefore

BE IT ORDAINED BY THE COUNCIL OF THE CITY OF PARKERSBURG, WEST VIRGINIA:

Section I. That Article 927.01, entitled "Schedule of Sewer Rates", of the Codified Ordinances of the City of Parkersburg be amended and re-enacted to read as follows:

927.01 SCHEDULE OF SEWER RATES

The following schedule of rates, charges and fees are hereby fixed and determined as the rates, charges and fees to be charged to customers of the System throughout the entire territory served.

SCHEDULE

Applicability

sewer service, whichever is greater.

All new applicants for residential or other combined water and sewer service may be required to deposit (i) a minimum of one hundred dollars ($100), or (ii) two-twelfths (2/12) of the annual estimated charge for each service, whichever is greater.

Returned Check Fee

A service fee of Fifteen Dollars ($15.00) shall be charged for each check returned for insufficient funds.

Leak Adjustment Rate

An incremental charge of One Dollar Eight Cents ($1.08) per 1,000 gallons shall be charged for all water billed in excess of the customer's historic usage for a water leak that is determined by Public Service Commission rules to be eligible for an adjustment of the sewer service charge.

Water Not Returned to System

Where a user of the System uses water annually averaging in excess of 10,000 gallons per month and maintains separately at the customer's expense a meter that measures the amount of water supplied a particular premises and not discharged into the System, the rates and charges herein shall be applied only to the metered amount of water supplied to the premises and discharged into the System.

Delayed Payment Penalty Charges

The above schedule is net. On all current usage billings not paid in full by the latest pay date, which shall be no sooner than the twentieth day following the date the Utility Board mails the bill, ten percent (10%) shall be added to the net current amount unpaid. The delayed payment penalty is not interest and is to be collected only once for each bill where it is appropriate.

Connection Fee

A connection fee of Three Hundred Dollars ($300.00) shall be paid by each customer who makes a service connection from his property into the System, except in the following cases:

A. An owner of property that has been previously assessed for sewer improvements under the provisions of the West Virginia Code; or

B. An owner of property or his predecessors in title, who has heretofore paid the costs of constructing the sewer, including the service line to which he connects,

providing that the sewer and service line were installed in a manner acceptable to the Utility Board and in compliance with Public Service Commission rules.

Section II. That, in accordance with the requirements of Chapter 8, Article 11, Section 4 of the Code of West Virginia, 1931, as amended, the City of Parkersburg shall cause notice of the proposed adoption of this Ordinance to be published as a Class I-0 legal advertisement, with such publication being made at least five days before the City Council meeting at which this Ordinance is to be finally adopted, and with said notice meeting the other requirements set forth in Code §8-11-4;

Section III. That in accordance with the provisions of Chapter 24, Article 2, Section 4(b) of the Code of West Virginia, 1931, as amended, the rules and regulations and the rates and charges provided for herein shall be effective not sooner than 45 days from the date of adoption; and

Section IV. That, in accordance with the Public Service Commission's *Rules for the Construction and Filing of Tariffs*, 150 CSR 2, notice of this Ordinance shall be provided by (a) causing to be published the Commission's Tariff Form No. 12 as a Class II legal advertisement, with the first publication occurring within five days after the adoption of this Ordinance, in a qualified newspaper of general circulation in the area of Parkersburg, and (b) causing to be published a press release that contains the substance of Tariff Form No. 12, in a qualified newspaper of general circulation in the area of Parkersburg, (c) posing a notice that conforms with Tariff Form No. 12 in a conspicuous place at the Utility Board's business premises beginning the day after the City Council meeting at which this Ordinance is adopted and continuing for 30 days, and (d) filing with the Public Service Commission, within 5 days after

adoption of this Ordinance, a copy of this Ordinance along with other information as required by Section 22.1.f. of the *Tariff Rules.*

Section V. All prior ordinances, or parts of ordinances, inconsistent with this Ordinance are hereby repealed to the extent of such inconsistency.

Section VI. This Ordinance shall be effective immediately upon adoption.

The schedule of rates, charges and fees herein established and fixed shall be effective on all bills rendered on and after the dates as set forth herein in Section I above.

SPONSORED BY: Councilmen Roedersheimer, Goff, Cheuvront, and Fitcher.

Passed on First Reading: _____
Adopted on Second Reading: _____

0-1160

amending article 927.01

wer rates.

tober 26, 2004 first reading

vember 9, 2004 final reading

hearing.

vor Jimmy Colombo

The Council of the City of Parkersburg met in regular session Tuesday, September 28, 2004, at 7:30 PM in the Council Chambers on the second floor of the Municipal Building at One Government Square, Parkersburg, WV 6101.

The meeting was called to order by Council President, Robert L. Goff, who presided over the meeting. Councilman Brad Kimes led the Lord's Prayer and the Pledge of Allegiance. The Clerk noted the attendance, and those present included Councilmen Sheila Hunley, Dorsey Cheuvront, Brad Kimes, Hampden Fitcher, Ed Roedersheimer, Demo Dukas, and Robert Goff. Councilmen Sharyn Tallman and Betty Mather were absent.

MINUTES – Mr. Kimes moved to accept the minutes from the meeting held September 14, 2004, and the motion was adopted by unanimous vote.

MESSAGE FROM THE EXECUTIVE – Mayor Jimmy Colombo announced that he would do a follow-up report to the document submitted by Councilmen Kimes and Roedersheimer on overtime and compensatory time for City employees. He said he found it difficult to follow the thought process and some of the reasoning behind the assembled information.

The Mayor also noted that at the last Parkersburg Utility Board meeting fees were discussed and different ways of doing fees.

There were no reports from standing or special committees.

PUBLIC FORUM

Mr. Owen L. Friend, 1436 22nd Street, asked for assistance for repairs to his brick street, even if it was pavement. Mayor Colombo told Mr. Friend that Councilwoman Mather had tried two or three times to pave their street and met objection from the residents who did not want their brick street paved. He suggested that Mr. Friend get a petition of the neighborhood so the City would know how to proceed, and Mr. Friend agreed.

Ms. Lillian McClary, 111 13th Street, told City Council about a house next door to her that was vacant and in total disrepair, and said it was not fair to the neighbors. She said that the Code Department was not responding and she does not understand why.

Kelly Brown, 1807 Clegg Street, told City Council about a house next door to her at 1809 Clegg Street that was vacant and has been vacant since 1996. She has two small children and there are rats coming from that house. She knows the house in on the list for demolition soon, but she does not think it can want and is worried about what to do.

Councilwoman Hunley said she thought were at the point of emergency on this house and asks that the City speed up the demolition on that house. Public Works Director, Tom Slater, said the City has been working on that house for some time, but he would need Council's authorization over and above the Building Enforcement Agency. There are funds in the general fund for demolition, he said, but it was a matter of procedure. He estimates it would cost from $7,000.00 to $10,000.00 for the demolition.

President Goff asked if the Health inspector had been to this house and could he determine it to be an emergency. City Attorney, Joseph Santer, said that the City's Engineering Department did not think it was an emergency because of the structure, but he thinks the health officials have that capacity.

Mrs. Hunley said that Mrs. Brown has contacted the Health Department, and they have inspected the house. Mr. Santer said the Health Department would give the City the authorization to exterminate the house, but the engineering office has determined it is not an emergency.

Mr. Slater said that a portion of the house was subject to code violations. The house is full of storage items and it would be hard to say it is a structure emergency. The house is slated for demolition authorization by BEA next week, he said.

Mayor Colombo said that if we were close to tearing it down, he would do his best.

Mr. Allie Oxley, #1 Willow Lane, asked if the City had any update on the road at Willow Lane, and Mr. Santer said he would have something for review next week.

RESOLUTION

BE IT RESOLVED BY THE COUNCIL OF THE CITY OF PARKERSBURG that the Finance Director be authorized to request approval from the State Tax Commissioner for the following budget revision within the General Fund for fiscal year 2004-2005 prior to the expenditure or obligation of funds for which no appropriation or insufficient appropriation currently exists:

GENERAL FUND

Revenue:

Dept.	Category	Increase	Decrease
383	Sale of Fixed Assets	$166,382.00	

Expenditures:

Dept.		
800	Sanitation Dept.	$ 20,000.00
699	Contingency Fund	$146,382.00

MOTION – Mr. Cheuvront moved to adopt the resolution.

MOTION TO AMEND – Mr. Roedersheimer moved to amend the resolution that the department number by 383 under revenue, and the category be changed to sale of fixed assets under revenue, and the motion was adopted by unanimous vote.

The motion, as amended, was adopted by unanimous vote.

ORDINANCE, FIRST READING:

ORDINANCE TO ACCEPT A BID
FOR PAINT STRIPER IN STREET DEPT.

MOTION – Mr. Fitcher moved to adopt the ordinance on first reading, and the motion was adopted by unanimous vote.

ORDINANCE, FIRST READING:

AN ORDINANCE AMENDING AND RE-ENACTING
931.01 OF THE CODIFIED ORDINANCES
OF THE CITY OF PARKERSBURG WITH RESPECT TO ADOPTION
OF RULES AND REGULATIONS AND INCREASING EXISTING
RATES AND CHARGES FOR WATER SERVICE

MOTION – Mr. Roedersheimer moved, seconded by Mr. Fitcher, to adopt the ordinance on first reading.

MOTION TO AMEND – Mr. Roedersheimer moved to amend the ordinance on page seven, final sentence, that the date shall be effective November 26, 2004, and the amendment passed by unanimous vote.

Mr. Roedersheimer stated that this increase is something that has to be done, and City Council has no options other than how much the increase will be. City Council is a pass-through for this increase, he said.

Councilman Cheuvront stated that two or three years ago, City Council tried to change the City Charter to place the Utility Board under the Public Works Department for the City. When that failed, Council has no authority for increases. There are bonds that have to be protected, he said, and the money has to be there. Council can pass the rate increase or deny it, but then it would go to the Public Service Commission and it could cost more. City Council does not sit on the Utility Board. They asked for input, but they have no alternative, he said.

VOTE – The motion, as amended, passed by unanimous vote.

ORDINANCE, FIRST READING:

AN ORDINANCE VACATING PORTIONS OF
8TH AVENUE, SYCAMORE STREET, AND 7TH AVENUE
PARKERSBURG CITY MAP 11

MOTION – Mr. Kimes moved to adopt the ordinance on first reading, and the motion passed by unanimous vote.

ORDINANCE, FIRST READING:

AN ORDINANCE VACATING A PORTION
OF SEVENTH AVENUE, PARKERSBURG
CITY MAP 11

MOTION – Mr. Kimes moved to adopt the ordinance on first reading, and the motion passed by unanimous vote.

ORDINANCE, FIRST READING:

AN ORDINANCE VACATING A 15' X 145' ALLEY
SITUATED BETWEEN OAKHURST AVENUE AND
PEARCY AVENUE AND 15TH STREET AND
16TH STREET PARKERSBURG CITY MAP 72

MOTION – Mrs. Hunley moved to adopt the ordinance on first reading, and the motion passed by unanimous vote.

ORDINANCE, FIRST READING:

AN ORDINANCE VACATING A PORTION OF
OAKHURST AVENUE SITUATED BETWEEN
14TH AND 15TH STREETS PARKERSBURG CITY MAP 72

MOTION – Mrs. Hunley moved to adopt the ordinance on first reading, and the motion passed by unanimous vote.

MOTION – Mr. Roedersheimer moved to remove the sewer increase ordinance from the table, and the motion died for lack of a second.

A communication was presented from the Municipal Planning Commission denying that 1315, 1317, 1317 ½ and 1319 Staunton Avenue be rezoned from R-3 to B-2.

MOTION – Mr. Fitcher moved to receive and file the communication, and the motion passed by unanimous vote.

A communication was presented from the Municipal Planning Commission denying the abandonment of a portion of a right of way known as Thomas Street at 9th Avenue.

MOTION – Mr. Roedersheimer moved to receive and file the communication, and the motion passed by unanimous vote.

The meeting adjourned at 8:00 PM.

Connie Skaggs
City Clerk

Council President

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PARKERSBURG, W. VA., October 12, 2004

The Council of the City of Parkersburg met in regular session Tuesday, October 12, 2004, at 7:30 PM in the Council Chambers on the second floor of the Municipal Building at One Government Square, Parkersburg, WV 6101.

The meeting was called to order by Council President, Robert L. Goff, who presided over the meeting. Councilman Sharyn Tallman led the Lord's Prayer and the Pledge of Allegiance. The Clerk noted the attendance, and those present included Councilmen Sheila Hunter, Dorsey Cheuvront, Brad Kimes, Hampden Fitcher, Sharyn Tallman, Betty Mather, Ed Roedersheimer, Demo Dukas, and Robert Goff.

MINUTES – Mr. Kimes moved to accept the minutes from the meeting held September 28, 2004, and the motion was adopted by unanimous vote.

MESSAGE FROM THE EXECUTIVE – Mayor Jimmy Colombo introduce Scout Thomas Ester from Troop 117, who is attending our meeting working on a community badge. Thomas goes to school at Catholic and is in the 7th grade.

Mayor Colombo then distributed a memo to City Council asking them to consider a budget revision for $4,000.00 for snow removal equipment; $3,000.00 for firearm training for the Police Department; and $4,000.00 for training for the Sanitation Department; plus two drainage problems. President Goff said they would ask for a Finance Committee meeting to consider those requests. The Mayor suggested the funds come from the golf course settlement.

There were no reports from standing or special committees.

PUBLIC FORUM – Mr. Owen Friend, 22nd Street, came back to City Council and told them he had asked the residents of 22nd Street about paving their street or keeping them brick, and there was only two residents who wanted it blacktopped. Mr. Friend also mentioned a one-way sign at 22nd and Oak Street he thought we should reconsider.

President Goff said it was coming to a point where we could not afford to fix brick streets, but thought they could look at a levy to pay for it.

Attorney Andrew Woofter spoke to Council concerning the T.I.F. resolution on the special meeting agenda this evening. Mr. Woofter was representing the Wood County Commission, and said the Commission supports development and they are in favor of T.I.F., but hey think the City has not followed procedure and objects to the proceedings. He said they reserve the right to take it up in the proper forum.

Student, John Isner, 4458 19th Avenue, appeared before City Council and told them he had written a grant for new basketball uniforms for the team at Martin School. He saw a need, and that there was no money from the school for the uniforms, and is trying to do what he can to get the team uniforms. The Mayor and Council applauded the efforts that John is making and said they may have some suggestions to help his project.

Ms. Lucille Morales, 1136 Market Street, appeared before City Council in favor of the water increase on the agenda this evening. She said she told Council seven years ago an increase was needed – everything is going up everyday. These rates should be reviewed annually so we don't get in debt, she said. It would be easier on the customer if it was done every year.

Mr. Gary Ferris, 702 Hawthorne Street, thanked the Mayor for letting the Veteran's organization set up a display in the Municipal Building lobby on the second floor. He said they had 46 members, and growing.

RESOLUTIONS

WHEREAS, The City of Parkersburg, a municipal corporation, applied for a grant which was authorized for water and sewer infrastructure improvement by and through the Appropriations Act of 2004 (P.L. 108-199) in the principal amount of FIVE MILLION ($ 5,000,000) DOLLARS, and

WHEREAS, the Parkersburg Utility Board operates and maintains the water utility and the sewer utility that serves the City of Parkersburg, and

WHEREAS, the Parkersburg Utility Board has the duty, responsibility and capability to administer the application of the grant proceeds for the construction of the water and sewer infrastructure improvement, and

WHEREAS, it is more practical for the Parkersburg Utility Board to directly administer the application of the grant proceeds, to award contracts for the construction of the improvements and to inspect the progress and supervise the completion of the desired improvements, and

WHEREAS, the City of Parkersburg finds it to be in its best interest to assign to the Parkersburg Utility Board the right to apply for and receive, administer and disburse the funds for and on behalf of the City of Parkersburg.

NOW THEREFORE BE IT RESOLVED that the City of Parkersburg, a municipal corporation, as the named Grantee under the said grant, does hereby assign, convey and transfer improvement created by the Appropriation Act of 2004 (P.L. 108 199) thereby placing the Parkersburg Utility Board in its place and stead with all of the responsibilities, duties and responsibilities vested in the City of Parkersburg by virtue of the terms and provisions of the said grant.

The Mayor of the City of Parkersburg is hereby authorized to enter into a written agreement in this regard on behalf of the City of Parkersburg with the Parkersburg Utility Board.

MOTION – Mr. Fitcher moved to adopt the ordinance on final reading and the motion was adopted by unanimous vote.

ORDINANCE, FINAL READING:

AN ORDINANCE AMENDING AND RE-ENACTING ARTICLE 931.01 OF THE CODIFIED ORDINANCES OF THE CITY OF PARKERSBURG WITH RESPECT TO ADOPTION OF RULES AND REGULATIONS AND INCREASING EXISTING RATES AND CHARGES FOR WATER SERVICE

WHEREAS, in order to protect the public health, safety and welfare, the Council of the City of Parkersburg ("City Council") is aware that it is essential for the Parkersburg Utility Board (the "Utility Board") to have annual revenues available to properly operate and maintain the existing public water distribution and treatment system of the City of Parkersburg (the "System"), in accordance with federal and state laws and regulations; and

WHEREAS, in order for the Utility Board to collect annual revenues necessary to pay the operation and maintenance expenses and the debt service of the System, the Utility Board has recommended that existing rates and charges for water service to the customers of the Utility Board be increased; now, therefore

BE IT ORDAINED BY THE COUNCIL OF THE CITY OF PARKERSBURG, WEST VIRGINIA:

Section I. That Article 931.01, entitled "Water Rates", of the Codified Ordinances of the City of Parkersburg be amended and re-enacted to read as follows.

931.01 SCHEDULE OF WATER RATES

The following schedules of rates, charges and fees are hereby fixed and determined as the rates, charges and fees to be charged to customers of the System throughout the entire territory served.

(a) Establishing and Fixing Rates, Charges and Delayed Penalty Charges. The following schedules of rates, charges and delayed penalty charges are hereby fixed and determined as the rates, charges and delayed penalty charges to be billed to consumers of the water works system of the City throughout the entire territory served.

SCHEDULE I

Applicability

Service in entire territory except for service provided through use of booster stations.

Availability of Service

Available for general domestic, commercial and industrial service.

Rates

Minimum Customer Charge Each customer shall pay a total Customer Charge of eight dollars and fifty cents ($8.50) per month.

Volume Charge In addition to the Minimum Customer Charge, each customer shall pay, for all gallons used in excess of 1000 gallons per month, four dollars and thirty seven cents ($4.37) per 1,000 gallons.

Meter Charge (in addition to Minimum Customer Charge and Volume Charge)

Meter Size (inches)	Charge per month
5/8 and 3/4	Included in Minimum Customer Charge
1	$ 7.16
1 1/2	$ 11.78
2	$ 17.00
3	$ 37.63
4	$ 62.22
6	$121.21

Delayed Payment Penalty Charge

The above schedule is net. On all current usage billings not paid in full by the latest pay date, which shall be no sooner than the twentieth day following the date the Utility Board mails the bill, ten percent (10%) shall be added to the net current amount unpaid. The delayed payment penalty is not interest and is to be collected only once for each bill where it is appropriate.

SCHEDULE 2

Applicability

Service provided through use of booster stations.

Availability of Service

Available for general domestic, commercial and industrial service.

Rates

Minimum Customer Charge – Each customer shall pay a total Customer Charge of eight dollars ninety-four cents ($8.94) per month.

Volume Charge In addition to the Minimum Customer Charge, each customer shall pay for all gallons used in excess of 1000 gallons per month, four dollars and eighty nine cents ($4.89) per 1,000 gallons.

Meter Charge (in addition to Minimum Customer Charge and Usage Charge)

Meter Size (inches)	Charge per month
5/8 and 3/4	Included in Minimum Customer Charge
1	$ 7.16
1 1/2	$ 11.78
2	$ 17.00
3	$ 37.63
4	$ 62.22
6	$121.21

Delayed Payment Penalty Charge

The above schedule is net. On all current usage billings not paid in full by the latest pay date, which shall be no sooner than the twentieth day following the date the Utility Board mails the bill, ten percent (10%) shall be added to the net current amount unpaid. The delayed payment penalty is not interest and is to be collected only once for each bill where it is appropriate

SCHEDULE 3

Applicability

Service in entire territory.

Availability of Service

Available for private fire protection water supply.

Rates

Hydrants (Service connection Size in Inches)	Charge per month (each)
4	$ 7.86
6	$ 17.80
8 or larger	$ 31.40

Sprinkler Systems & Hose Connections (Service Connection Size in Inches)	Charge per month (each)
4	$ 12.54
6	$ 28.27
8 or larger	$ 50.18

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Delayed Payment Penalty Charge

The above schedule is net. On all current usage billings not paid in full by the latest pay date, which shall be no sooner than the twentieth day following the date the Utility Board mails the bill, ten percent (10%) shall be added to the net current amount unpaid. The delayed payment penalty is not interest and is to be collected only once for each bill where it is appropriate

SCHEDULE 4

Applicability

Applicable to entire territory served.

Availability of Service

Available for general, domestic, commercial and industrial service.

Fees and Other Rates

Connection Fee – One inch and smaller

The connection fee shall be two hundred fifty dollars ($250.00) for each new water service line one inch and smaller, and shall include the tap of the main line, the service line from the main to the property line or curb stop and the meter installation including the meter pit or vault.

Connection Fee – Larger than One Inch

For service lines larger than one inch, the fee shall be the actual cost of the installation, and shall include the tap of the main, the service line from the main to the property line and the meter installation including the meter pit or vault. Upon receipt of an application for a service connection larger than one inch, the utility will provide an estimate of actual cost, which amount must be deposited by the applicant in advance of the installation. Upon completion of the installation, a final settlement of the actual installation cost will be prepared and submitted for payment to the applicant. The amount of payment due will be reduced by the amount of the advance deposit. In the event of an excess in the amount deposited over the actual installation cost, the amount of excess will be promptly refunded to the applicant.

Reconnection Fee

Whenever the supply of water to any customer is turned off for violation of rules and regulations, nonpayment of bill or fraudulent use of water, there shall be a twenty dollar ($20.00) charge for re-established service.

Returned Check Fee

A service fee of fifteen dollars ($15.00) shall be charged for each check returned for insufficient funds.

Leak Adjustment Rate

An incremental charge of seventy cents ($0.70) per 1,000 gallons shall be charged for all water billed in excess of the customer's historic usage for a water leak, that is determined by Public Service Commission rules to be eligible for an adjustment of the water service charge.

Hydrant Meter Deposit

A deposit of eight hundred dollars ($800.00) shall be charged for each water meter provided a customer requesting temporary water service from a fire hydrant for construction or other use approved by the Utility Board staff. The deposit shall be refunded without interest to the customer following return of the water meter undamaged and in proper operating condition, and following payment for water consumption as measured by the hydrant meter.

Customer Deposit

All new applicants for residential [illegible] water service may be required to deposit (i) a minimum of fifty dollars ($50), or (ii) [illegible] (2.12) of the annual estimated charge for water service, whichever is greater

All new applicants for residential [illegible] combined water and sewer service may be required to deposit (i) a minimum of one hundred dollars ($[illegible]) or (ii) [illegible] (2.12) of the annual estimated charge for each service, whichever is greater

Section II. That, in accordance with the requirements of Chapter 8, Article 11, Section 4 of the Code of West Virginia, 1931, as amended, the City of Parkersburg shall cause notice of the proposed adoption of this Ordinance to be published as a Class 1-0 legal advertisement, with such publication being made at least five days before the City Council meeting at which this Ordinance is to be finally adopted, and with said notice meeting the other requirements set forth in Code §8-11-4;

Section III. That in accordance with the provisions of Chapter 24, Article 2, Section 4(b) of the Code of West Virginia, 1931, as amended, the rules and regulations and the rates and charges provided for herein shall be effective not sooner than 45 days from the date of adoption; and

Section IV. That, in accordance with the Public Service Commission's *Rules for the Construction and Filing of Tariffs*, 150 CSR 2, notice of this Ordinance shall be provided by (a) causing to be published the Commission's Tariff Form No. 12 as a Class II legal advertisement, with the first publication occurring within five days after the adoption of this Ordinance, in a qualified newspaper of general circulation in the area of Parkersburg, and (b) causing to be published a press release that contains the substance of Tariff Form No. 12, in a qualified newspaper of general circulation in the area of Parkersburg, (c) posting a notice that conforms with Tariff Form No. 12 in a conspicuous place at the Utility Board's business premises beginning the day after the City Council meeting at which this Ordinance is adopted and continuing for 30 days, and (d) filing with the Public Service Commission, within 5 days after adoption of this Ordinance, a copy of this Ordinance along with other information as required by Section 22.1.f. of the *Tariff Rules*.

Section V. All prior ordinances, or parts of ordinances, inconsistent with this Ordinance are hereby repealed to the extent of such inconsistency.

Section VI. This Ordinance shall be effective immediately upon adoption.

The schedule of rates, charges and fees herein established and fixed shall be effective on all bills rendered on and after November 26, 2004.

MOTION – Mr. Cheuvront moved, seconded by Mr. Fitcher, to adopt the ordinance on final reading.

At 7:52 PM, President Goff declared a public hearing open to give the citizens an opportunity to voice their opinion on this ordinance. No one appeared in favor of, nor opposed to, the ordinance, and the public hearing was declared closed at 7:53 PM.

VOTE – The ordinance was adopted by unanimous vote.

The Council of the City of Parkersburg met in regular session Tuesday, October 26, 2004, at 7:30 PM in the Council Chambers on the second floor of the Municipal Building at One Government Square, Parkersburg, WV 6101.

The meeting was called to order by Council President, Robert L. Goff, who presided over the meeting. Councilman Sheila Hunley led the Lord's Prayer and the Pledge of Allegiance. The Clerk noted the attendance, and those present included Councilmen Sheila Hunley, Dorsey Cheuvront, Brad Kimes, Hampden Fitcher, Sharyn Tallman, Demo Dukas, and Robert Goff. Councilmen Ed Roedersheimer and Betty Mather were absent.

MINUTES – Mr. Kimes moved to accept the minutes from the meeting held October 12, 2004, and the motion was adopted by unanimous vote.

MESSAGE FROM THE EXECUTIVE: - There was no message.

REPORTS FROM STANDING OR SPECIAL COMMITTEES. - Councilwoman Sharyn Tallman presented a check in the amount of $1,000.00 to Martin School representatives for uniforms for their basketball team from an anonymous donor. Another donation of $250.00 was also mentioned this evening, by anonymous donation. The members of the girls basketball team from Martin School were recognized by Councilwoman Hunley, and it was again mentioned that these donations were made because student, Tom Isner, 19th Avenue, cared about the team, and their school could not afford uniforms.

PUBLIC FORUM

Councilwoman Betty Mather came to the microphone from the audience and resigned her position as City Councilman for District #6, effective October 31, 2004. She thanked the Mayor and City employees and said she would miss them, but that she could not work with this Council.

Mr. Owen Friend, 22nd Street, told Council he could do nothing more concerning fixing his street His neighbors do not want pavement, they want to keep the brick, and he knows it will cost too much. He asked if they could fix one pothole a year with the brick.

Public Works Director, Tom Slater, said it would still be very expensive. Mayor Jimmy Colombo said he did not know who put the bad patches in the potholes, but he thought they could be removed. Everyone knows we have budget restraints, he said, and said the City had been responsive when the citizens want to help. He said he did not want to send a City crew to that street when the residents clearly do not want pavement.

Since this is a historic district, Council President Goff asked if we had talked about a levy so the people could pay their share. Mayor Colombo said the difference would still be $45.00 - $50.00/sq.yd.

Mr. Ron Jalbert, 61 Canterbury Drive, thanked the Public Works Committee and its Chairman, Councilman Fitcher, for helping to upgrade the ordinance for consideration this evening concerning handicapped parking. He offered to help Chief Newell with any details of the ordinance.

Mr. Shawn Critzer, 939 Juliana Street, told Council he was a new resident to Parkersburg, and did not want them to change the ordinance to allow home occupations in the Juliana Square Historic District. We have to protect what we have he said, and said that Parkersburg was worth saving.

Concerning brick streets, Mr. Critzer said he hoped Ann Street would never be blacktopped.

Mrs. Lillian McCray, 111 13th Street, told City Council they had a petition with 60 signatures opposed to changing the ordinance to allow for the home occupations on Juliana Street. She said the properties are being upgraded, people are helping each other to restore their houses, and there is not enough code officers to fix everything.

Mr Bob Hunley, Davisville, WV, owns 18 properties in the City. He said that there is a request for a homeless center for 1413 Lynn Street, and no one in the neighborhood wants it there. He asked if the BZA action was final.

President Goff stated that his only recourse as to the Wood County Circuit Court. City Council cannot override BZA.

Mr. Christopher Harnett, President of the Julia-Ann Square Historic District, asked what kind of monitoring their neighborhood could expect if the business is allowed in their district. He said they are seeing a surge in what the historic area is, and they do not want other businesses coming in.

ORDINANCE, FINAL READING

AN ORDINANCE AMENDING SECTION 125.01, COMPOSITION
OF ARTICLE 125, FIRE DEPARTMENT, OF THE CODIFIED
ORDINANCES OF THE CITY OF PARKERSBURG

BE IT ORDAINED BY THE COUNCIL OF THE CITY OF PARKERSBURG that Section 125.01, Composition, of Article 125, Fire Department, of the Codified Ordinances of the City of Parkersburg be amended and re-enacted as follows:

125.01 Composition

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The Fire Department shall consist of a Chief and such number of Captains, Lieutenants, Firemen First Class, Inspectors and Firemen as may be determined from time to time by resolution of Council.

Members of the Fire Department who have attained their 5th Anniversary as a sworn Firefighter with the department and who are certified as an Emergency Medical Technician shall be given the designation of Firefighter/EMT. Such designation shall be a non-civil service designation rate.

All members of the department who attain the designation of Firefighter/EMT and maintain certification as an Emergency Medical Technician shall receive an increase in pay of forty-two ($.42) cents per hour for all forty-eight (48) hour work week personnel and fifty ($.50) cents per hour for all day shift personnel, effective November 22, 2004.

MOTION – Mr. Fitcher moved to adopt the ordinance on final reading and the motion was adopted by unanimous vote.

ORDINANCE FIRST READING:

AN ORDINANCE AMENDING AND RE-ENACTING ARTICLE 927.01
OF THE CODIFIED ORDINANCES OF THE CITY OF PARKERSBURG
WITH RESPECT TO ADOPTION OF RULES AND REGULATIONS AND INCREASING
EXISTING RATES AND CHARGES FOR SANITARY SEWER SERVICE.

MOTION – Mr. Fitcher moved, seconded by Mr. Cheuvront, to adopt the ordinance on first reading, and the motion passed by unanimous vote.

ORDINANCE, FIRST READING:

AN ORDINANCE AMENDING AND RE-ENACTING SECTION 351.17
OF ARTICLE 351 OF THE CODIFIED ORDINANCES OF THE
CITY OF PARKERSBURG RELATING TO ENFORCING
ACCESSIBLE PARKING VIOLATIONS AND FRAUD PROVISIONS

MOTION – Mr. Fitcher moved to adopt the ordinance on first reading, and the motion passed by unanimous vote.

ORDINANCE, FIRST READING:

AN ORDINANCE AMENDING AND RE-ENACTING
ARTICLE 1348.03 OF THE CODIFIED ORDINANCES

MOTION – Mr. Cheuvront moved to adopt the ordinance on first reading.

City Attorney, Joseph Santer, suggested amendments in paragraphs #5 and #12.

MOTION – Mr. Fitcher moved to amend the ordinance as suggested, and the motion failed by majority vote with Mrs. Hunley and Mr. Fitcher voting "yes", and Mr. Cheuvront, Mr. Kimes, Mrs. Tallman, Mr. Dukas, and Mr. Goff voting "no".

VOTE ON MAIN MOTION – The motion failed by unanimous vote.

The Clerk read of a communication from The Parkersburg News and The Parkersburg Sentinel covering their circulation and qualifications for their newspapers

MOTION – Mr. Kimes moved to receive and file the communication, and the motion was adopted by unanimous vote.

The Clerk presented another communication from the Municipal Planning Commission denying a request to rezone 2200 Lincoln Avenue from R-2 to B-2

MOTION – Mr. Fitcher moved to table the communication, and the motion was adopted by unanimous vote.

The meeting adjourned at 8:20 PM

Nancy Shaffer
City Clerk

Council President

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PARKERSBURG, W. VA., November 9, 2004

The Council of the City of Parkersburg met in regular Session Tuesday, November 9, 2004, at 7:30 PM in the Council Chambers of the Municipal Building on the second floor at One Government Square, Parkersburg, WV 26101

The meeting was called to order by Council President, Robert L. Goff, who presided over the meeting. Councilman Hampden Fitcher led the Lord's Prayer and the Pledge of Allegiance. The Clerk noted the attendance and those present included Councilmen Sheila Hunley, Dorsey Cheuvront, Brad Kimes, Hampden Fitcher, Sharyn Tallman, Ed Roedersheimer, Demo Dukas, and Robert Goff. Councilwoman Betty Mather was absent.

MINUTES – Mr. Roedersheimer moved, seconded by Mrs. Tallman, to dispense with the reading of the journal and approve the minutes from October 12, 2004, October 21, 2004, and October 26, 2004, and the motion was adopted by unanimous vote.

MESSAGE FROM THE EXECUTIVE – Mayor Jimmy Colombo asked Fire Chief, Steve Gainer, to speak concerning an incident in the City this past week. Chief Gainer stated that one of our fire trucks was on the way to Erickson Field when they got the call to go to Broadway Avenue nearby. Gentlemen, approximately aged 70, had a heart attack while walking along Broadway Avenue and was DOA when the firemen got to him in front of Fairplains School. The firemen brought him back to life, and he is now out of intensive care and doing well.

Another incident near Fairplains School a day or so later involved two sixth graders from that school, Brian Riel and Steven Garner. A runaway dump truck with no brakes came through the area where the crossing guard was helping the school children. Brian quickly brought the students back to Steve who held them in safety. The young men said their instincts and impulse took over.

Mayor Colombo said their hearts were clearly in the right place and they are heroes. Police Chief, Robert Newell presented them with a certificate on behalf of the City and the Police Department, and the crossing guards. No one was injured thanks to the reactions of these two young men. They received a standing ovation and applause from the more than 100 attendees of tonight's meeting.

REPORTS FROM STANDING OR SPECIAL COMMITTEES – Council President Goff appointed Councilwoman Sheila Hunley to the Personnel Committee to replace Betty Mather, who resigned from City Council.

PUBLIC FORUM – Mr. Ollie Oxley, Willow Lane, asked about the status of former developer, Mr. Kerns, who developed the Willow Lane area. Councilman Hampden Fitcher stated that according to reports and information gathered by City Attorney, Joseph Santer, he was sorry we could do nothing for them and the condition of their private road.

PUBLIC HEARING – T.I.F.

The hearing began at 7:40 PM.

Sister Joan Cranduel, (spelling) 1815 Park Avenue, appeared before Council in support of the T.I.F. She said that the DeSales Heights area is a very special place and she wants to respect that. She said the hospital has looked for development of that area and they want the neighbors to be proud of it. There will still be green space and the T.I.F. will allow the transformation to allow for the peacefulness, she said, and it was designed to keep business in West Virginia.

Council President Goff asked T.I.F. counsel, John Stump from Steptoe and Johnson, who represents City Council, to briefly speak. Mr. Stump stated that the purpose of this hearing is to consider the submission of the application of the WV Development office. This is just the second of four steps and other hearings will be required.

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Mr. Steve White, Director of the Trades Union, stated that he was co-chair for the All For One Committee when T.I.F. started. They would like to see projects built, and by competitive bid, and added that every tool is not for every job. He urged Council to move with caution. T.I.F. is about the public's money that will go into development. He also reminded them of the "but if" clause.

Mr. Greg Smith, Director of Public Affairs from Camden Clark Memorial Hospital, said he and the hospital agree that any development with private contractor's helps, but he does not believe it should be done with public money. He thinks T.I.F. creates unfair competition and that was not the intent. There are no specific projects at this time. T.I.F. could shift from productive to less productive, he said, as jobs are just shuffled making unintended consequences. (Mr. Smith's 20 minutes speech is available in written form.)

Attorney Andrew Woofter appeared before Council representing Mr. Jeff Arnold, who is protesting the T.I.F., stating it would cause unfair competition.

Mr. Ron Jalbert, 61 Canterbury Drive, said this project would have a 30-year requirement to have their records open to the public. St. Joseph is private and should be excluded from the T.I.F zone, he said.

Attorney Richard Hayhurst, represented the Wood County Commission, asked for a project plan, and was told by Mr. Santer that there was no plan. Mr. Hayhurst said he wanted the evidence on which the findings would be based.

Mr. Stump said that would be part of the ordinance that creates the district. This resolution seeks approval of the application and after that the City will go through an ordinance. No evidence is required.

WHEREAS, The Urban Renewal Authority of The City of Parkersburg is charged with the duty and responsibility of eliminating slum and blighted conditions within the City of Parkersburg, as set forth in the redevelopment plan previously approved by the City Council of The City of Parkersburg, in accordance with West Virginia Code §16-18-6, and

WHEREAS, part and parcel of that plan is the acquisition, reconstruction, rehabilitation, or future use of certain parcels of real estate now in a slum or blighted condition, and

WHEREAS, The Urban Renewal Authority of The City of Parkersburg has requested funding for the acquisition of that certain real estate located at 4108 13th Avenue in the City of Parkersburg, West Virginia, and

WHEREAS, The Council of The City of Parkersburg, hereby amends said plan by the specific addition of 4108 13th Avenue Street; and deems it in the best interest of the citizens of the City of Parkersburg, to provide funding for the elimination of slum and blighted conditions within the City of Parkersburg,

NOW THEREFORE LET IT BE RESOLVED that The City of Parkersburg amend the redevelopment plan of the City by the addition of 4108 13th Avenue and provide such funds as are necessary and in an amount not to exceed $7,000.00 (acquisition) for the Urban Renewal Authority of The City of Parkersburg to acquire by eminent domain the herein described real estate in accordance with the terms of the Urban Renewal Plan, and West Virginia Code 16-18-8, as previously approved by this City Council, and that such funds not to exceed $7,000.00 shall be paid out of the City's Community Development Block Grant Program.

MOTION – Mr. Roedersheimer moved to adopt the resolution, and the motion was adopted by unanimous vote.

ORDINANCE, FINAL READING:

AN ORDINANCE AMENDING AND RE-ENACTING
ARTICLE 927.01 OF THE CODIFIED ORDINANCES
OF THE CITY OF PARKERSBURG WITH RESPECT TO ADOPTION
OF RULES AND REGULATIONS AND INCREASING EXISTING
RATES AND CHARGES FOR SANITARY SEWER SERVICE

WHEREAS, in order to protect the public health, safety and welfare, and acting upon a recommendation made by the Parkersburg Utility Board, the Council of the City of Parkersburg ("City Council") has determined that it is necessary for the Parkersburg Utility Board (the "Utility Board") to complete a project of additions, betterments and improvements to the existing public sewer collection and treatment system of the City of Parkersburg (the "System"), consisting of replacements and improvements to the wastewater treatment plant, together with all appurtenant facilities (the "Project"); and

WHEREAS, in order for the Utility Board to collect annual revenues necessary to pay the operation and maintenance expenses and the debt service, including the Project additions, of the System, the existing rates and charges for sanitary sewer service to the customers of the Utility Board must be increased; now, therefore

BE IT ORDAINED BY THE COUNCIL OF THE CITY OF PARKERSBURG, WEST VIRGINIA:

Section I. That Article 927.01, entitled "Schedule of Sewer Rates", of the Codified Ordinances of the City of Parkersburg be amended and re-enacted to read as follows:

927.01 SCHEDULE OF SEWER RATES

The following schedule of rates, charges and fees are hereby fixed and determined as the rates, charges and fees to be charged to customers of the System throughout the entire territory served.

SCHEDULE

Applicability

Applicable in the entire territory served.

Availability of Service

Available for general domestic, commercial and industrial service.

Minimum Customer Charge

Each customer shall pay a total Customer Charge of Nine Dollars and Eight Cents ($9.08) per month through and including December 31, 2005. Thereafter each customer shall pay a total customer charge in the amounts and on and after the effective dates as follow:

Customer Charge	Effective Date
$10.84	January 1, 2006
$12.60	January 1, 2007
$14.35	January 1, 2008

One Dollar ($1.00) of the Customer Charge is designated for use on wet weather overflow (SSO) abatement projects.

Volume Charge

In addition to the minimum customer charge, each customer shall pay Three Dollars and Sixty-seven Cents ($3.67) per 1,000 gallons, based upon the metered amount of water supplied through and including December 31, 2005. Thereafter, each customer shall pay in addition to the minimum customer charge, in the amounts and on and after the effective dates, a volumetric charge, based upon the metered amount of water supplied, as follow:

Volume Charge	Effective Date
$4.30 per 1,000 gallons	January 1, 2006
$4.93 per 1,000 gallons	January 1, 2007
$5.56 per 1,000 gallons	January 1, 2008

Well Water Customer Volume Charge

Sewer customers who utilize a private non-metered source of water (such as well water) shall pay sewer charges based upon usage of 4,500 gallons per month. Such customers may be required by the Utility Board to install metering equipment to measure the actual volume of water usage.

Customer Deposit

All new applicants for residential or other sewer service may be required to deposit (i) a minimum of fifty dollars ($50), or (ii) two-twelfths (2/12) of the annual estimated charge for sewer service, whichever is greater.

All new applicants for residential or other combined water and sewer service may be required to deposit (i) a minimum of one hundred dollars ($100), or (ii) two-twelfths (2/12) of the annual estimated charge for each service, whichever is greater.

Returned Check Fee

A service fee of Fifteen Dollars ($15.00) shall be charged for each check returned for insufficient funds.

Leak Adjustment Rate

An incremental charge of One Dollar Eight Cents ($1.08) per 1,000 gallons shall be charged for all water billed in excess of the customer's historic usage for a water leak that is determined by Public Service Commission rules to be eligible for an adjustment of the sewer service charge.

Water Not Returned to System

Where a user of the System uses water annually averaging in excess of 10,000 gallons per month and maintains separately at the customer's expense a meter that measures the amount of water supplied a particular premises and not discharged into the System, the rates and charges herein shall be applied only to the metered amount of water supplied to the premises and discharged into the System.

Delayed Payment Penalty Charges

The above schedule is net. On all current usage billings not paid in full by the latest pay date, which shall be no sooner than the twentieth day following the date the Utility Board mails the bill, ten percent (10%) shall be added to the net current amount unpaid. The delayed payment penalty is not interest and is to be collected only once for each bill where it is appropriate.

Connection Fee

A connection fee of Three Hundred Dollars ($300.00) shall be paid by each customer who makes a service connection from his property into the System, except in the following cases:

A. An owner of property that has been previously assessed for sewer improvements under the provisions of the West Virginia Code; or

B. An owner of property or his predecessors in title, who has heretofore paid the costs of constructing the sewer, including the service line to which he connects.

providing that the sewer and service line were installed in a manner acceptable to the Utility Board and in compliance with Public Service Commission rules.

Section II That, in accordance with the requirements of Chapter 8, Article 11, Section 4 of the Code of West Virginia, 1931, as amended, the City of Parkersburg shall cause notice of the proposed adoption of this Ordinance to be published as a Class I-0 legal advertisement, with such publication being made at least five days before the City Council meeting at which this Ordinance is to be finally adopted, and with said notice meeting the other requirements set forth in Code §8-11-4;

Section III. That in accordance with the provisions of Chapter 24, Article 2, Section 4(b) of the Code of West Virginia, 1931, as amended, the rules and regulations and the rates and charges provided for herein shall be effective not sooner than 45 days from the date of adoption; and

Section IV. That, in accordance with the Public Service Commission's *Rules for the Construction and Filing of Tariffs*, 150 CSR 2, notice of this Ordinance shall be provided by (a) causing to be published the Commission's Tariff Form No. 12 as a Class II legal advertisement, with the first publication occurring within five days after the adoption of this Ordinance, in a qualified newspaper of general circulation in the area of Parkersburg, and (b) causing to be published a press release that contains the substance of Tariff Form No. 12, in a qualified newspaper of general circulation in the area of Parkersburg, (c) posing a notice that conforms with Tariff Form No. 12 in a conspicuous place at the Utility Board's business premises beginning the day after the City Council meeting at which this Ordinance is adopted and continuing for 30 days, and (d) filing with the Public Service Commission, within 5 days after adoption of this Ordinance, a copy of this Ordinance along with other information as required by Section 22.1.f. of the *Tariff Rules*

Section V. All prior ordinances, or parts of ordinances, inconsistent with this Ordinance are hereby repealed to the extent of such inconsistency

Section VI. This Ordinance shall be effective immediately upon adoption.

The schedule of rates, charges and fees herein established and fixed shall be effective on all bills rendered on and after the dates as set forth herein in Section I above.

SPONSORED BY: Councilmen Roedersheimer, Goff, Cheuvront, and Fitcher.

Passed on First Reading: _____

Adopted on Second Reading: _____

JOURNAL OF THE CITY COUNCIL, NO. 51

PARKERSBURG, W. VA., November 9, 2004

MOTION – Mr. Fitcher moved, seconded by Mr. Roedersheimer, to adopt the ordinance on final reading.

At 8:31 PM, President Goff declared a public hearing open to give the citizens an opportunity to voice their opinion on this ordinance. No one appeared and the hearing was declared closed at 8:32 PM.

VOTE – The motion passed by unanimous vote

ORDINANCE, FINAL READING:

AN ORDINANCE CALLING FOR A SPECIAL ELECTION
AND TO FILE CERTIFICATES OF CANDIDACY FOR
VACANCY IN THE OFFICE OF MEMBER OF CITY
COUNCIL FOR DISTRICT #6

WHEREAS, the City Councilwoman for District #6 has resigned; and

WHEREAS, this creates a vacancy for a member of City Council for that District; and

WHEREAS, Section 2.206 (2) (b) of the Charter of the City of Parkersburg requires Council to call a special election and ordain time limits within which Certificates of Candidacy to fill said vacancy may be filed;

NOW, THEREFORE, THE COUNCIL OF THE CITY OF PARKERSBURG HEREBY ORDAINS that a Special Election is hereby called for **Saturday, January 8, 2005;**

BE IT FURTHER ORDAINED that Certificates of Candidacy for the vacancy of member of City Council for District #6 (precincts 19, 24, and 29) to be voted upon by said Special Election, be and the same shall be filed between **November 10, 2004 and November 17, 2004, both dates inclusive;** or if mailed, shall bear a postmark within such period of time. In all other respects said election shall be conducted and the results determined and certified in accordance with the provisions of general law governing the conduct of elections so far as such law is applicable.

MOTION – Mrs. Hunley moved, seconded by Mrs. Tallman, to adopt the ordinance on final reading, and the motion passed by unanimous vote.

ORDINANCE, FINAL READING:

AN ORDINANCE AMENDING AND RE-ENACTING SECTION 351.17
OF ARTICLE 351 OF THE CODIFIED ORDINANCES
OF THE CITY OF PARKERSBURG
RELATING TO ENFORCING ACCESSIBLE PARKING
VIOLATIONS AND FRAUD PROVISIONS

THE COUNCIL OF THE CITY OF PARKERSBURG HEREBY ORDAINS

that Section. 351 17 of Article 351 of the Codified Ordinances of The City of Parkersburg be amended and reenacted as follows

351.17 **Accessible Parking: Parking space designation and quantity, fraud provisions and fines.**

(a) All definitions of words in Section 351.17 shall be identical to those found in the definition sub-section of WV Code §17C-13-6

(b) "Accessible parking" formerly known as 'handicapped parking" is the present phrase consistent with language within the Americans with Disabilities Act (ADA)

(c) The West Virginia Commissioner of Motor Vehicles issues to qualified applicants a special registration plate and or a removable windshield placard (red for a six month duration or less or blue for a permanent mobility impairment) The placard shall be displayed by hanging it from the interior rearview mirror of the motor vehicle so that it is conspicuously visible from outside the vehicle when parked in a designated accessible parking space The placard may be removed from the rearview mirror whenever the vehicle is being operated to ensure clear vision and safe driving. Only in the event that there is no suitable rearview mirror in the vehicle may the placard be displayed on the dashboard of the vehicle. The commissioner also issues to each applicant who is granted a special registration plate or windshield placard an identification card bearing the applicant's name, assigned identification number and expiration date The applicant shall thereafter carry this identification card on his or her person whenever parking in an accessible parking space The identification card shall be identical in design for both registration plates and removable windshield placards

The Fire Department shall consist of a Chief and such number of Captains, Lieutenants, Firemen First Class, Inspectors and Firemen as may be determined from time to time by resolution of Council.

Members of the Fire Department who have attained their 5th Anniversary as a sworn Firefighter with the department and who are certified as an Emergency Medical Technician shall be given the designation of Firefighter/EMT. Such designation shall be a non-civil service designation rate.

All members of the department who attain the designation of Firefighter/EMT and maintain certification as an Emergency Medical Technician shall receive an increase in pay of forty-two ($.42) cents per hour for all forty-eight (48) hour work week personnel and fifty ($.50) cents per hour for all day shift personnel, effective November 22, 2004.

MOTION – Mr. Fitcher moved to adopt the ordinance on final reading and the motion was adopted by unanimous vote.

ORDINANCE FIRST READING:

AN ORDINANCE AMENDING AND RE-ENACTING ARTICLE 927.01
OF THE CODIFIED ORDINANCES OF THE CITY OF PARKERSBURG
WITH RESPECT TO ADOPTION OF RULES AND REGULATIONS AND INCREASING
EXISTING RATES AND CHARGES FOR SANITARY SEWER SERVICE.

MOTION – Mr. Fitcher moved, seconded by Mr. Cheuvront, to adopt the ordinance on first reading, and the motion passed by unanimous vote.

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OF ARTICLE 351 OF THE CODIFIED ORDINANCES OF THE
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ACCESSIBLE PARKING VIOLATIONS AND FRAUD PROVISIONS

MOTION – Mr. Fitcher moved to adopt the ordinance on first reading, and the motion passed by unanimous vote.

ORDINANCE, FIRST READING:

AN ORDINANCE AMENDING AND RE-ENACTING
ARTICLE 1348.03 OF THE CODIFIED ORDINANCES

MOTION – Mr. Cheuvront moved to adopt the ordinance on first reading.

City Attorney, Joseph Santer, suggested amendments in paragraphs #5 and #12.

MOTION – Mr. Fitcher moved to amend the ordinance as suggested, and the motion failed by majority vote with Mrs. Hunley and Mr. Fitcher voting "yes", and Mr. Cheuvront, Mr. Kimes, Mrs. Tallman, Mr. Dukas, and Mr. Goff voting "no".

VOTE ON MAIN MOTION – The motion failed by unanimous vote.

The Clerk read of a communication from The Parkersburg News and The Parkersburg Sentinel covering their circulation and qualifications for their newspapers.

MOTION – Mr. Kimes moved to receive and file the communication, and the motion was adopted by unanimous vote.

The Clerk presented another communication from the Municipal Planning Commission denying a request to rezone 2200 Lincoln Avenue from R-2 to B-2

MOTION – Mr. Fitcher moved to table the communication, and the motion was adopted by unanimous vote.

The meeting adjourned at 8:20 PM

Nancy Shaffer
City Clerk

Council President

The Council of the City of Parkersburg met in regular Session Tuesday, November 9, 2004, at 7:30 PM in the Council Chambers of the Municipal Building on the second floor at One Government Square, Parkersburg, WV 26101.

The meeting was called to order by Council President, Robert L. Goff, who presided over the meeting. Councilman Hampden Fitcher led the Lord's Prayer and the Pledge of Allegiance. The Clerk noted the attendance and those present included Councilmen Sheila Hunley, Dorsey Cheuvront, Brad Kimes, Hampden Fitcher, Sheryn Tallman, Ed Roedersheimer, Demo Dukas, and Robert Goff. Councilwoman Betty Mather was absent.

MINUTES – Mr. Roedersheimer moved, seconded by Mrs. Tallman, to dispense with the reading of the journal and approve the minutes from October 12, 2004, October 21, 2004, and October 26, 2004, and the motion was adopted by unanimous vote.

MESSAGE FROM THE EXECUTIVE – Mayor Jimmy Colombo asked Fire Chief, Steve Gainer, to speak concerning an incident in the City this past week. Chief Gainer stated that one of our fire trucks was on the way to Erickson Field when they got the call to go to Broadway Avenue nearby. Gentlemen, approximately aged 70, had a heart attack while walking along Broadway Avenue and was DOA when the firemen got to him in front of Fairplains School. The firemen brought him back to life, and he is now out of intensive care and doing well.

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WHEREAS, part and parcel of that plan is the acquisition, reconstruction, rehabilitation, or future use of certain parcels of real estate now in a slum or blighted condition, and

WHEREAS, The Urban Renewal Authority of The City of Parkersburg has requested funding for the acquisition of that certain real estate located at 4108 13th Avenue in the City of Parkersburg, West Virginia, and

WHEREAS, The Council of The City of Parkersburg, hereby amends said plan by the specific addition of 4108 13th Avenue Street; and deems it in the best interest of the citizens of the City of Parkersburg, to provide funding for the elimination of slum and blighted conditions within the City of Parkersburg,

NOW THEREFORE LET IT BE RESOLVED that The City of Parkersburg amend the redevelopment plan of the City by the addition of 4108 13th Avenue and provide such funds as are necessary and in an amount not to exceed $7,000.00 (acquisition) for the Urban Renewal Authority of The City of Parkersburg to acquire by eminent domain the herein described real estate in accordance with the terms of the Urban Renewal Plan, and West Virginia Code 16-18-8, as previously approved by this City Council, and that such funds not to exceed $7,000.00 shall be paid out of the City's Community Development Block Grant Program.

MOTION – Mr. Roedersheimer moved to adopt the resolution, and the motion was adopted by unanimous vote.

ORDINANCE, FINAL READING:

AN ORDINANCE AMENDING AND RE-ENACTING
ARTICLE 927.01 OF THE CODIFIED ORDINANCES
OF THE CITY OF PARKERSBURG WITH RESPECT TO ADOPTION
OF RULES AND REGULATIONS AND INCREASING EXISTING
RATES AND CHARGES FOR SANITARY SEWER SERVICE

WHEREAS, in order to protect the public health, safety and welfare, and acting upon a recommendation made by the Parkersburg Utility Board, the Council of the City of Parkersburg ("City Council") has determined that it is necessary for the Parkersburg Utility Board (the "Utility Board") to complete a project of additions, betterments and improvements to the existing public sewer collection and treatment system of the City of Parkersburg (the "System"), consisting of replacements and improvements to the wastewater treatment plant, together with all appurtenant facilities (the "Project"); and

WHEREAS, in order for the Utility Board to collect annual revenues necessary to pay the operation and maintenance expenses and the debt service, including the Project additions, of the System, the existing rates and charges for sanitary sewer service to the customers of the Utility Board must be increased; now, therefore

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MOTION – Mr. Roedersheimer moved to adopt the resolution, and the motion was adopted by unanimous vote.

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B. An owner of property or his predecessors in title, who has heretofore paid the costs of constructing the sewer, including the service line to which he connects,

providing that the sewer and service line were installed in a manner acceptable to the Utility Board and in compliance with Public Service Commission rules.

Section II. That, in accordance with the requirements of Chapter 8, Article 11, Section 4 of the Code of West Virginia, 1931, as amended, the City of Parkersburg shall cause notice of the proposed adoption of this Ordinance to be published as a Class I-0 legal advertisement, with such publication being made at least five days before the City Council meeting at which this Ordinance is to be finally adopted, and with said notice meeting the other requirements set forth in Code §8-11-4;

Section III. That in accordance with the provisions of Chapter 24, Article 2, Section 4(b) of the Code of West Virginia, 1931, as amended, the rules and regulations and the rates and charges provided for herein shall be effective not sooner than 45 days from the date of adoption; and

Section IV. That, in accordance with the Public Service Commission's *Rules for the Construction and Filing of Tariffs*, 150 CSR 2, notice of this Ordinance shall be provided by (a) causing to be published the Commission's Tariff Form No. 12 as a Class II legal advertisement, with the first publication occurring within five days after the adoption of this Ordinance, in a qualified newspaper of general circulation in the area of Parkersburg, and (b) causing to be published a press release that contains the substance of Tariff Form No. 12, in a qualified newspaper of general circulation in the area of Parkersburg, (c) posing a notice that conforms with Tariff Form No. 12 in a conspicuous place at the Utility Board's business premises beginning the day after the City Council meeting at which this Ordinance is adopted and continuing for 30 days, and (d) filing with the Public Service Commission, within 5 days after adoption of this Ordinance, a copy of this Ordinance along with other information as required by Section 22.1.f. of the *Tariff Rules*

Section V. All prior ordinances, or parts of ordinances, inconsistent with this Ordinance are hereby repealed to the extent of such inconsistency.

Section VI. This Ordinance shall be effective immediately upon adoption.

The schedule of rates, charges and fees herein established and fixed shall be effective on all bills rendered on and after the dates as set forth herein in Section I above.

A connection fee of Three Hundred Dollars ($300.00) shall be paid by each customer who makes a service connection from his property into the System, except in the following cases:

A. An owner of property that has been previously assessed for sewer improvements under the provisions of the West Virginia Code; or

B. An owner of property or his predecessors in title, who has heretofore paid the costs of constructing the sewer, including the service line to which he connects,

providing that the sewer and service line were installed in a manner acceptable to the Utility Board and in compliance with Public Service Commission rules.

Section II. That, in accordance with the requirements of Chapter 8, Article 11, Section 4 of the Code of West Virginia, 1931, as amended, the City of Parkersburg shall cause notice of the proposed adoption of this Ordinance to be published as a Class I-0 legal advertisement, with such publication being made at least five days before the City Council meeting at which this Ordinance is to be finally adopted, and with said notice meeting the other requirements set forth in Code §8-11-4;

Section III. That in accordance with the provisions of Chapter 24, Article 2, Section 4(b) of the Code of West Virginia, 1931, as amended, the rules and regulations and the rates and charges provided for herein shall be effective not sooner than 45 days from the date of adoption; and

Section IV. That, in accordance with the Public Service Commission's *Rules for the Construction and Filing of Tariffs*, 150 CSR 2, notice of this Ordinance shall be provided by (a) causing to be published the Commission's Tariff Form No. 12 as a Class II legal advertisement, with the first publication occurring within five days after the adoption of this Ordinance, in a qualified newspaper of general circulation in the area of Parkersburg, and (b) causing to be published a press release that contains the substance of Tariff Form No. 12, in a qualified newspaper of general circulation in the area of Parkersburg, (c) posing a notice that conforms with Tariff Form No. 12 in a conspicuous place at the Utility Board's business premises beginning the day after the City Council meeting at which this Ordinance is adopted and continuing for 30 days, and (d) filing with the Public Service Commission, within 5 days after adoption of this Ordinance, a copy of this Ordinance along with other information as required by Section 22.1.f. of the *Tariff Rules*

Section V. All prior ordinances, or parts of ordinances, inconsistent with this Ordinance are hereby repealed to the extent of such inconsistency

Section VI. This Ordinance shall be effective immediately upon adoption.

The schedule of rates, charges and fees herein established and fixed shall be effective on all bills rendered on and after the dates as set forth herein in Section I above.

The Council of the City of Parkersburg met in regular session Tuesday, June 14, 2005, at 7:30 PM in the Council Chambers of the Municipal Building at One Government Square on the second floor, Parkersburg, WV 26101.

The meeting was called to order by its President, Councilwoman Sharyn Tallman, who presided over the meeting. Councilwoman Sheila Hunley led the Lord's Prayer and the Pledge of Allegiance. The City Clerk noted the attendance and those present included Councilmen Sheila Hunley, Dorsey Cheuvront, Brad Kimes, Hampden Fitcher, Mike Reynolds, Ed Roedersheimer, Bob Goff, Demo Dukas, and Sharyn Tallman. Mayor Jimmy Colombo; City Attorney, Joseph Santer; and City Clerk, Connie Shaffer, were also present.

MINUTES – Mr. Kimes moved to accept the minutes from the meeting held May 24, 2005, and the motion was adopted by unanimous vote.

REPORTS FROM STANDING OR SPECIAL COMMITTEES – Councilwoman Hunley announced that the Personnel Committee of City Council would meet June 15, 2005 at 1:00 PM.

MESSAGE FROM THE EXECUTIVE – Mayor Jimmy Colombo announced that City crews were out tonight because of the storm that through Parkersburg today.

PUBLIC FORUM – Several comments were made concerning the resolution this evening about the Local Sponsor Participation Agreement between Itown and the City of Parkersburg.

Those opposed included Mr. Jeff Lewis from CWA local union; Mr. Joe Long, 921 Market Street; the Executive Director of Public Affairs from Verizon; Attorney Bob Bays, representing Verizon; the operating manager from Charter Cable; Mr. Criss Monroe, Vienna, WV; the business manager from CAS Cable.

Those in favor of the agreement included Jamie Joche, who works with Governor Manchin; Mr. Keith Burdette; President of the Area Roundtable; and Mr. Keith Montgomery, CEO of Itown .

Someone in the audience had mentioned that they did not think municipalities could enter such an agreement, and Mr. Goff asked the City Attorney if that was correct. Mr. Santer stated that the City of Parkersburg would not be the owner. After the study, we would have a member on the board, but the City would not be an owner or use tax money. The agreement can be amended. This allows the City to go forward for the study. If at the end we don't want to continue, we could re-negotiate any terms, and if it is not acceptable, the City could pull out, he said.

President Tallman said she thought the City was agreeing to more than the study because of the exhibits in Section 1 of the agreement. Mr. Santer stated that section 2 says we can pull out after the study is done.

Mr. Don Seabolt, 509 Kanawha Street, mentioned problems in his neighborhood with the small scooters and four-wheelers, and asked Council to remove a previous ordinance from the table. He said he feared the children would be hurt since they don't wear safety gear.

Chief Newell stated that he would check the number of calls that came into the Police Department from that neighborhood, and suggested that Mr. Seabolt could have come to his office and talked with him about this problem.

RESOLUTION

RESOLUTION OF THE CITY OF PARKERSBURG TO FUND THE ACQUISITION OF REAL ESTATE BY THE URBAN RENEWAL AUTHORITY OF THE CITY OF PARKERSBURG

WHEREAS, the Urban Renewal Authority of The City of Parkersburg is charged with the duty and responsibility of eliminating slum and blighted conditions within the City of Parkersburg, as set forth in the redevelopment plan previously approved by the City Council of The City of Parkersburg, in accordance with West Virginia Code §16-18-6, and

WHEREAS, part and parcel of that plan is the acquisition, reconstruction, rehabilitation, demolition or future use of certain parcels of real estate now in a slum or blighted condition, and

WHEREAS, the Urban Renewal Authority of The City of Parkersburg has requested funding for the acquisition and demolition of that certain real estate located at **1126 Latrobe Street**, in the City of Parkersburg, West Virginia, and

WHEREAS, The Council of the City of Parkersburg, hereby amends said plan by the specific addition of **1126 Latrobe Street**; and deems it in the best interest of the citizens of The City of Parkersburg, to provide funding for the

penditures:

ipt.

0	Sanitation Dept.	$ 20,000.00
9	Contingency Fund	$148,382.00

ITION – Mr. Cheuvront moved to adopt the resolution.

ITION TO AMEND – Mr. Roedersheimer moved to amend the resolution that the department number by 383 under enue, and the category be changed to sale of fixed assets under revenue, and the motion was adopted by unanimous s.

motion, as amended, was adopted by unanimous vote.

DINANCE, FIRST READING:

ORDINANCE TO ACCEPT A BID
FOR PAINT STRIPER IN STREET DEPT.

MOTION – Mr. Fitcher moved to adopt the ordinance on first reading, and the motion was adopted by unanimous s.

DINANCE, FIRST READING:

AN ORDINANCE AMENDING AND RE-ENACTING
931.01 OF THE CODIFIED ORDINANCES
OF THE CITY OF PARKERSBURG WITH RESPECT TO ADOPTION
OF RULES AND REGULATIONS AND INCREASING EXISTING
RATES AND CHARGES FOR WATER SERVICE

MOTION – Mr. Roedersheimer moved, seconded by Mr. Fitcher, to adopt the ordinance on first reading.

MOTION TO AMEND – Mr. Roedersheimer moved to amend the ordinance on page seven, final sentence, that the shall be effective November 28, 2004, and the amendment passed by unanimous vote.

Mr. Roedersheimer stated that this increase is something that has to be done, and City Council has no options other how much the increase will be. City Council is a pass-through for this increase, he said.

Councilman Cheuvront stated that two or three years ago, City Council tried to change the City Charter to place the y Board under the Public Works Department for the City. When that failed, Council has no authority for increases. e are bonds that have to be protected, he said, and the money has to be there. Council can pass the rate increase or it, but then it would go to the Public Service Commission and it could cost more. City Council does not sit on the Utility d. They asked for input, but they have no alternative, he said.

VOTE – The motion, as amended, passed by unanimous vote.

ORDINANCE, FIRST READING:

AN ORDINANCE VACATING PORTIONS OF
8TH AVENUE, SYCAMORE STREET, AND 7TH AVENUE
PARKERSBURG CITY MAP 11

MOTION – Mr. Kimes moved to adopt the ordinance on first reading, and the motion passed by unanimous vote.

ORDINANCE, FIRST READING:

AN ORDINANCE VACATING A PORTION
OF SEVENTH AVENUE, PARKERSBURG
CITY MAP 11

MOTION – Mr. Kimes moved to adopt the ordinance on first reading, and the motion passed by unanimous vote.

Chambers on the second floor of the Municipal Building at One Government Square, Parkersburg, WV 6101.

The meeting was called to order by Council President, Robert L. Goff, who presided over the meeting. Councilman Sharyn Tallman led the Lord's Prayer and the Pledge of Allegiance. The Clerk noted the attendance, and those present included Councilmen Sheila Hunter, Dorsey Cheuvront, Brad Kimes, Hampden Fitcher, Sharyn Tallman, Betty Mather, Ed Roedersheimer, Demo Dukas, and Robert Goff.

MINUTES – Mr. Kimes moved to accept the minutes from the meeting held September 28, 2004, and the motion was adopted by unanimous vote.

MESSAGE FROM THE EXECUTIVE – Mayor Jimmy Colombo introduce Scout Thomas Ester from Troop 117, who is attending our meeting working on a community badge. Thomas goes to school at Catholic and is in the 7th grade.

Mayor Colombo then distributed a memo to City Council asking them to consider a budget revision for $4,000.00 for snow removal equipment; $3,000.00 for firearm training for the Police Department; and $4,000.00 for training for the Sanitation Department; plus two drainage problems. President Goff said they would ask for a Finance Committee meeting to consider those requests. The Mayor suggested the funds come from the golf course settlement.

There were no reports from standing or special committees.

PUBLIC FORUM – Mr. Owen Friend, 22nd Street, came back to City Council and told them he had asked the residents of 22nd Street about paving their street or keeping them brick, and there was only two residents who wanted it blacktopped. Mr. Friend also mentioned a one-way sign at 22nd and Oak Street he thought we should reconsider.

President Goff said it was coming to a point where we could not afford to fix brick streets, but thought they could look at a levy to pay for it.

Attorney Andrew Woofter spoke to Council concerning the T.I.F. resolution on the special meeting agenda this evening. Mr. Woofter was representing the Wood County Commission, and said the Commission supports development and they are in favor of T.I.F., but hey think the City has not followed procedure and objects to the proceedings. He said they reserve the right to take it up in the proper forum.

Student, John Isner, 4458 19th Avenue, appeared before City Council and told them he had written a grant for new basketball uniforms for the team at Martin School. He saw a need, and that there was no money from the school for the uniforms, and is trying to do what he can to get the team uniforms. The Mayor and Council applauded the efforts that John is making and said they may have some suggestions to help his project.

Ms. Lucille Morales, 1136 Market Street, appeared before City Council in favor of the water increase on the agenda this evening. She said she told Council seven years ago an increase was needed – everything is going up everyday. These rates should be reviewed annually so we don't get in debt, she said. It would be easier on the customer if it was done every year.

Mr. Gary Ferris, 702 Hawthorne Street, thanked the Mayor for letting the Veteran's organization set up a display in the Municipal Building lobby on the second floor. He said they had 46 members, and growing.

RESOLUTIONS

WHEREAS, The City of Parkersburg, a municipal corporation, applied for a grant which was authorized for water and sewer infrastructure improvement by and through the Appropriations Act of 2004 (P.L. 108-199) in the principal amount of FIVE MILLION ($ 5,000,000) DOLLARS, and

WHEREAS, the Parkersburg Utility Board operates and maintains the water utility and the sewer utility that serves the City of Parkersburg, and

WHEREAS, the Parkersburg Utility Board has the duty, responsibility and capability to administer the application of the grant proceeds for the construction of the water and sewer infrastructure improvement, and

WHEREAS, It is more practical for the Parkersburg Utility Board to directly administer the application of the grant proceeds, to award contracts for the construction of the improvements and to inspect the progress and supervise the completion of the desired improvements, and

WHEREAS, the City of Parkersburg finds it to be in its best interest to assign to the Parkersburg Utility Board the right to apply for and receive, administer and disburse the funds for and on behalf of the City of Parkersburg.

MOTION – Mr. Fitcher moved to adopt the ordinance on final reading and the motion was adopted by unanimous vote.

ORDINANCE, FINAL READING:

AN ORDINANCE AMENDING AND RE-ENACTING ARTICLE 931.01 OF THE CODIFIED ORDINANCES OF THE CITY OF PARKERSBURG WITH RESPECT TO ADOPTION OF RULES AND REGULATIONS AND INCREASING EXISTING RATES AND CHARGES FOR WATER SERVICE

WHEREAS, in order to protect the public health, safety and welfare, the Council of the City of Parkersburg ("City Council") is aware that it is essential for the Parkersburg Utility Board (the "Utility Board") to have annual revenues available to properly operate and maintain the existing public water distribution and treatment system of the City of Parkersburg (the "System"), in accordance with federal and state laws and regulations; and

WHEREAS, in order for the Utility Board to collect annual revenues necessary to pay the operation and maintenance expenses and the debt service of the System, the Utility Board has recommended that existing rates and charges for water service to the customers of the Utility Board be increased; now, therefore

BE IT ORDAINED BY THE COUNCIL OF THE CITY OF PARKERSBURG, WEST VIRGINIA:

Section 1. That Article 931.01, entitled "Water Rates", of the Codified Ordinances of the City of Parkersburg be amended and re-enacted to read as follows:

931.01 SCHEDULE OF WATER RATES

The following schedules of rates, charges and fees are hereby fixed and determined as the rates, charges and fees to be charged to customers of the System throughout the entire territory served.

(a) Establishing and Fixing Rates, Charges and Delayed Penalty Charges. The following schedules of rates, charges and delayed penalty charges are hereby fixed and determined as the rates, charges and delayed penalty charges to be billed to consumers of the water works system of the City throughout the entire territory served.

SCHEDULE I

Applicability

Service in entire territory except for service provided through use of booster stations.

Availability of Service

Available for general domestic, commercial and industrial service.

Rates

5/8 and 3/4	Included in Minimum Customer Charge
1	$ 7.16
1 1/2	$ 11.78
2	$ 17.00
3	$ 37.63
4	$ 62.22
6	$121.21

Delayed Payment Penalty Charge

The above schedule is net. On all current usage billings not paid in full by the latest pay date, which shall be no sooner than the twentieth day following the date the Utility Board mails the bill, ten percent (10%) shall be added to the net current amount unpaid. The delayed payment penalty is not interest and is to be collected only once for each bill where it is appropriate.

SCHEDULE 2

Applicability

Service provided through use of booster stations.

Availability of Service

Available for general domestic, commercial and industrial service.

Rates

Minimum Customer Charge – Each customer shall pay a total Customer Charge of eight dollars ninety-four cents ($8.94) per month.

Volume Charge In addition to the Minimum Customer Charge, each customer shall pay, for all gallons used in excess of 1000 gallons per month, four dollars and eighty nine cents ($4.89) per 1,000 gallons.

Meter Charge (in addition to Minimum Customer Charge and Usage Charge)

Meter Size (inches)	Charge per month
5/8 and 3/4	Included in Minimum Customer Charge
1	$ 7.16
1 1/2	$ 11.78
2	$ 17.00
3	$ 37.63
4	$ 62.22
6	$121.21

Delayed Payment Penalty Charge

The above schedule is net. On all current usage billings not paid in full by the latest pay date, which shall be no sooner than the twentieth day following the date the Utility Board mails the bill, ten percent (10%) shall be added to the net current amount unpaid. The delayed payment penalty is not interest and is to be collected only once for each bill where it is appropriate

SCHEDULE 3

Applicability

Service in entire territory.

Availability of Service

Available for private fire protection water supply.

Rates

Hydrants (Service connection — Charge per month (each)

Delayed payment penalty charge

The above schedule is net. On all current usage billings not paid in full by the latest pay date, which shall be no sooner than the twentieth day following the date the Utility Board mails the bill, ten percent (10%) shall be added to the net current amount unpaid. The delayed payment penalty is not interest and is to be collected only once for each bill where it is appropriate.

SCHEDULE 4

Applicability

Applicable to entire territory served.

Availability of Service

Available for general, domestic, commercial and industrial service.

Fees and Other Rates

Connection Fee – One inch and smaller

The connection fee shall be two hundred fifty dollars ($250.00) for each new water service line one inch and smaller, and shall include the tap of the main line, the service line from the main to the property line or curb stop and the meter installation including the meter pit or vault.

Connection Fee - Larger than One Inch

For service lines larger than one inch, the fee shall be the actual cost of the installation, and shall include the tap of the main, the service line from the main to the property line and the meter installation including the meter pit or vault. Upon receipt of an application for a service connection larger than one inch, the utility will provide an estimate of actual cost, which amount must be deposited by the applicant in advance of the installation. Upon completion of the installation, a final settlement of the actual installation cost will be prepared and submitted for payment to the applicant. The amount of payment due will be reduced by the amount of the advance deposit. In the event of an excess in the amount deposited over the actual installation cost, the amount of excess will be promptly refunded to the applicant.

Reconnection Fee

Whenever the supply of water to any customer is turned off for violation of rules and regulations, nonpayment of bill or fraudulent use of water, there shall be a twenty dollar ($20.00) charge for re-established service.

Returned Check Fee

A service fee of fifteen dollars ($15.00) shall be charged for each check returned for insufficient funds.

Leak Adjustment Rate

An incremental charge of seventy cents ($0.70) per 1,000 gallons shall be charged for all water billed in excess of the customer's historic usage for a water leak, that is determined by Public Service Commission rules to be eligible for an adjustment of the water service charge.

Hydrant Meter Deposit

A deposit of eight hundred dollars ($800.00) shall be charged for each water meter provided a customer requesting temporary water service from a fire hydrant for construction or other use approved by the Utility Board staff. The deposit shall be refunded without interest to the customer following return of the water meter undamaged and in proper operating condition, and following payment for water consumption as measured by the hydrant meter.

Section II. That, in accordance with the requirements of City

Section 4 of the Code of West Virginia, 1931, as amended, the City of Parkersburg shall cause notice of the proposed adoption of this Ordinance to be published as a Class I-0 legal advertisement, with such publication being made at least five days before the City Council meeting at which this Ordinance is to be finally adopted, and with said notice meeting the other requirements set forth in Code §8-11-4;

Section III. That in accordance with the provisions of Chapter 24, Article 2, Section 4(b) of the Code of West Virginia, 1931, as amended, the rules and regulations and the rates and charges provided for herein shall be effective not sooner than 45 days from the date of adoption; and

Section IV. That, in accordance with the Public Service Commission's *Rules for the Construction and Filing of Tariffs*, 150 CSR 2, notice of this Ordinance shall be provided by (a) causing to be published the Commission's Tariff Form No. 12 as a Class II legal advertisement, with the first publication occurring within five days after the adoption of this Ordinance, in a qualified newspaper of general circulation in the area of Parkersburg, and (b) causing to be published a press release that contains the substance of Tariff Form No. 12, in a qualified newspaper of general circulation in the area of Parkersburg, (c) posting a notice that conforms with Tariff Form No. 12 in a conspicuous place at the Utility Board's business premises beginning the day after the City Council meeting at which this Ordinance is adopted and continuing for 30 days, and (d) filing with the Public Service Commission, within 5 days after adoption of this Ordinance, a copy of this Ordinance along with other information as required by Section 22.1.f. of the *Tariff Rules*.

Section V. All prior ordinances, or parts of ordinances, inconsistent with this Ordinance are hereby repealed to the extent of such inconsistency.

Section VI. This Ordinance shall be effective immediately upon adoption.

The schedule of rates, charges and fees herein established and fixed shall be effective on all bills rendered on and after November 24, 2004.

MOTION – Mr. Cheuvront moved, seconded by Mr. Fitcher, to adopt the ordinance on final reading.

At 7:52 PM, President Goff declared a public hearing open to give the citizens an opportunity to voice their opinion on this ordinance. No one appeared in favor of, nor opposed to, the ordinance, and the public hearing was declared closed at 7:53 PM.

VOTE – The ordinance was adopted by unanimous vote.

The Council of the City of Parkersburg met in regular session Tuesday, October 26, 2004, at 7:30 PM in the Council Chambers on the second floor of the Municipal Building at One Government Square, Parkersburg, WV 6101.

The meeting was called to order by Council President, Robert L. Goff, who presided over the meeting. Councilman Sheila Hunley led the Lord's Prayer and the Pledge of Allegiance. The Clerk noted the attendance, and those present included Councilmen Sheila Hunley, Dorsey Cheuvront, Brad Kimes, Hampden Fitcher, Sharyn Tallman, Demo Dukes, and Robert Goff. Councilmen Ed Roedersheimer and Betty Mather were absent.

MINUTES – Mr. Kimes moved to accept the minutes from the meeting held October 12, 2004, and the motion was adopted by unanimous vote.

MESSAGE FROM THE EXECUTIVE: - There was no message.

REPORTS FROM STANDING OR SPECIAL COMMITTEES - Councilwoman Sharyn Tallman presented a check in the amount of $1,000.00 to Martin School representatives for uniforms for their basketball team from an anonymous donor. Another donation of $250.00 was also mentioned this evening, by anonymous donation. The members of the girls basketball team from Martin School were recognized by Councilwoman Hunley, and it was again mentioned that these donations were made because student, Tom Isner, 19th Avenue, cared about the team, and their school could not afford uniforms.

PUBLIC FORUM

Councilwoman Betty Mather came to the microphone from the audience and resigned her position as City Councilman for District #6, effective October 31, 2004. She thanked the Mayor and City employees and said she would miss them, but that she could not work with this Council.

Mr. Owen Friend, 22nd Street, told Council he could do nothing more concerning fixing his street. His neighbors do not want pavement, they want to keep the brick, and he knows it will cost too much. He asked if they could fix one pothole a year with the brick.

Public Works Director, Tom Slater, said it would still be very expensive. Mayor Jimmy Colombo said he did not know who put the bad patches in the potholes, but he thought they could be removed. Everyone knows we have budget restraints, he said, and said the City had been responsive when the citizens want to help. He said he did not want to send a City crew to that street when the residents clearly do not want pavement.

Since this is a historic district, Council President Goff asked if we had talked about a levy so the people could pay their share. Mayor Colombo said the difference would still be $45.00 - $50.00/sq.yd.

Mr. Ron Jalbert, 61 Canterbury Drive, thanked the Public Works Committee and its Chairman, Councilman Fitcher, for helping to upgrade the ordinance for consideration this evening concerning handicapped parking. He offered to help Chief Newell with any details of the ordinance.

Mr. Shawn Critzer, 939 Juliana Street, told Council he was a new resident to Parkersburg, and did not want them to change the ordinance to allow home occupations in the Juliana Square Historic District. We have to protect what we have he said, and said that Parkersburg was worth saving.

Concerning brick streets, Mr. Critzer said he hoped Ann Street would never be blacktopped.

Mrs. Lillian McCray, 111 13th Street, told City Council they had a petition with 60 signatures opposed to changing the ordinance to allow for the home occupations on Juliana Street. She said the properties are being upgraded, people are helping each other to restore their houses, and there is not enough code officers to fix everything.

Mr. Bob Hunley, Davisville, WV, owns 18 properties in the City. He said that there is a request for a homeless center for 1413 Lynn Street, and no one in the neighborhood wants it there. He asked if the BZA action was final.

President Goff stated that his only recourse as to the Wood County Circuit Court. City Council cannot override BZA.

Mr. Christopher Harnett, President of the Julia-Ann Square Historic District, asked what kind of monitoring their neighborhood could expect if the business is allowed in their district. He said they are seeing a surge in what the historic area is, and they do not want other businesses coming in.

ORDINANCE, FINAL READING

AN ORDINANCE AMENDING SECTION 125.01, COMPOSITION
OF ARTICLE 125, FIRE DEPARTMENT, OF THE CODIFIED

SHERRY L. BRUNETT

Being first duly sworn, says that the

"Public Hearing Notice - City of Parkersburg Sewer Rate Ordinance"

Hereto attached was printed in the

XX Parkersburg News,

..... The Marietta AM,

XX The Parkersburg Sentinel,

A daily newspaper published in the City of Parkersburg, Wood County, West Virginia, for ....ONE... successive weeks, the first publication and posting thereon being on the .....2nd.....day of ..November... 20 04, and subsequent publication on the .....N/A..... day (s) of ..... 20.....

Printer's Fee	$ 895.16
Notarized Signature	$ 2.00
Additional Copy Fee	$ .....
Total Due:	$ 897.16

By: .....

Subscribed and sworn to before me this

10th day of November 2004.

Melani Zyla

Notary Public for Wood County, West Virginia

My commission expires: 3-23-14

OFFICIAL SEAL
NOTARY PUBLIC, STATE OF WEST VIRGINIA
MELANI ZYLA
1629 - 10th ST, PARKERSBURG, WV 26101
MY COMMISSION EXPIRES MARCH 23, 2014

11-2-04

NOTICE OF PUBLIC HEARING ON
CITY OF PARKERSBURG SEWER RATE ORDINANCE

A public hearing will be held on the following Ordinance at a regular meeting of the Council of the City of Parkersburg (the "City Council") to be held on November 2, 2004 at 7:30 p.m. in the Council Chambers in City Hall, 1 Government Square, Parkersburg, West Virginia, and at such hearing any person interested may appear before the City Council and present testimony and all protests and suggestions shall be heard by the City Council and it shall then take such action as it shall deem proper in the premises with respect to the following Ordinance:

AN ORDINANCE AMENDING AND RE-ENACTING
ARTICLE 921.01 OF THE CODIFIED ORDINANCES
OF THE CITY OF PARKERSBURG, WITH REFERENCE
TO ADOPTION OF RULES AND REGULATIONS AND
PROVIDING FOR SETTING RATES AND CHARGES FOR
SEWER SERVICE.

WHEREAS, it is deemed in the public health, safety and welfare and being upon a recommendation made by the Parkersburg Utility Board, the Council of the City of Parkersburg (the "City Council") has determined that it is necessary for the Parkersburg Utility Board (the "Utility Board") to undertake a project of sewer plant improvements and improvements to the existing public sewer collection and treatment system of the City of Parkersburg (the "System"), consisting of various items and improvements to the wastewater treatment facilities (the "Project"); and

WHEREAS, it is deemed by the Utility Board to result in rates necessary to pay the operating and maintenance expenses and the debt service, including the Project additions to the System, the sewer rates and charges for sewer service to be established in the Utility Board fiscal year beginning 2005; therefore

BE IT ORDAINED BY THE COUNCIL OF THE CITY OF PARKERSBURG, WEST VIRGINIA:

Section 1: That Article 921.01, entitled "Schedule of Sewer Rates", of the Codified Ordinances of the City of Parkersburg be amended and re-ordained to read as follows:

921.01 SCHEDULE OF SEWER RATES

The following schedule of rates, charges and fees and hereby fixed and determined to be rates, charges and fees to be charged to customers of the System throughout the corporate limits, to:

SCHEDULE

Inside City

Applicable to all customers inside the corporate limits and to service

Minimum Quarterly Charge

Each customer shall pay a Base Customer Charge of Nine Dollars and Eight Cents ($9.08) per month for and including December 31, 2004. Thereafter, each customer shall pay a Base Customer Charge in the amount and after the effective date as follows:

Customer Charge	Effective Date
$10.08	January 1, 2005
$12.00	January 1, 2006
$14.00	January 1, 2007

One Dollar ($1.00) of the Customer Charge shall be used for operation and maintenance of the System.

Volume Charge

In addition to the minimum customer charge, each customer shall pay Three Dollars and Ninety-seven Cents ($3.97) per 1,000 gallons, based upon the metered amount of water supplied through and including December 31, 2004. Thereafter, each customer shall pay, in addition to the minimum customer charge, in the amounts as hereinafter set forth, the following a volumetric charge, based upon the metered amount of water as follows:

Volume Charge	Effective Date
$4.30 per 1,000 gallons	January 1, 2005
$4.65 per 1,000 gallons	January 1, 2006
$4.99 per 1,000 gallons	January 1, 2007

Wastewater Surcharge for Water Usage

Sewer customers who utilize a private wastewater source of water, such as well water, will pay sewer charges based upon usage of 4,000 gallons per month. Such customers may be required, by the Utility Board, to install a meter to ascertain the actual volume of wastewater.

Connection Charges

All new connections or reconnections of sewer service may be required to deposit in a manner as the Utility Board, or its authorized representative, shall direct, a connection charge in the amount as determined by the Utility Board.

All new, upgraded or replacement other commercial sewer and water services may be required to deposit in a manner as aforementioned, an amount not to exceed (i) $1,000, or (ii) a sum equal to the actual AT-cost of the service, whichever is greater.

Returned Check Fee

A service fee of Ninety Dollars ($90.00) shall be charged for returned or non-sufficient funds checks.

Late Payment Fee

A late payment charge of Five Dollars and One Cents ($5.01) per 1,000 gallons shall be charged for all unpaid bills in excess of the customer's Normal Usage for a water/sewer bill in accordance with Public Service Commission rules to be applied for all subsequent billings over the service charge.

Water Use Reduction Rebate

When a 25% of the System's total water supply is being used in excess of 15,000 gallons per month and upon the responsibility of the customer's expense a repair and leak, the amount of water supplied in excess of 15,000 gallons will not be charged for the System's fee rates and charges herein shall be applied only to the amount actually used by the customer and remaining part of the System.

Delinquent Payment Penalty Charge

The above schedule of rates, fees and charges are payable in full by the water bill, and, unless and no sooner than the twentieth day following the date of the water bill, Ninety Percent (90%) thereof is received in the net amount and unpaid. The delayed payment penalty in the amount and is to be collected by the Utility Board, and is to be applied.

Connection Fee

A connection fee of Ten Dollars ($10.00) shall be charged for each connection and shall be payable in advance upon the date of the connection, except, in the following cases:

A. All owners of property, that have been assessed, by a contract for sewer improvements under the provisions of an ordinance of the City of Parkersburg;

B. All owners of property of the aforementioned, who have heretofore paid the costs of installing the sewer, providing the connection be which the connection, providing that the owner and derivative the work shall be in a manner satisfactory to the Utility Board and in accordance with Public Service Commission rules.

Section 2: That in accordance with the requirements of Chapter 8, Article 19, Section 4(b) of the Code of West Virginia, 1931, as amended, the City of Parkersburg hereby gives notice of the intended adoption of this Ordinance to be published as a Class II legal advertisement, with such publication being made at least two days prior to the City Council meeting at which this Ordinance is to be adopted.

Section 3: That in accordance with the requirements of Chapter 24, Article 2, Section 4(b) of the Code of West Virginia, 1931, as amended, the City of Parkersburg hereby requests the Public Service Commission of West Virginia to approve the rates, fees and charges provided for herein and to authorize the City to collect such rates, fees and charges.

Section 4: That the City of Parkersburg hereby requests the Public Service Commission of West Virginia to approve the Ordinance and the rates and charges provided for herein and to authorize the City to collect such rates, fees and charges.

Section 5: That the City of Parkersburg hereby requests the Public Service Commission of West Virginia to approve the Ordinance and the rates and charges provided for herein and to authorize the City to collect such rates, fees and charges.

Section 6: All prior ordinances, or parts of ordinances, inconsistent with this Ordinance are hereby repealed to the extent of such inconsistency.

Section 7: This Ordinance shall be effective upon adoption.

The schedule of rates, charges and fees contained herein shall be effective on and after the first day of January, 2005 and shall be applicable to all bills for service rendered.

Passed in Joint Session, October 26, 2004

A copy of the above Ordinance is on file with the City Clerk in the office of the City Clerk of the City of Parkersburg, West Virginia, for inspection by the interested parties during regular office hours.

Following the public hearing, the City Council intends to adopt the Ordinance upon first reading.

Date: September 27, 2004

/s/ Connie Sharon, City Clerk

PKG 2

Tariff Form No. 12
(Tariff Rule 44)

PUBLIC NOTICE OF CHANGE IN RATES BY MUNICIPALITIES

NOTICE is hereby given that the City of Parkersburg has adopted by ordinance on October 12, 2004, a tariff of the Parkersburg Utility Board containing increased rates and charges for furnishing water service to approximately 18,241 customers in and around the City of Parkersburg in the County of Wood.

The proposed increased rates and charges will become effective November 28, 2004, unless otherwise ordered by the Public Service Commission and will produce approximately $1,380,000 annually in additional revenue, an approximate increase of 27.8%. The average monthly bill based on 4,500 gallons of water usage for the various classes of customers will be changed as follows:

	($) INCREASE	INCREASE (%)
Residential	$ 4.76	24.7 %
Commercial	$ 4.82	25.4 %
Industrial	$ 4.82	25.4 %
Resale	$ N/A	N/A %
Other	$ N/A	N/A %

The Parkersburg Utility Board has no resale customers.

The Meter Charge for meter sizes 1" and above will increase by 20% as follows:

Meter Size (inches)	Charge per month Included in Monthly Customer Charge
5/8 and 3/4	$ 9.14
1	$ 11.78
1 1/2	$ 17.06
2	$ 27.63
3	$ 48.78
4	$ 91.08
6	$ 216.13

All new applicants for residential or single water service may be required to deposit (1) a minimum of any dollars ($50.00) or an amount equal to two (2/3) of the annual estimated charge for water service, whichever is greater.

All new applicants for residential or single combined water and sewer service may be required to deposit (1) a minimum of one hundred dollars ($100.00) or two-thirds (2/3) of the annual estimated charge for each service, whichever is greater.

The increases given are based on average data of all customers in each indicated class. Individual customers may be served under rates that are greater or less than average. Furthermore, the increased rates and charges are tentatively proposed and are subject to further increase or decrease by the Public Service Commission in its review of the filing. The Commission shall review and approve or modify the increased rates only upon the filing of a petition within thirty (30) days of the adoption of the ordinance changing such rates or charges by:

(1) Any customer aggrieved by the change or lack of change, who presents to the Commission a petition signed by not less than twenty five percent of the customers served by such municipally operated public utility; or

(2) Any customer who is served by a municipally operated public utility and who realizes such increased rates and charges, or who is affected by the change in said rates or charges and who presents to the Commission a petition alleging discrimination between customers similarly situated without the municipal boundaries. Said petition shall be accompanied by evidence of discrimination; or

(3) Any customer or group of customers who are affected by such change in rates who receive water from municipal boundaries and who present a petition to the Commission alleging discrimination between such customers or groups of customers and other customers of the municipal utility. Said petition shall be accompanied by evidence of discrimination.

All petitions should be addressed to the Executive Secretary, Public Service Commission of West Virginia, 201 Brooks Street, P.O. Box 812, Charleston, West Virginia 25323.

A complete copy of the proposed rates, as well as a representative of the Parkersburg Utility Board to provide any information requested concerning it is available to all customers, prospective customers or their agents at the following office of the Parkersburg Utility Board, 125 Nineteenth Street, Parkersburg, West Virginia 26101.

A copy of the proposed rates is available for public inspection at the Office of the Secretary of the Public Service Commission of 201 Brooks Street, P.O. Box 812 Charleston, West Virginia.

DATE: [illegible]

SHERRY L. BRUNETT

Being first duly sworn, says that the "City of Parkersburg Notice of Change in Rates by Municipalities"

Hereto attached was printed in the

XX .....Parkersburg News,

.....The Marietta AM,

.....The Parkersburg Sentinel,

A daily newspaper published in the City of Parkersburg, Wood County, West Virginia, for TWO successive weeks, the first publication and posting thereon being on the 16th day of October 2004, and subsequent publication on the 23rd day (s) of October 2004

Printer's Fee $ 288.12

Notarized Signature $ 2.00

Additional Copy Fee $.....

Total Due: $ 290.12

By: [signature]

Subscribed and sworn to before me this 25th day of October 2004.

[signature]
Notary Public for Wood County, West Virginia

My commission expires 3-23-14

OFFICIAL SEAL
NOTARY PUBLIC, STATE OF WEST VIRGINIA
MELANI ZYLA
1629 - 19th ST, PARKERSBURG, WV 26101
MY COMMISSION EXPIRES MARCH 23, 2014

JOURNAL OF THE CITY COUNCIL, NO. 52

PARKERSBURG, W. VA., November 15, 2005

The Council of the City of Parkersburg met in regular session Tuesday, November 15, 2005, at 7:30 PM in the Council Chambers on the second floor of the Municipal Building at One Government Square, Parkersburg, WV 26101.

The meeting was called to order by Council President, Sharyn Tallman, who presided over the meeting. Councilman Ed Roedershelmer led the Lord's Prayer and the Pledge of Allegiance. The Clerk noted the attendance and those present included Councilmen Dorsey Cheuvront, Brad Kimes, Hampden Fitcher, Mike Reynolds, Ed Roedershelmer, Bob Goff, Demo Dukas, and Sharyn Tallman. Councilwoman Sheila Hunley was absent.(Chief Gainer sat in for Mayor Colombo, who was at WVU-P making a speech)

MINUTES – Mr. Goff moved to accept the minutes from October 25, 2005, and the motion was adopted by unanimous vote.

REPORTS – President Tallman reported that Council met as the Board of Canvassers on November 14th, and declared the results of the general election, which was held November 8, 2005. Council will certify the results November 29, 2005 if a recount is not requested.

There was no message from the Executive.

The Clerk presented a communication from Mayor Jimmy Colombo re-appointing Mr. Ron Jalbert, 61 Canterbury Drive, to the Mid Ohio Valley Transit Authority for a term to expire October 12, 2008.

MOTION – Mr. Fitcher moved to confirm the reappointment, and the motion passed by unanimous vote.

PUBLIC FORUM – Mr. Steve Whitehair, 1926 Gladstone Street, appeared before Council representing some interested citizens and inquired about people going through trash after it is put on the curb. The older citizens are somewhat worried about identity theft, he said.

City Attorney, Joe Santer, stated that he did not think anything could be done. There is no expectation of privacy and there is nothing to prohibit someone from going through trash on a right of way. The trash is no longer their property, and even after it is dumped, people can go through it, he said.

Mr. Richard Campagne, 1604 Market Street, asked about a traffic light at 16th and Market Streets since he was concerned about the fire trucks from the 16th Street station. Fire Chief, Steve Gainer, said it had never been a problem for the department.

RESOLUTION

BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF PARKERSBURG that Mayor Jimmy Colombo is hereby authorized to execute the 2005 Cool Community Grant agreement in the amount of $10,000.00 which requires matching funds of $10,000.00 of in-kind match; and

THAT the City Council of the City of Parkersburg agrees to abide by all rules and regulations pertaining to this agreement as required by the U. S. Department of Agriculture.

MOTION – Mr. Reynolds moved to adopt the resolution and the motion was adopted by unanimous vote.

Ms. Tallman stated that Camden Clark Memorial Hospital was going to contribute the $10,000.00 in-kind match.

RESOLUTION

BE IT RESOLVED BY THE COUNCIL OF THE CITY OF PARKERSBURG that Mayor Jimmy Colombo be and hereby is authorized to sign a Local Economic Development Grant contract, a copy of which is attached hereto and made a part hereof, for $30,000.00 for electrical, lighting, heating and air conditioning and interior improvements to the Boys and Girls Club of Parkersburg.

MOTION – Mr. Goff moved to adopt the resolution and the motion was adopted by unanimous vote.

ORDINANCE, FIRST READING:

AN ORDINANCE APPROVING AND CREATING A NEW
TAX INCREMENT FINANCING DISTRICT IN THE CITY
OF PARKERSBURG, WOOD COUNTY, WEST VIRGINIA,
TO BE KNOWN AS THE "AVERY COURT REDEVELOPMENT
DISTRICT #3:; ESTABLISHING A TAX INCREMENT FINANCING
FUND; APPROVING THE AVERY COURT REDEVELOPMENT
PROJECT #1 PROJECT PLAN TO BE IMPLEMENTED IN THE
AVERY COURT REDEVELOPMENT DISTRICT #3; AND PROVIDING
FOR OTHER MATTERS IN CONNECTION THEREWITH

City Attorney, Joe Santer, asked that this ordinance be tabled, and a corrected document would be submitted at the next Council meeting.

CASTO & HARPER, INC., SPENCER, WV RE-ORDER NO. 157068-04

MOTION – Mr. Goff moved, seconded by Mr Chenvron, to table the ordinance, and the motion passed by unanimous vote.

ORDINANCE, FIRST READING:

AN ORDINANCE AUTHORIZING THE REFUNDING OF THE ISSUER'S OUTSTANDING COMBINED WATERWORKS AND SEWERAGE SYSTEM REFUNDING REVENUE BONDS, SERIES 1996; THE ISSUANCE OF TAXABLE COMBINED WATERWORKS AND SEWERAGE SYSTEM REFUNDING REVENUE BONDS, SERIES 2006 B, OF THE CITY IN THE AGGREGATE PRINCIPAL AMOUNT OF NOT MORE THAN $20,000,000.00, TAXABLE COMBINED WATERWORKS AND SEWERAGE SYSTEM REFUNDING REVENUE BONDS, SERIES 2006 C, OF THE CITY IN THE AGGREGATE PRINCIPAL AMOUNT OF NOT MORE THAN $1,000,000.00 AND TAX-EXEMPT COMBINED WATERWORKS AND SEWERAGE SYSTEM REFUNDING REVENUE BONDS, SERIES 2006 D, OF THE CITY IN THE AGGREGATE PRINCIPAL AMOUNT OF NOT MORE THAN $20,000.00, THE PROCEEDS OF WHICH, TOGETHER WITH OTHER FUNDS OF THE CITY, SHALL BE EXPENDED FOR SUCH REFUNDING AND TO PAY COSTS IN CONNECTION THEREWITH; PROVIDING FOR THE RIGHTS AND REMEDIES OF, AND THE SECURITY FOR, THE REGISTERED OWNERS OF SUCH BONDS; AUTHORIZING THE EXECUTION AND DELIVERY OF A BOND PURCHASE AGREEMENT, AN ESCROW AGREEMENT, A CONTINUING DISCLOSURE AGREEMENT AND OTHER DOCUMENTS; AUTHORIZING THE SALE AND PROVIDING FOR THE TERMS AND PROVISIONS OF SUCH BONDS AND PROVISIONS FOR BOND INSURANCE; AND ENACTING OTHER PROVISIONS WITH RESPECT TO SUCH BONDS.

MOTION – Mr. Fitcher moved, seconded by Mr. Reynolds, to adopt the ordinance on first reading, and the motion passed by unanimous vote.

The Clerk presented a communication from The Parkersburg News and Sentinel covering circulation and qualifications for their newspapers

MOTION – Mr. Goff moved to receive and file the communication, and the motion passed by unanimous vote.

The meeting adjourned at 7:50 PM.

Connie Shaffer
City Clerk

Council President

JOURNAL OF THE CITY COUNCIL, NO. 52

PARKERSBURG, W. VA., November 29, 2005

Castle & Hunter Inc., Spencer, WV Re-Order No. 157068-04

The Council of the City of Parkersburg met in regular session Tuesday, November 29, 2005, at 7:30 PM in the Council Chambers of the Municipal Building on the second floor at One Government Square, Parkersburg, WV 26101.

The meeting was called to order by Council President, Sharyn Tallman, who presided over the meeting. Councilman Bob Goff led the Lord's Prayer and the Pledge of Allegiance. The Clerk noted the attendance and those present included Councilmen Sheila Hunley, Dorsey Cheuvront, Hampden Fitcher, Mike Reynolds, Ed Roedersheimer, Bob Goff, Demo Dukas, and Sharyn Tallman. Councilman Brad Kimes was absent.

MINUTES – Mr. Goff moved to accept the minutes from the meetings held November 15, 2005 and November 18, 2005, and the motion was adopted by unanimous vote.

REPORTS FROM STANDING OR SPECIAL COMMITTEES – There were no reports from standing or special committees.

The Clerk presented the Certification of Results from the general election held November 8, 2005.

MOTION – Mr. Goff moved, seconded by Mr. Cheuvront, to certify the results of the general election, and the motion was adopted by unanimous vote. The results were as follows:

BOARD OF CANVASSERS CERTIFICATE OF VOTES CAST
FOR CANDIDATES AT THE GENERAL ELECTION
(November 8, 2005)

CITY OF PARKERSBURG
COUNTY OF WOOD
CITY OF PARKERSBURG

The Board of Canvassers of the City of Parkersburg, State of West Virginia, having carefully and impartially examined the returns of the election held in said City on the 8th day of November, 2005, do hereby certify that in said City for the Office of:

MAYOR

Robert (Bob) Newell (D)	received three thousand seven hundred thirty one	3,731
Rick Modesitt (R)	received two thousand two hundred thirty	2,230
Joseph Corridean	received nine (write-in)	9

City Council – District #1

Don Godfrey (R)	received two hundred fifty nine	259
Sheila Hunley (D)	received two hundred seventeen	217

City Council – District #2

Dorsey Cheuvront (D)	received three hundred seven	307
Sharon Kuhl (R)	received two hundred eighty nine	289

City Council – District #3

Brad Kimes (R)	received three hundred sixteen	316
Tandra Mays (D)	received two hundred twenty five	225

City Council – District #4

James Myers (D)	received two hundred one	201
John Sandy (R)	received one hundred seventy four	174

City Council – District #5

Sharyn Tallman (R)	received two hundred thirty	230
Jim Ball (D)	received two hundred seventeen	217
Jon Thomas	received one (write-in)	1

City Council – District #6

Mike Reynolds (R)	received five hundred three	503
Bernard J. Bookman (D)	received two hundred forty three	243

Castle & Harris, Inc., Spencer, WV Re-Order No. 157068-04

Interim Police Chief, George Fox, said he had the same concerns as Chief Gainer, and also concerned about what would happen to the morale if we take something else from the employees. A lot of the overtime is paid for through grants, he said. They can only have four weeks vacation, and because of the shifts they don't have a lot of time with their families. He said he did not have figures with him this evening, but he thinks this can be resolved by reducing the number of hours they can have rather than taking it all away. He stated that the new men now get four weeks vacation instead of six weeks, and we only offer a fleet car to new policemen if they live in the City. He has only been Chief for one week, and said he would like an opportunity to help fix this problem. He said he did not recall in his 34 years that anyone has asked for their comp time all at once, but he said he did understand their concerns.

Councilman Roedersheimer stated that the 24-hour shifts for the fire department is their choice because they set their own hours. The City does not require the 24-hour shift. He said Council was not taking anything away. Council is trying to be honest and pay them for the work they do. Now, they get paid more than they ears if they bank it when they are young and take it in pay when they retire.

ORDINANCE, FINAL READING:

* (insert ordinance here about water bond...) * (ord in full on pages 15-18)

MOTION – Mr. Fitcher moved, seconded by Mr. Goff, to adopt the ordinance on final reading, and the motion passed by unanimous vote.

ORDINANCE, FIRST READING:

A RESOLUTION AND ORDINANCE AUTHORIZING AND DIECTINGTHE ISSUANCE OF NOT MORE THAN $2,000,000.00 AGGREGATE PRINCIPAL AMOUNT OF TAX INCREMENT REVENUE BONDS(AVERY COURT REDEVELOPMENT PROJECT #1), SERIES 2005A,OF THE CITY OF PARKERSBURG TO FINANCE COSTS OF DESIGN, ACQUISITION, EQUIPPING, AND CONSTRUCTION OF A HIGHDENSITY MULTI FAMILY RESIDENTIAL FACILITY, A MULTI LEVEL PARKING GARAGE, TOGETHER WITH INFRASTRUCTURE IMPROVEMENTSRELATED THERETO, AND ALL NECESSARY APURTENANCES ANDRELATED FACILITIES AND OTHER EXPENSES AND COSTS RELATED THERETO AND TO THE BONDS; AUTHORIZING THE EXECUTION AND DELIVERY OF AN INDENTURE OF TRUST, AND A DEVELOPMENT AGREEMENT; AUTHORIZING EXECUTION AND DELIVERY OF OTHER DOCUMENTS, INSTUMENTS, AGREEMENTS AND CERTIFICATES; AUTHORIZING AND DIRECTING THE EXECUTION AND DELIVERY OF SUCH BONDS; PROVIDING PARAMETERS FOR THE PRINCIPAL AMOUNTS, PROVISIONS FOR REDEMPTION, MATURITIES, INTEREST RATES AND OTHER TERMS OF SUCH BONDS; AUTHORIZING THE MAYOR TO APPROVE A CERTIFICATE OF DETERMINATIONS RELATING TO THE FINAL TERMS OF THE BONDS; APPOINTING A TRUSTEE, REGISTRAR, AUTHENTICATING AGENT, PAYING AGENT AND OTHER PARTICIPANTS IN THE FINANCING; AND

AUTHORIZING THE TAKING OF ALL OTHER ACTIONS RELATING TO THE PROJECT AND ISSUANCE OF SUCH BONDS.

MOTION – Mr. Cheuvront moved, seconded by Mr Roedersheimer, to adopt the ordinance on first reading, and the motion was adopted by unanimous vote.

ORDINANCE, FIRST READING:

AN ORDINANCE TO PAY ALL ACCRUED
COMPENSATORY TIME BALANCES OF
CITY EMPLOYEES IN FULL

MOTION – Ms. Hunley moved, seconded by Mr. Fitcher, to refer the ordinance to the Finance Committee, and the motion failed by majority vote with Mrs. Hunley, Mr. Fitcher, and Mr. Reynolds voting "yes" and all others voted "no".

MOTION – Mr. Goff moved, seconded by Mr. Cheuvront, to adopt the ordinance on first reading.

MOTION TO AMEND Mr. Reynolds moved, seconded by Mrs. Hunley, to amend the ordinance to keep the comp time with a cap of 48 hours, and pay everything above the 48 hours

Mr. Reynolds stated that adopting this ordinance would cost us in many other ways. We have emergency situations that might put a strain on our overtime budget. Comp time may not cost the City anything, and without it, the employees may abuse sick leave.

Mr. Roedersheimer stated that the City administration was supposed to come back to Council with a plan to get the comp time hours lowered, but they have not seen the plan. We have to pay this comp time, he said. When people work, we have to pay them. It is just a matter of when to pay it. We should not pay them ten years after they worked.

Mayor Colombo said he did not recall there was to be a plan to be taken to City Council. Government is unique because we can use comp time, and in business, you cannot. He said that if Council adopt this ordinance , they would hurt themselves. They could be from $40,000.00 to $90,000 00 in the red and need to cut, and the only thing to cut is service. He believes it should go back to a committee. They should leave about $150,000.00 in that account for a rainy day fund. He said that if the President comes to Parkersburg we will have to pay overtime, and there will not be overtime to pay it. It is great to pay your debts, he said, but you don't have working capital

If the President comes to Parkersburg, the overtime will be paid from Homeland Security, Mr. Goff stated.

JOURNAL OF THE CITY COUNCIL, NO. 52

PARKERSBURG, W. VA., December 13, 2005

Castro & Hedrick, Inc., Spencer, WV Re-Order No. 1708B-04

The Council of the City of Parkersburg met in regular session Tuesday, December 13, 2005, at 7:30 PM in the Council Chambers on the second floor of the Municipal Building at One Government Square, Parkersburg, WV 26101.

The meeting was called to order by Council President, Sharyn Tallman, who presided over the meeting. Councilwoman Sheila Hunley led the Lord's Prayer and the Pledge of Allegiance. The City Clerk noted the attendance, and those present included Councilmen Sheila Hunley, Dorsey Cheuvront, Hampden Fitcher, Mike Reynolds, Bob Goff, Demo Dukas, and Sharyn Tallman. Councilmen Brad Kimes and Ed Roedersheimer were absent.

MINUTES – Mr. Goff moved to accept the minutes as submitted for the meeting held November 29, 2005, and the motion was adopted by unanimous vote.

REPORTS FROM STANDING OR SPECIAL COMMITTEES:

Council President Tallman announced that she and the City Clerk attended the National League of Cities meeting held last week in Charlotte, NC. Besides the general and special sessions and workshops, Ms. Tallman stated that Councilman Jim Hunt from Clarksburg, WV, was elected by membership as the President of the NLC for the upcoming year. She believes he is a good ambassador for West Virginia, and will do an excellent job as President, and we should support his efforts.

MESSAGE FROM THE EXECUTIVE – Mayor Jimmy Colombo announced that the streetlights are going up on Juliana Street, which will enhance that historic district theme. He also thanked Market Street resident, Lee Rector and helpers for decorating our new steps up to Quincy Park, and gazebo on Avery Street. The Mayor also mentioned that our Christmas parade was a success and thanked everyone for putting it together.

PUBLIC FORUM

Mr. John Rockhold, III, appeared before City Council and said he appreciated them taking care of the comp time issue, but asked them for a compromise instead of elimination.

Mr. Brian Harrell, 1610 Stephenson Avenue, thanked Mayor Jimmy Colombo for doing a superb job as Mayor for the past eight years, and said the City owes him a debt of gratitude. Mr. Harrell also felt there should be a better solution than eliminating the comp time completely. The police and fire departments are the first people we call to protect us, he said. He also stated that Mayor-elect Newell won the election by a large majority and the citizens have made it clear he is the man they want to lead Parkersburg.

Mr. Greg Smith, representing Camden Clark Memorial Hospital, told Council it had been confirmed that Parkersburg will be the world premier location for the movie "Bubbles" that was filmed in Parkersburg and Belpre. It will be held at the Smoot Theater on January 12, 2006 with a reception at the Art Center later that evening.

Fire Chief, Steve Gainer, asked City Council to reach a compromise on the comp time issue. He agrees there could be a ceiling on the hours, or give the employees a choice to get paid or use their time later. He asked them not to completely eliminate the comp time.

Interim Police Chief, George Fox, told City Council it would ease the conscience on both sides if they could all work together. A lot of the employees use the comp time for family events. He asked them to put the funding aside and work this comp time issue out to satisfy both our problems. If they eliminate the comp time, he said their overtime would be increased $70,000.00, as an estimate, and that is not good for the City. He asked them to table the ordinances or refer them back to the Finance Committee and have an open dialogue without doing away with the program.

RESOLUTION

WHEREAS, the City of Parkersburg has been awarded a Land and Water Conservation Fund Grant in the amount of $25,815.00 which requires a 50% match for a total project cost of $51,630.00; and

WHEREAS, these funds will be used for Phase I development of Friendship Park located at 13th and Spring Street.

NOW, THEREFORE BE IT RESOLVED by the City Council of the City of Parkersburg that Mayor Jimmy Colombo is hereby authorized to execute the Agreement between the West Virginia Development Office and the City of Parkersburg and agrees to abide by all rules and regulations pertaining to the Land and Water Conservation Fund Program as outlined in the Agreement.

(see entire agreement file #7640)

MOTION – Mr. Goff moved, seconded by Mr. Dukas, to adopt the resolution, and the motion was adopted by unanimous vote.

RESOLUTION

WHEREAS, the YWCA serves the community as a whole by providing an affordable and dependable full-time child development center for children six weeks to five years of age; and

WHEREAS, the YWCA also provides fitness and enrichment programs that build character and self esteem for children and adults at reasonable costs and available to all income levels.

The Mayor said a better example could be a big snowstorm since the federal government is tightening up on the homeland security money. He suggested this be discussed again in Finance Committee since he did not thin sufficient time was spent discussing it earlier. Mr. Goff said the vast majority of the comp time was in the Police and Fire departments.

When the Mayor asked Mr. Craig for an estimate for overtime should we do away with comp time, Mr. Craig said that with what we have allocated so far, we would need $60,000.00 to $90,000.00 between now and June, 2006.

Mayor Colombo also noted that to pay this off would inflate their pay to a point where it could really hurt the men tax-wise, and he did not think that was their intent. Our employees are an extension of our service, he said. He also reminded Council that we have not purchased a truck in the sanitation department in four years. He did not think we should take the savings we have and just do something – we should pay it in stages if we have to.

Councilman Cheuvront talked about the 48-hour shift in the Fire Department. The department does not want to go to eight-hour shifts, he said. He further pointed out all the pay increases Council has given the employees since 1998 including the 20 cents an hour for longevity, per year. There were two additional increases of 15 cents for three of those years. There was pay equalization in the police and fire departments for two years. The fire department got EMT pay, and the police department got senior patrolman pay. A suit in the fire department cost $275,000.00, and that was why the department did not get to hire two additional men. The longevity will have to stop, he said. Our benefits keep increasing. He said that Council was not trying to take away from the men – they are trying to keep from laying off. If we don't change our actions, we may have to deal with layoffs, he said.

Fire Chief, Steve Gainer, stated that their comp time did go up, but he reminded Council that the civilians got pay raises also. Taxes go up, and so does everything else, he said. Wages have to go up – all City employees cost us money. The firemen work 24 hour shifts, and if they go back to 8 hours, it will cost $100,000.00 more a year, he said, and they will have to hire 20 more men

Mr. Cheuvront said that you go to 12-hour shifts because you can cut employees, and not add them. When Mr. Cheuvront asked if the civil service employees go time and a half for holidays, Mr. Craig said they did.

VOTE ON AMENDMENT – The amendment failed with Mrs. Hunley and Mr. Reynolds voting "yes", and all others voted "no".

MOTION – Mr. Goff moved the previous question and it was seconded by Mr. Roedersheimer, and was adopted with Mrs. Hunley, Mr. Fitcher, and Mr. Reynolds voting "no", and all others voting "yes".

VOTE ON MOTION TO ADOPT – The motion was adopted by majority vote with Mrs. Hunley, Mr. Fitcher, and Mr. Reynolds voting "no" and all others voted "yes".

ORDINANCE, FIRST READING:

AN ORDINANCE AMENDING SECTION VIII,
COMPENSATION PLAN, OF THE CITY OF
PARKERSBURG PERSONNEL POLICY AND
PROCEDURE MANUAL
(eliminates comp time)

MOTION – Ms. Hunley moved, seconded by Mr. Fitcher, to refer this ordinance to committee.

Mayor Colombo stated that this ordinance should go back to committee for further discussion because of all the input just tonight, and felt it could be worked out.

Councilman Goff stated that the figures have been discussed previously in the Finance Committee.

President Tallman read from a list of money owed to employees, as follows: Fire Department employees are owed $161,031.00; the Police Department employees are owed $101,439.00; and civilian employees are owed $2,449.00, for a total of $264,920.00.

Councilman Cheuvront asked if any comp time was involved when the City was cited in an audit for overtime violations in the Police Department. Mr. Craig said a substantial amount of that, $170,000.00 was comp time because we had a lot of retirees that year. He said he would provide Council with a breakdown of the non-retirees. Mr. Cheuvront added that comp time was discussed in the Finance Committee two weeks ago. Mayor Colombo said the discussion was not complete with broken down figures. It was mentioned, but not discussed, he said. Mr. Cheuvront said he did not agree with that statement.

VOTE to refer to committee – The motion was defeated by majority vote with Ms. Hunley, Mr. Fitcher, and Mr. Reynolds voting "yes", and all others voting "no".

MOTION – Mr. Roedersheimer moved, seconded by Mr. Goff, to adopt the ordinance on first reading, and the motion was adopted by majority vote with all members voting "yes" with the exception of Mrs. Hunley, Mr. Fitcher, and Mr. Reynolds voting "no".

Councilman Goff noted that on lump sum pay off for the employees could create a tax problem and could be paid in installments since that is not addressed in the ordinance. Councilman Cheuvront agreed.

The meeting adjourned at 8:35 PM.

JOURNAL OF THE CITY COUNCIL, NO. 52

PARKERSBURG, W. VA., December 13, 2005

Castro & Harris, Inc., Spencer, WV Re-Order No. 157088-04

The Council of the City of Parkersburg met in regular session Tuesday, December 13, 2005, at 7:30 PM in the Council Chambers on the second floor of the Municipal Building at One Government Square, Parkersburg, WV 26101.

The meeting was called to order by Council President, Sharyn Tallman, who presided over the meeting. Councilwoman Sheila Hunley led the Lord's Prayer and the Pledge of Allegiance. The City Clerk noted the attendance, and those present included Councilmen Sheila Hunley, Dorsey Cheuvront, Hampden Fitcher, Mike Reynolds, Bob Goff, Demo Dukas, and Sharyn Tallman. Councilmen Brad Kimes and Ed Roedersheimer were absent.

MINUTES – Mr. Goff moved to accept the minutes as submitted for the meeting held November 29, 2005, and the motion was adopted by unanimous vote.

REPORTS FROM STANDING OR SPECIAL COMMITTEES:

Council President Tallman announced that she and the City Clerk attended the National League of Cities meeting held last week in Charlotte, NC. Besides the general and special sessions and workshops, Ms. Tallman stated that Councilman Jim Hunt from Clarksburg, WV, was elected by membership as the President of the NLC for the upcoming year. She believes he is a good ambassador for West Virginia, and will do an excellent job as President, and we should support his efforts.

MESSAGE FROM THE EXECUTIVE – Mayor Jimmy Colombo announced that the streetlights are going up on Juliana Street, which will enhance that historic district theme. He also thanked Market Street resident, Lee Rector and helpers for decorating our new steps up to Quincy Park, and gazebo on Avery Street. The Mayor also mentioned that our Christmas parade was a success and thanked everyone for putting it together.

PUBLIC FORUM

Mr. John Rockhold, III, appeared before City Council and said he appreciated them taking care of the comp time issue, but asked them for a compromise instead of elimination.

Mr. Brian Harrell, 1610 Stephenson Avenue, thanked Mayor Jimmy Colombo for doing a superb job as Mayor for the past eight years, and said the City owes him a debt of gratitude. Mr. Harrell also felt there should be a better solution than eliminating the comp time completely. The police and fire departments are the first people we call to protect us, he said. He also stated that Mayor-elect Newell won the election by a large majority and the citizens have made it clear he is the man they want to lead Parkersburg.

Mr. Greg Smith, representing Camden Clark Memorial Hospital, told Council it had been confirmed that Parkersburg will be the world premier location for the movie "Bubbles" that was filmed in Parkersburg and Belpre. It will be held at the Smoot Theater on January 12, 2006 with a reception at the Art Center later that evening.

Fire Chief, Steve Gainer, asked City Council to reach a compromise on the comp time issue. He agrees there could be a ceiling on the hours, or give the employees a choice to get paid or use their time later. He asked them not to completely eliminate the comp time.

Interim Police Chief, George Fox, told City Council it would ease the conscience on both sides if they could all work together. A lot of the employees use the comp time for family events. He asked them to put the funding aside and work this comp time issue out to satisfy both our problems. If they eliminate the comp time, he said their overtime would be increased $70,000.00, as an estimate, and that is not good for the City. He asked them to table the ordinances or refer them back to the Finance Committee and have an open dialogue without doing away with the program.

RESOLUTION

WHEREAS, the City of Parkersburg has been awarded a Land and Water Conservation Fund Grant in the amount of $25,815.00 which requires a 50% match for a total project cost of $51,630.00; and

WHEREAS, these funds will be used for Phase I development of Friendship Park located at 13th and Spring Street.

NOW, THEREFORE BE IT RESOLVED by the City Council of the City of Parkersburg that Mayor Jimmy Colombo is hereby authorized to execute the Agreement between the West Virginia Development Office and the City of Parkersburg and agrees to abide by all rules and regulations pertaining to the Land and Water Conservation Fund Program as outlined in the Agreement.

(see entire agreement file #7640)

MOTION – Mr. Goff moved, seconded by Mr. Dukas, to adopt the resolution, and the motion was adopted by unanimous vote.

RESOLUTION

WHEREAS, the YWCA serves the community as a whole by providing an affordable and dependable full-time child development center for children six weeks to five years of age; and

WHEREAS, the YWCA also provides fitness and enrichment programs that build character and self esteem for children and adults at reasonable costs and available to all income levels.

JOURNAL OF THE CITY COUNCIL, NO. 52

PARKERSBURG, W. VA., December 13, 2005

Sharyn Tallman/cs

Deputy Clerk

Council Clerk

The Council of the City of Parkersburg met in regular session Tuesday, December 27, 2005, at 7:30 PM in the Council Chambers of the Municipal Building on the second floor at One Government Square, Parkersburg, WV 26101.

The meeting was called to order by Council President, Sharyn Tallman, who presided over the meeting, Councilman Dorsey Cheuvront led the Lord's Prayer and the Pledge of Allegiance. The Clerk noted the attendance, and those present included Councilmen Dorsey Cheuvront, Brad Kimes, Hampden Fitcher, Mike Reynolds, Ed Roedersheimer, Bob Goff, Demo Dukas, and Sharyn Tallman. Councilwoman Sheila Hunley was absent.

MINUTES – Mr. Goff moved to dispense with the reading of the journal and approve the minutes from December 13, 2005 as submitted, and the motion was adopted by unanimous vote.

REPORTS FROM STANDING OR SPECIAL COMMITTEES – Vice President, Brad Kimes, presented a plaque of appreciation to Council President, Sharyn Tallman, for her leadership over the past year.

Council President, Sharyn Tallman, stated this was the last meeting for Councilmen Hunley, Fitcher, Roedersheimer and Goff and said each of them had given their personal best, being dedicated to the City and their constituents. She said that many of the success stories about Parkersburg were due to these Councilmen's dedication. She mentioned that Mrs. Hunley had been chairman of the Personnel committee and supportive of the employees as she strived to make improvements in Ward's Run. Mr. Fitcher's interests were neighborhoods, the 13th Street curb cuts, sidewalks, brownfields and hazardous areas, and education. He is a graduate of the local government leadership academy and proactive in the West Virginia Municipal League. Mr. Bob Goff, past president of Council, chairman of public works committee, member of the finance committee, and was very budget conscious. She said he was fair to take great pride in equality when dealing with city employees and the budget. Mr. Roedersheimer is also a past president of City Council and a member of the finance committee and has many acolades to his credit. He has dedicated eight years to the City and very supportive of Johnson T. Janes park. He was the most aggressive thinker, she said, as he voiced his opinion on metro government. He was a board for the WV Municipal League, attended the National League of Cities where he was appointed to serve on the Economic Development Committee.

She said these councilmen have had a big impact on her life, and she would miss them. What we see, she said, is a tiny sliver of what they are made up of, and what they shared together has been priceless. She thanked each of them for four great years and wished them peace as they leave Council.

President Tallman relaxed Council's rules to allow the public forum prior to Mayor Colombo's veto message.

PUBLIC FORUM

Mr. Stephen Whitehair, 1926 Gladstone Street, thanked all the Councilmembers, and said he and the audience wanted to give applause to Mayor Jimmy Colombo for eight wonderful years.

Mr. Brian Harrell, 1620 Stephenson Avenue, appeared before Council again asking them to reconsider their vote and not override Mayor Colombo's veto concerning comp time for City employees. In his six-minute speech, he stated that 4-3 votes were dangerous on big issues. He said you should encourage and recognize workers because they are the key to our success. He said morale would go down if the comp time is removed and noted that the police and firemen are our front line workers and we should keep their morale high, regardless of the budget. He said one way to encourage city workers would be for City Council to give up their city health insurance and put it into pay raises. Mr. Harrell, who is the police chaplain, said that the employees should also be at the table when this is discussed, and there was no reason for this to be decided tonight.

Fire Chief, Steve Gainer, again asked Council to consider that the overtime would increase by approximately $120,000.00 for the police and fire departments combined, and suggested it go back to committee.

Police Chief, George Fox, stated that the morale of the departments are in Council's hands, and this is being decided in three short meetings. He asked them not to override the Mayor's veto and support the employees as much as they support the city. He thanked them for their services, and asked them to consider more input with a compromise.

MESSAGE FROM THE EXECUTIVE

Mayor Jimmy Colombo recognized a boy scout from troop 117 in Lubeck, who is working on his Eagle award. He has been in scouts since the first grade and is 15 years old.

The Clerk read the Mayor's veto message, as follows: "I am vetoing this message because of several facts. 1. I do not think it is fair to the employees. I believe another committee meeting should have been held to allow the employees to voice their opinions on this issue. The Finance Director should also give a presentation of how comp time will affect the remaining one half year of our present budget. I do feel the majority of comp time should be paid. I do agree with Councilman Reynolds and feel 48 hours should be left on the books to give the city room and employee's room to adjust to any unforeseen circumstances that could occur in the city or in their personal lives."

The Mayor added that some members of City Council have had employees work for them in their personal businesses, and they have a chance to do something good for the City. He asked them to reduce the comp time to a workable number, and 48 hours would be a compromise. He said that the fire department makes their schedule a year ahead of time so their stations can be staffed to meet regulations. We have a $20,000,000.00 business he said and we provide service to people, and this is not good for the service end. If they compromise they will win both ways. He asked them to leave this room as winners.

MOTION – Mr. Goff moved, seconded by Mr. Cheuvront, to override the veto. The motion passed with the required six votes with all members voting "yes" with the exception of Mr. Fitcher, and Mr. Reynolds, who voted "no".

RESOLUTION

THE CITY OF PARKERSBURG (WEST VIRGINIA)
Taxable Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 2005 B, Taxable Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 2005 C, and Tax-Exempt Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 2006 A

SUPPLEMENTAL PARAMETERS RESOLUTION

RESOLUTION OF THE COUNCIL OF THE CITY OF PARKERSBURG AUTHORIZING AND APPROVING CERTAIN PARAMETERS RELATING TO THE ISSUANCE OF THE TAXABLE COMBINED WATERWORKS AND SEWERAGE SYSTEM REFUNDING REVENUE BONDS, SERIES 2005 B, TAXABLE COMBINED WATERWORKS AND SEWERAGE SYSTEM REFUNDING REVENUE BONDS, SERIES 2005 C AND TAX-EXEMPT COMBINED WATERWORKS AND SEWERAGE SYSTEM REFUNDING REVENUE BONDS, SERIES 2006 A, AND TERMS OF SUCH BONDS; AUTHORIZING CERTAIN DOCUMENTS RELATING TO THE BONDS; APPROVING A CONFORMED ORDINANCE; AND MAKING OTHER PROVISIONS AS TO THE BONDS.

WHEREAS, The City of Parkersburg (the "City"), in the County of Wood, State of West Virginia, is a municipal corporation of said State, the governing body of which is this Council;

WHEREAS, under the provisions of Chapter 13, Article 2E and Chapter 8, Article 20, of the West Virginia Code of 1931, as amended (collectively, the "Act"), the Issuer is authorized and empowered to issue refunding revenue bonds to refund, payor discharge all or any part of the outstanding Series 1996 Bonds;

WHEREAS, the Issuer is advised that current market conditions are such that interest savings would be realized from the refunding of the Series 1996 Bonds;

WHEREAS, the City Council duly enacted an Ordinance on December 13, 2005, entitled:

AN ORDINANCE AUTHORIZING THE REFUNDING OF THE ISSUER'S OUTSTANDING COMBINED WATERWORKS AND SEWERAGE SYSTEM REFUNDING REVENUE BONDS, SERIES 1996; THE ISSUANCE OF TAXABLE COMBINED WATERWORKS AND SEWERAGE SYSTEM REFUNDING REVENUE BONDS, SERIES 2005 B, OF THE CITY IN THE AGGREGATE PRINCIPAL AMOUNT OF NOT MORE THAN $20,000,000, TAXABLE COMBINED WATERWORKS AND SEWERAGE SYSTEM REFUNDING REVENUE BONDS, SERIES 2005 C, OF THE CITY IN THE AGGREGATE PRINCIPAL AMOUNT OF NOT MORE THAN $1,000,000 AND TAX-EXEMPT COMBINED WATERWORKS AND SEWERAGE SYSTEM REFUNDING REVENUE BONDS, SERIES 2006 A, OF THE CITY IN THE AGGREGA TE PRINCIPAL AMOUNT OF NOT MORE THAN $20,000,000, THE PROCEEDS OF WHICH, TOGETHER WITH OTHER FUNDS OF THE CITY, SHALL BE EXPENDED FOR SUCH REFUNDING AND TO PAY COSTS IN CONNECTION THEREWITH; PROVIDING FOR THE RIGHTS AND REMEDIES OF, AND THE SECURITY FOR, THE REGISTERED OWNERS OF SUCH BONDS; AUTHORIZING THE EXECUTION AND DELIVERY OF A BOND PURCHASE AGREEMENT, AN ESCROW AGREEMENT, A CONTINUING DISCLOSURE AGREEMENT AND OTHER DOCUMENTS; AUTHORIZING THE SALE AND PROVIDING FOR THE TERMS AND PROVISIONS OF SUCH BONDS AND PROVISIONS FOR BOND INSURANCE; AND ENACTING OTHER PROVISIONS WITH RESPECT TO SUCH BONDS.

WHEREAS, such Ordinance provides that the Issuer has determined and hereby determines that it would be to the benefit of the Issuer and its residents and customers to provide for the refunding of the Series 1996 Bonds on their first permitted Redemption Date, being September 1, 2006, in the manner set forth herein through the issuance of its taxable bonds to be designated 'The City of Parkersburg, West Virginia, Taxable Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 2005 B" (the "Series 2005 B Bonds"), in the maximum aggregate principal amount of not more than $20,000,000, to issue a second series of taxable bonds to be designated "The City of Parkersburg, West Virginia, Taxable Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 2005 C (the "Series 2005 C Bonds") in the maximum aggregate principal amount of $1,000,000 and, subject to the satisfaction of certain conditions, to issue a subsequent series of tax-exempt bonds to be designated "The City of Parkersburg, West Virginia, Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 2006 A" (the "Series 2006 A Bonds" and, collectively with the Series 2005 B Bonds and the Series 2005 C Bonds, the "Refunding Bonds"), in the maximum aggregate principal amount of not more than $20,000,000, to provide for the current refunding of the Series 1996 Bonds on September 1, 2006; and

WHEREAS, the Ordinance further provided that the exact principal amount of the Refunding Bonds to be sold and the dates, maturities, interest rates, redemption provisions, price and other terms of the Refunding Bonds should be established, that a Bond Insurer, Registrar, Paying Agent and Depository Bank be designated, that a Registrar's Agreement be approved, that additional covenants and provisions relating to the Refunding Bonds be provided herein, and as may be required by any Bond Insurer as a condition to insuring such Refunding Bonds and that other matters pertaining to the Refunding Bonds be provided for by a supplemental resolution of the City Council;

WHEREAS, the Refunding Bonds are proposed to be purchased by Crews & Associates, Inc. and Ferris, Baker Watts, Incorporated (collectively, the "Underwriters"), pursuant to a bond purchase agreement for the Refunding Bonds between the Underwriters and the City (the "Bond Purchase Agreement");

WHEREAS, the Issuer wishes to revise the Ordinance and approve a conformed Bond Ordinance (the

JOURNAL OF THE CITY COUNCIL, NO. 52

PARKERSBURG, W. VA., December 27, 2005

Castro & Harris, Inc., Spencer, WV Re-Order No. 157086-04

ORDINANCE, FIRST READING

AN ORDINANCE VACATING A 20' X 86' X 20' X 75'
PORTION OF PHILLIPS COURT ALLEY, WHICH IS
LOCATED BETWEEN 1ST AND 2ND STREETS,
PARKERSBURG CITY MAP 97

MOTION – Mr. Fitcher moved, seconded by Mr. Reynolds, to adopt the ordinance on first reading, and the motion passed by unanimous vote.

The Clerk offered a communication from the Municipal Planning Commission stating their defeat of a request for modification to eliminate the 150' buffer zone at 3826 Murdoch Avenue.

MOTION – Mr. Goff moved, seconded by Mr. Fitcher, to receive and file the communication, and the motion passed by unanimous vote.

The meeting adjourned at 8:00 PM.

City Clerk

Council President

The Council of the City of Parkersburg met in regular session Tuesday, March 14, 2006, at 7:30 PM in the City Council Chambers on the second floor of the Municipal Building at One Government Square, Parkersburg, WV 26101.

The meeting was called to order by Council President, Dorsey Cheuvront, who presided over the meeting. Councilman Tom Joyce led the Lord's Prayer and the Pledge of Allegiance. The Clerk noted the attendance and those present included Councilmen Don Godfrey, Brad Kimes, Jim Myers, Sharyn Tallman, Mike Reynolds, Tom Joyce, Jim Knapp, Demo Dukas, and Dorsey Cheuvront.

MINUTES – Mr. Kimes moved, seconded by Ms. Tallman, to accept the minutes from the meeting held February 28, 2006, and the motion was adopted by unanimous vote.

REPORTS FROM STANDING OR SPECIAL COMMITTEES – Ms. Tallman stated that the Committee of the Whole report to Council that they have heard from all City Departments and outside agencies, and will resolved back into the Committee of the Whole immediately following this Council meeting.

MESSAGE FROM THE EXECUTIVE – Mayor Robert Newell commended our Fire and Police Departments for their actions concerning the recent chemical leak on a railroad car, and said any catastrophe was held off to a minimum.

Mayor Newell then announced that two championship basketball teams were in attendance this evening. The Mayor said that Parkersburg has always been known outside of Parkersburg for our sports teams and we are very proud of that. On behalf of City Council and the Mayor, he presented a plaque to the AAA champions girl's basketball team from Parkersburg South High School, and a plaque to the AAA champion girl's basketball team from Parkersburg Catholic High School. Both teams won this past weekend.

The coaches were present and the girls introduced themselves and were given a round of applause and a standing ovation from all attending.

Mayor Newell then ask for Council's favorable consideration for his appointment of Sandy Harding as Personnel Director for the City of Parkersburg. She has been with the City many years, and once served in this position, and he feels she is very qualified for that position.

MOTION – Mr. Reynolds moved, seconded by Mr. Joyce, to approve the appointment of Sandy Harding as Personnel Director for the City of Parkersburg. The motion was adopted by majority vote with all members voting "yes" with the exception of Mr. Myers, who voted "no".

MOTION – Mr. Reynolds moved, seconded by Mr Joyce, to confirm the re-appointment of Pat Vincent, 10 Wyngate Court, to the Municipal Planning Commission through December 31, 2008, and the motion was adopted by unanimous vote.

MOTION – Mr. Reynolds moved, seconded by Mr. Kimes, to confirm the appointing of Debra Conner, 1902 Washington Avenue, to the PHS/Washington Avenue Architectural Review Board through February 14, 2008, and the motion was adopted by unanimous vote.

PUBLIC FORUM

Mr. Rick Smith, 1016 Blennerhassett Heights Road, appeared before Council representing the Wood County Sports Association. He apologized for not coming to the budget meeting and explained that their association is made up of volunteers, and they had misplaced the paperwork. He thanked them for everything they had received from the City in the past. Although they do fund raisers, our money is very important to them, he said. He was present during the budget meetings last year, he said.

RESOLUTION

THE CITY OF PARKERSBURG
(WEST VIRGINIA)

Taxable Combined Waterworks and Sewerage System
Refunding Revenue Bonds, Series 2006 A,
Taxable Combined Waterworks and Sewerage System
Refunding Revenue Bonds, Series 2006 B, and
Tax-Exempt Combined Waterworks and Sewerage System
Refunding Revenue Bonds, Series 2006 C

SECOND SUPPLEMENTAL RESOLUTION

RESOLUTION OF THE COUNCIL OF THE CITY OF PARKERSBURG AUTHORIZING AND APPROVING THE SERIES REDESIGNATION OF THE BONDS; APPROVING A REVISED COMMITMENT FOR MUNICIPAL BOND INSURANCE FOR THE SERIES 2006 C BONDS, IMPLEMENTING PROVISIONS REQUIRED AS A CONDITION TO OBTAINING A MUNICIPAL BOND INSURANCE POLICY INSURING THE SERIES 2006 C BONDS FROM FGIC, APPROVING A CONFORMED ORDINANCE, CHANGING THE ESCROW AGENT; AND MAKING OTHER PROVISIONS AS TO THE BONDS.

WHEREAS, the City of Parkersburg (the "Issuer"), in the County of Wood, State of West Virginia, is a municipal corporation of said State, the governing body of which is this Council;

WHEREAS, the City Council duly enacted an Ordinance on December 13, 2005, entitled:

AN ORDINANCE AUTHORIZING THE REFUNDING OF THE ISSUER'S OUTSTANDING COMBINED WATERWORKS AND SEWERAGE SYSTEM REFUNDING REVENUE BONDS, SERIES 1996; THE ISSUANCE

CR-12	701352CX2	September 1, 2018	$1,510,000 00	4 000	97 72[illegible]
CR-13	701352CY0	September 1, 2019	$1,570 000 00	4,100	98,19[illegible]
CR-14	701352CZ7	September 1, 2020	$1,635 000 00	4,100	97 67[illegible]

EXHIBIT B

CONFORMED BOND ORDINANCE
CERTIFICATION

Certified a true, correct and complete copy of a Supplemental Resolution duly adopted and entered of record by the Council of The City of Parkersburg at a regular meeting of the Council held at 7:30 p m., on March 14, 2006, pursuant to proper notice, at which meeting a quorum was present and acting throughout.

Dated this 23rd day of March, 2006.

[SEAL]

City Clerk

MOTION – Mr. Reynolds moved, seconded by Mr. Dukas, to adopt the resolution, and the motion was adopted by unanimous vote.

RESOLUTION

BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF PARKERSBURG that Mayor Robert D. Newell be and hereby is authorized to sign a Community Partnership Grant contract, a copy of which is attached hereto and made a part hereof, for $30,000.00 to enable the Boys and Girls Club of Parkersburg to upgrade their electrical and fire alarm systems and to make repairs to the swimming pool, gymnasium, tennis courts and basketball courts.

MOTION – Mr. Kimes moved, seconded by Ms. Tallman, to adopt the resolution, and the motion was adopted by unanimous vote.

RESOLUTION

BE IT RESOLVED BY THE COUNCIL OF THE CITY OF PARKERSBURG that the Finance Director be authorized to request approval from the State Tax Commissioner for the following budget revision within the General Fund for fiscal year 2005/2006 prior to the expenditure or obligation of funds for which no appropriation or insufficient appropriation currently exists:

GENERAL FUND

Expenditures:

Dept.	Category	Increase	Decrease
750	Streets	$45,000.00	
699	Contingency		$45,000.00

MOTION – Mr. Kimes moved, seconded by Mr. Knapp, to adopt the resolution, and the motion was adopted by unanimous vote.

BE IT RESOLVED BY THE COUNCIL OF THE CITY OF PARKERSBURG that the Finance Director be authorized to request approval from the State Tax Commissioner for the following budget revision within the General Fund for fiscal year 2005/2006 prior to the expenditure or obligation of funds for which no appropriation or insufficient appropriation currently exists:

GENERAL FUND

Expenditures:

Dept.	Category	Increase	Decrease
754	Central Garage	$18,000.00	
699	Contingency		$18,000.00

MOTION – Ms. Tallman moved, seconded by Mr. Knapp, to adopt the resolution, and the motion was adopted by unanimous vote.

BE IT RESOLVED BY THE COUNCIL OF THE CITY OF PARKERSBURG that the Finance Director be authorized to request approval from the State Tax Commissioner for the following budget revision within the General Fund for fiscal year 2005/2006 prior to the expenditure or obligation of funds for which no appropriation or insufficient appropriation currently exists:

all hours worked

All non-work hours for which a civilian employee receives Holiday Pay shall be considered and counted as "working hours" for the purpose of computing overtime pay if applicable. (The holiday/non-work hours paid for a holiday will count toward the 40-hour workweek necessary to receive overtime wages.)

Employees on paid vacation leave, previously approved paid sick leave or on a special leave of absence with pay (Military, Jury Duty) shall be considered as working their schedule for pay purposes.

Holiday pay for Fire Civil Service and Police Civil Service employees is contained in West Virginia Code.

MOTION – Mr. Kimes moved, seconded by Mr. Joyce, to adopt the ordinance on final reading, and the motion was adopted by unanimous vote.

ORDINANCE, FINAL READING;

AN ORDINANCE AMENDING AND RE-ENACTING
THE CITY OF PARKERSBURG PERSONNEL
POLICY AND PROCEDURE MANUAL

BE IT ORDAINED BY THE COUNCIL OF THE CITY OF PARKERSBURG that the City of Parkersburg Personnel Policy and Procedure Manual Section VIII, Compensation Plan, Subsection L. Components of the Compensation Plan, Table I, Table I-A, Table II and Table III be amended and re-enacted as follows:

Position Class Title	Proposed change
Administrative Secretary	Administrative Assistant
Crew Leader	Floodwall supervisor
Secretary to the Mayor	Executive Administrative Assistant
Electrical Code Enforcement Officer	Electrical Code Enforcement Official
Billing/Collections Supervisor	Billing Administrator
Housing Director	Housing Administrator
Planning Director	Planning Administrator
Superintendent of Solid Waste Collection	Superintendent of Waste Management

MOTION – Mr. Reynolds moved, seconded by Mr. Joyce, to adopt the ordinance on final reading, and the motion passed by unanimous vote.

ORDINANCE, FIRST READING:

AN ORDINANCE AUTHORIZING THE FINANCING
OF TWO DUMP TRUCKS IN THE
STREET DEPARTMENT

MOTION – Mr. Reynolds moved, seconded by Mr. Joyce, to adopt the ordinance on first reading.

City Attorney, Joe Santer, stated that the ordinance that Council tabled during the last meeting could not be considered because Suntrust did not extend the deadline for the financing. Their deadline was March 10, 2006. They were told they would not get the bid. We contacted the next lowest bidder, BB & T to see if they would extend their rates until March 28, 2006 and they verbally said they would do that, but we do not have the paperwork at this time. Mr. Santer suggested that Council approve this ordinance on first reading to sign with BB & T. Rates have gone up, he said. We may have to rebid, and if we do the rates will be higher than that.

Mr. Dukas said we should rebid the financing, and Mr. Santer said that the rates will be higher, and he cautioned them about it.

Ms. Tallman said she feels like this transaction is just not right. We put it out for bid and accepted Suntrust and BB & T did not get that bid. She said she does not feel comfortable with it.

Mr. Santer said he was not concerned. Suntrust could have extended the time, and they did not. They would not have let us go past March 10th, and the ordinance is not in effect until Council passes it on second reading and the Mayor signs it.

Mayor Newell said this was unfortunate, but this was a business decision. If we can get the low rate, we should get it, he said. He asked them to vote yes on the ordinance and to hope it doesn't happen again.

VOTE – The motion was adopted by majority vote with Councilmen Kimes, Tallman, Reynolds, Joyce, and Knapp voting "yes"; and Mr. Godfrey, Mr. Myers, Mr. Dukas and Mr. Cheuvront voting "no".

MOTION – Ms. Tallman moved, seconded by Mr. Joyce, that Council resolve into the Committee of the Whole to finalize the budget, and the motion was adopted by unanimous vote. The time was 8:05 PM. The Committee recessed for ten minutes.

Connie Shaffer
City Clerk

Council President

NOTICE OF PUBLIC HEARING ON
THE CITY OF PARKERSBURG BOND ORDINANCE

A public hearing will be held on the following-entitled Ordinance at a regular meeting of the Council of The City of Parkersburg (the "City") to be held on Tuesday, October 11, 2005, at 7:00 p.m. in the Council Chambers at the City Hall, Third Street, Parkersburg, West Virginia, and at such hearing any person interested may appear before the Council and present protests, and all protests and suggestions shall be heard by the Council and it shall then take such actions as it shall deem proper in the premises upon an Ordinance entitled:

AN ORDINANCE AUTHORIZING THE REFUNDING OF THE ISSUER'S OUTSTANDING COMBINED WATERWORKS AND SEWERAGE SYSTEM REFUNDING REVENUE BONDS, SERIES 1996 AND PAYING COSTS OF ISSUANCE AND RELATED COSTS, THROUGH THE ISSUANCE OF COMBINED WATERWORKS AND SEWERAGE SYSTEM REFUNDING REVENUE BONDS, SERIES 2006 A OF THE CITY IN THE AGGREGATE PRINCIPAL AMOUNT OF NOT MORE THAN $20,000,000; PROVIDING FOR THE RIGHTS AND REMEDIES OF, AND THE SECURITY FOR, THE REGISTERED OWNERS OF SUCH BONDS; AUTHORIZING THE EXECUTION AND DELIVERY OF A BOND PURCHASE AGREEMENT, A CONTINUING DISCLOSURE AGREEMENT AND OTHER DOCUMENTS; AUTHORIZING THE SALE AND PROVIDING FOR THE TERMS AND PROVISIONS OF SUCH BONDS AND ADOPTING OTHER PROVISIONS RELATING THERETO.

The above-entitled Ordinance was approved by the Council on September 27, 2005.

The above-quoted title of the Ordinance describes generally the contents thereof and the purposes of the Bonds contemplated thereby. The City contemplates the issuance of the Bonds described in the Ordinance. The proceeds of the Bonds will be used to provide permanent financing of the costs of: (i) refunding the Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 1996; and (ii) paying certain costs of issuance of the Bonds and related costs. The Bonds are payable solely from revenues to be derived from the ownership and operation of the public combined waterworks and sewerage system of the City. No taxes may at any time be levied for the payment of the Bonds or the interest thereon.

A certified copy of the above-entitled Ordinance is on file with the Council at the office of the City Clerk for review by interested parties during regular office hours.

Following the public hearing, the Council intends to enact the Ordinance upon final reading.

Dated: September 27, 2005.

/s/Connie Shaffer
City Clerk

Sep 29, Oct 6 N,S

SHERRY L. BRUNETT

Being first duly sworn, says that the

"Public Hearing Notice of Bond Ordinance for Refunding Revenue Bonds, Series 1996"

Hereto attached was printed in the

XX Parkersburg News,

..... The Marietta AM,

XX The Parkersburg Sentinel,

A daily newspaper published in the City of Parkersburg, Wood County, West Virginia, for TWO successive weeks, the first publication and posting thereon being on the 29th day of September 20 05, and subsequent publication on the 6th day (s) of October 20 05.

Printer's Fee $ 384.16

Notarized Signature $ 2.00

Additional Copy Fee $.....

Total Due: $ 386.16

By: [signature]

Subscribed and sworn to before me this 6th day of October 20 05.

Melani Zyla
Notary Public for Wood County, West Virginia

My commission expires 3-23-14

OFFICIAL SEAL
NOTARY PUBLIC, STATE OF WEST VIRGINIA
MELANI ZYLA
1629 - 19th ST, PARKERSBURG, WV 26101
MY COMMISSION EXPIRES MARCH 23, 2014

STEPTOE & JOHNSON PLLC
ATTORNEYS AT LAW
Clarksburg Charleston Morgantown Martinsburg Wheeling Huntington

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P.O. Box 1588
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www.steptoe-johnson.com

Writer's Contact Information

March 23, 2006

The City of Parkersburg (West Virginia)
Taxable Combined Waterworks and Sewerage System
Refunding Revenue Bonds, Series 2006 A and Series 2006 B

The City of Parkersburg
Parkersburg, West Virginia

Crews & Associates, Inc.
Charleston, West Virginia

Ferris, Baker Watts, Incorporated
Charleston, West Virginia

Ladies and Gentlemen:

We have examined a record of proceedings relating to the issuance by The City of Parkersburg, West Virginia (the "Issuer") of its $17,070,000 aggregate principal amount of Taxable Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 2006 A (the "Series 2006 A Bonds"), and its $355,000 aggregate principal amount of Taxable Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 2006 B (the "Series 2006 B Bonds") (the Series 2006 A Bonds and the Series 2006 B Bonds are collectively called the "Series 2006 Bonds").

The Series 2006 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 8, Article 20 and Chapter 13, Article 2E of the West Virginia Code of 1931, as amended (collectively, the "Act"), and a Bond Ordinance duly enacted by the Issuer on December 13, 2005, as supplemented by a Supplemental Parameters Resolution duly adopted by the Issuer on December 27, 2005, and a Second Supplemental Resolution duly adopted by the Issuer on March 14, 2006 (collectively, the "Ordinance"), and are subject to all the terms and conditions of the Ordinance. All capitalized terms used herein and not otherwise defined shall have the meanings set forth in the Ordinance when used herein.

The Series 2006 Bonds are issued in fully registered form, are dated March 1, 2006, upon original issuance, mature on September 1 in the years and amounts and bear interest payable each March 1 and September 1, commencing September 1, 2007 (subject to redemption of the Series 2006 A Bonds on June 15, 2006, in the event of the issuance of the Series 2006 C Bonds (as defined herein)), as set forth in the Ordinance.

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The Series 2006 A Bonds are not subject to optional redemption, but are subject to mandatory redemption, all as set forth in the Ordinance.

If the Series 2006 C Bonds are not issued, then the Series 2006 B Bonds shall be subject to optional redemption after June 15, 2006, all as set forth in the Ordinance.

The Ordinance provides that the Series 2006 Bonds are issued for the purposes of (i) facilitating the subsequent issuance and sale of its Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 2006 C, on June 15, 2006, the proceeds of which will be used to currently refund the Issuer's Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 1996 (the "Series 1996 Bonds"); and (2) paying costs of issuance thereof and other costs in connection with such refunding.

The Series 2006 Bonds have been sold to Crews & Associates, Inc. and Ferris, Baker Watts, Incorporated (collectively, the "Original Purchaser"), pursuant to a Bond Purchase Agreement dated March 2, 2006, and accepted by the Issuer (the "Bond Purchase Agreement").

As to questions of fact material to our opinion, we have relied upon representations of the Issuer, the Original Purchaser and other entities contained in the Ordinance and the Continuing Disclosure Certificate and in the certified proceedings and other certifications of certain officials furnished to us without undertaking to verify the same by independent investigation.

Based upon the foregoing, and assuming compliance with the covenants and representations of the Issuer and others set forth in the Ordinance, the Escrow Agreement and the Registrar's Agreement and such certifications, we are of the opinion, under existing law, that:

1. The Issuer is a duly organized and validly existing municipal corporation under and pursuant to the laws of the State of West Virginia, with full power and authority to adopt and enact the Ordinance, enter into the Escrow Agreement, the Bond Purchase Agreement and the Continuing Disclosure Agreement, perform its obligations under the terms and provisions thereof and to issue and sell the Series 2006 Bonds, all under the provisions of the Act and other applicable provisions of law.

2. The Issuer, through its governing body, has legally and effectively adopted and enacted the Ordinance, has authorized, executed and delivered the Escrow Agreement, the Bond Purchase Agreement and the Continuing Disclosure Agreement and has issued and delivered the Series 2006 Bonds to the Purchaser pursuant to the Bond Purchase Agreement. The Ordinance is in full force and effect as of the date hereof.

3. Assuming due authorization, execution and delivery by the other parties thereto, the Escrow Agreement, the Bond Purchase Agreement and the Continuing Disclosure Agreement constitute valid, legal, binding and enforceable instruments of the Issuer in accordance with their respective terms.

4. The Series 2006 Bonds have been duly authorized, executed and delivered by the Issuer and, assuming proper authentication, constitute valid and legally enforceable limited obligations of the Issuer, payable and enforceable in accordance with their terms and the terms of the Ordinance, and are entitled to the benefits of the Ordinance and the Act.

5. The Series 2006 Bonds have not been issued on the basis that the interest thereon is or will be excluded from gross income for federal income tax purposes; therefore, the interest on the Series 2006 Bonds is not excluded from gross income for federal income tax purposes. We express no opinion regarding other federal tax consequences arising with respect to the Series 2006 Bonds.

6. Under the Act, the interest on the Series 2006 Bonds is exempt from all taxation by the State of West Virginia, or any county, municipality, political subdivision or agency thereof, except inheritance, estate and transfer taxes.

7. The Series 2006 Bonds are exempted securities within the meaning of Section 3(a)(2) of the Securities Act of 1933, as amended, and the West Virginia Uniform Securities Act, as amended, and it is not necessary, in connection with the public offering and sale of the Series 2006 Bonds, to register any securities under said Securities Acts.

It is to be understood that the rights of the holders of the Series 2006 Bonds and the enforceability of the Series 2006 Bonds, the Ordinance, the Escrow Agreement, the Bond Purchase Agreement and the Continuing Disclosure Agreement, and the liens, pledges, rights or remedies with respect thereto, are subject to and may be 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 application of public policy, general principles of equity and the exercise of judicial discretion in appropriate cases.

We do not express any opinion as to the sufficiency or accuracy of the material, information or financial statements which are set forth in the official statement prepared and used in connection with the offering and sale of the Series 2006 Bonds.

We have examined the executed and authenticated Series 2006 Bonds of said issue, and in our opinion, said Series 2006 Bonds are in proper form and have been duly executed and authenticated.

Very truly yours,

STEPTOE & JOHNSON PLLC

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Writer's Contact Information

March 23, 2006

The City of Parkersburg (West Virginia)
Taxable Combined Waterworks and Sewerage System
Refunding Revenue Bonds, Series 2006 A
and
Taxable Combined Waterworks and Sewerage System
Refunding Revenue Bonds, Series 2006 B

The City of Parkersburg
Parkersburg, West Virginia

Crews & Associates, Inc.
Charleston, West Virginia

Ferris, Baker Watts, Incorporated
Charleston, West Virginia

Ladies and Gentlemen:

We have served as bond counsel in connection with the issuance and sale by The City of Parkersburg (the "Issuer") of its $17,070,000 aggregate principal amount of Taxable Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 2006 A, and its $355,000 aggregate principal amount of Taxable Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 2006 B (collectively, the "Bonds"). As Bond Counsel, we have examined certain documents consisting of (i) the Bond Ordinance of the Issuer enacted December 13, 2005, as amended and supplemented by a supplemental parameters resolution adopted December 27, 2005 and Second Supplemental Resolution adopted March 14, 2006 (collectively, the "Ordinance"); (ii) a Contract of Purchase, dated March 3, 2006 (the "Contract of Purchase"), by Crews & Associates, Inc. and Ferris, Baker Watts, Incorporated (collectively, the "Underwriters") and accepted by the Issuer; (iii) an Escrow Agreement, dated March 23, 2006, by and among the Issuer and United Bank, Inc., as Escrow Agent (the "Escrow Agreement"); and (iv) an Official Statement dated March 2, 2006 (the "Official Statement"), and a Preliminary Official Statement dated March 1, 2006 (the "Preliminary Official Statement"), authorized by the Issuer.

Based on the foregoing and upon such other information and documents as we consider necessary for the purpose of rendering this opinion, we are of the opinion that (all capitalized terms used herein and not defined herein, to have the meanings ascribed thereto in the Contract of Purchase or the Ordinance):

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1. The Issuer has full legal right, power and authority to sell and deliver the Bonds to the Underwriters as provided in the Contract of Purchase and to perform all of its obligations under the Contract of Purchase and the Escrow Agreement, and the same are now in full force and effect.

2. The Contract of Purchase and the Escrow Agreement have been duly authorized, executed and delivered by, and constitute legal, valid and binding agreements and obligations, enforceable in accordance with their terms, of the Issuer, except as enforcement may be limited by bankruptcy, reorganization, insolvency, moratorium or other laws affecting the enforcement of creditors' rights from time to time in effect.

3. The Issuer has duly authorized the execution, delivery and distribution of the Official Statement and the use thereof by the Underwriters in connection with the public offering of the Bonds.

4. The Bonds are exempt from registration pursuant to the Securities Act of 1933, as amended, and the Ordinance and the Escrow Agreement are exempt from qualification as an indenture pursuant to the Trust Indenture Act of 1939, as amended.

5. The enactment of the Ordinance, and the execution and delivery of the Bonds, the Contract of Purchase, the Escrow Agreement and the other documents and instruments contemplated by any of such documents, and compliance with the provisions of each thereof, will not conflict with or constitute a breach of or default under any constitutional provisions, applicable law or administrative rule or regulation of the State of West Virginia, the United States of America, or any department, division, agency or instrumentality of either thereof, or any provision of the Charter of the Issuer or any applicable court or administrative decree or order.

6. All approvals, consents, authorizations, elections and orders of or filings or registrations with any governmental authority, legislative body, board, agency or commission having jurisdiction, which would constitute conditions precedent to, or the absence of which would materially adversely affect, the due performance by the Issuer of its obligations under the Ordinance, the Contract of Purchase, the Bonds or the Escrow Agreement have been duly obtained and are in full force and effect, except for such approvals, consents and orders as may be required under the Blue Sky or other securities laws of any state in connection with the offering and sale of the Bonds, as to which no opinion is hereby expressed.

7. The statements contained in the Official Statement on the cover and under the captions "Introduction," "Financing Plan," "The Bonds," "Additional Security for the Bonds," "Summary of Certain Provisions of the Ordinance," and "Tax Matters," insofar as such statements purport to summarize certain provisions of the Bonds, the Ordinance, the Escrow Agreement, and the opinion of Bond Counsel, are accurate and fairly present the information purported to be shown with respect thereto.

8. Based upon the information made available to us in the course of our participation in the preparation of the Official Statement and without having made any independent investigations of the operations or affairs of the Issuer or the System, or any independent verification of the statements of fact contained in the Official Statement including the appendices thereto, we do not believe that the Official Statement (except as to engineering, financial and statistical data contained in the Official Statement, as

to which no opinion or belief is hereby expressed) contains any untrue statement of a material fact or omits to state a material fact which in our opinion, is required to be stated therein in order to make the statements therein, in light of the circumstances under which they were made, not misleading.

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, the Ordinance, the Contract of Purchase and the Escrow Agreement 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 application of public policy, general principles of equity and the exercise of judicial discretion in appropriate cases.

This opinion may be relied upon by all counsel to this transaction as if specifically addressed to them.

Very truly yours,

STEPTOE & JOHNSON PLLC

03/14/06
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STEPTOE & JOHNSON PLLC
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Writer's Contact Information

March 23, 2006

The City of Parkersburg (West Virginia)
Taxable Combined Waterworks and Sewerage System
Refunding Revenue Bonds, Series 2006 A and Series 2006 B

The City of Parkersburg
Parkersburg, West Virginia

Crews & Associates, Inc.
Charleston, West Virginia

Ferris, Baker Watts, Incorporated
Charleston, West Virginia

Ladies and Gentlemen:

We have served as bond counsel with respect to the above-referenced bonds (the "Series 2006 A Bonds"). The initial public offering price of the Series 2006 A Bonds maturing on September 1, 2008, September 1, 2016 through September 1, 2020, each inclusive (the "Discount Bonds"), is less than that amount payable on the Discount Bonds at maturity. The difference between the initial public offering price at which the Discount Bonds were sold and the amount payable at maturity constitutes an original issue discount ("OID"). In the case of any original Holder of a Discount Bond, the amount of the OID which is treated as having accrued with respect to such Discount Bond is added to the cost basis of the Holder in determining, for federal income tax purposes, gain or loss upon its disposition (including its sale, redemption or payment at maturity). We are of the opinion that amounts received upon such disposition which are attributable to accrued OID will be treated as tax-exempt interest, rather than as taxable gain, for federal income tax purposes.

Interest in the form of OID is treated as compounding semiannually on days which are determined by reference to the maturity date of the Discount Bonds. The amount of OID, which is treated as having accrued in respect of a Discount Bond for any particular semiannual compounding period, is equal to the difference between the product of (a) one-half of the yield for the Discount Bonds (adjusted as necessary for an initial short period) and (b) the tax basis of the Discount Bond during such period. For purposes of the preceding sentence, the tax basis of a Discount Bond, if held by an original purchaser, can be determined by adding to the initial public offering price of such Discount Bond the OID that is treated as having accrued during all prior semiannual compounding periods. If a Discount Bond is sold or otherwise disposed of between semiannual compounding dates, the OID which would have accrued for that semiannual compounding period for federal income tax purposes is to be apportioned in equal amount

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among the days in such compounding period. Holders of Discount Bonds should consult their tax advisors with respect to the determination for federal income tax purposes of OID accrued upon sale or redemption of such Discount Bonds, and with respect to the state and local tax consequences of owning such Discount Bonds.

The Series 2006 A Bonds maturing on September 1, 2013 through September 1, 2015, each inclusive ("OIP Bonds"), will be sold with an original issue premium ("OIP"). The original issue premium will be equal to the excess of a holder's tax basis in the OIP Bonds over the amount payable at maturity, or in the case of an OIP Bonds subject to redemption, the amount payable on the redemption date. Under current law, the original issue premium for an OIP Bonds must be amortized on an annual basis by the holder thereof. The amount of original issue premium amortized each year will not be deductible for federal income tax purposes. Further, Section 1016 of the Code requires that the amount of annual amortization for the OIP Bonds be deducted from the holder's tax basis in such OIP Bonds. This reduction in a holder's tax basis will affect the amount of capital gain or loss to be recognized by the holder when the OIP Bonds are sold or redeemed. Holders of OIP Bonds should consult their tax advisors with respect to the determination and treatment of amortizable original issue premium for federal income tax purposes, and with respect to the state and local tax consequences of owning such OIP Bonds.

Very truly yours,

STEPTOE & JOHNSON PLLC

Mayor Robert D. Newell

CITY OF PARKERSBURG
ONE GOVERNMENT SQUARE
P.O. BOX 1627
PARKERSBURG, WV 26102

Joseph T. Santer
City Attorney
304 424-8520
FAX 304 424-8590

March 23, 2006

Crews & Associates, Inc.
Charleston, West Virginia

Ferris, Baker Watts, Incorporated
Charleston, West Virginia

Steptoe & Johnson PLLC
Charleston, West Virginia

RE: The City of Parkersburg West Virginia Taxable Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 2006 A and Taxable Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 2006 B

Ladies and Gentlemen:

I have served as Counsel for The City of Parkersburg, West Virginia (the "Issuer") and have acted as such in connection with the sale of the above-referenced Bonds (collectively, the "Bonds"), which are being delivered and sold pursuant to a Contract of Purchase dated as of March 3, 2006 (the "Contract of Purchase"), by and among Crews & Associates, Inc., and Ferris, Baker Watts, Incorporated (collectively, the "Underwriters") and the Issuer. All capitalized terms used herein and not otherwise defined herein shall have the same meanings set forth in the Ordinance (as hereinafter defined).

In this connection I have reviewed and examined certain proceedings and documents with respect to the Bonds, any such records, certificates and other documents as I have considered necessary or appropriate for the purposes of this opinion, the Constitution and the laws of the State of West Virginia, including Chapter 8, Article 20 and Chapter 13, Article 2E of the West Virginia Code of

1931, as amended (the "Act"), the Ordinance of the Issuer relating to the Bonds enacted on December 13, 2006, as supplemented (collectively, the "Ordinance"), the approving opinion of Steptoe & Johnson PLLC, as bond counsel, the Contract of Purchase, the Escrow Agreement, the Continuing Disclosure Agreement, the Preliminary Official Statement dated March 1, 2006, and the Official Statement dated March 2, 2006, with respect to the issuance and offering of the Bonds (collectively, the "Official Statement") and a closing certificate of the Issuer. Based on such review and such other considerations of law and fact as I believe to be relevant, I am of the opinion that:

1. The Issuer is a municipal corporation duly organized and existing under the laws and Constitution of the State of West Virginia. The Issuer is authorized by the laws of the State of West Virginia, as provided by the Act, to enter into and perform its obligations under the Ordinance.

2. The Issuer has full power and authority to consummate all transactions contemplated by the Bonds and any other agreements relating thereto, to which the Issuer is a party.

3. The Issuer has duly authorized all action necessary to be taken by it or on its behalf for (i) the acquisition and construction of the Project (ii) the ratification of the actions of the Issuer and the issuance and delivery of the Bonds upon the terms set forth in the Ordinance; (iii) the approval of the distribution of the Official Statement; and (iv) the carrying out, giving effect to and consummation of the transactions contemplated thereby.

4. The Ordinance has been duly adopted and enacted at meetings of the governing body (Council) of the Issuer which were called and held pursuant to law and in accordance with all applicable open meetings laws and at which a quorum was present and acting at the time of the enactment of the Ordinance, and remains in full force and effect as of the date hereof.

5. All actions necessary to be taken by the Issuer have been taken, and no additional approval, authorization, consent or other order of the Issuer or any public board or body is legally required to allow the Issuer to enter into the transactions contemplated by the Official Statement.

6. The Issuer is not in violation of any provision of, or in default under, West Virginia statutes organizing and governing the Issuer.

7. To the best of my knowledge, after due inquiry, there is no litigation pending, or to my knowledge, threatened in any court in any way affecting the existence of the Issuer or the titles of its officers to their respective offices, or seeking to restrain or to enjoin the issuance or delivery of the Bonds, or the collection of revenues and assets of the City pledged or to be pledged to pay the principal of and interest on the Bonds, or the pledge thereof, or in any way contesting or affecting the validity or enforceability of the Bonds, or the Ordinance or the Escrow Agreement, or contesting the powers of the City with respect to the Bonds, the Ordinance or the Escrow Agreement, or any transaction described in or contemplated by the Official Statement.

8. All approvals, consents, authorizations, elections and orders of or filings or registrations with any governmental authority, legislative body, board, agency or commission having jurisdiction which would constitute conditions precedent to, or the absence of which would materially adversely affect, the due performance, by the Issuer of its obligations under the Ordinance or the Bonds, have been duly obtained and are in full force and effect, except for such approvals, consents and orders as may be required under the Blue Sky or securities laws of any state in connection with the offering and sale of the Bonds, as to which no opinion is hereby expressed.

9. The Ordinance creates a legally valid and binding pledge of, and lien and charge upon, the security, for payment of the principal of, premium, if any, and interest on the Bonds as the same become due and for the other purposes provided in the Ordinance, subject only to the provisions of the Ordinance permitting application thereof on the terms and conditions set forth in the Ordinance.

10. Based upon my experience as counsel for the Issuer and upon my review of the Official Statement, and without having made any independent investigations of the operations or affairs of the Issuer or the System or any independent verifications of the statements of fact contained in the Official Statement including the appendices thereto, I do not believe that the Official Statement (except as to information regarding any engineering, financial and statistical data contained in the Official Statement, as to which no opinion or belief needs to be expressed), contains any untrue statement of a material fact or omits to state a material fact necessary to make such statements, in light of the circumstances under which they were made, not misleading in any material respect.

I hereby consent to the references made to me in the Official Statement.

All counsel to this transaction may rely upon the foregoing opinion as if specifically addressed to them.

Very truly yours,

Joseph T. Santer

Joseph T. Santer
City Attorney

JTS:cg

DAN A. MARSHALL

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ATTORNEY AT LAW

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March 23, 2006

The City of Parkersburg (West Virginia)
Taxable Combined Waterworks and Sewerage System
Refunding Revenue Bonds, Series 2006 A,
Taxable Combined Waterworks and Sewerage System
Refunding Revenue Bonds, Series 2006 B
and
When, As and If Issued
Tax-Exempt Combined Waterworks Refunding Revenue Bonds, Series 2006 C

The City of Parkersburg
Parkersburg, West Virginia

Crews & Associates, Inc.
Charleston, West Virginia

Steptoe & Johnson PLLC
Charleston, West Virginia

Ferris, Baker Watts, Incorporated
Charleston, West Virginia

Ladies and Gentlemen:

I have served as special counsel to The City of Parkersburg, West Virginia (the "Issuer") in connection with the sale of the above-referenced Bonds (collectively, the "Bonds"), which are being delivered and sold pursuant to a Contract of Purchase (the "Contract of Purchase") dated as of March 3, 2006, by and among Crews & Associates, Inc., and Ferris, Baker Watts, Incorporated (collectively, the "Underwriters") and the Issuer. All capitalized terms used herein and not otherwise defined herein shall have the meanings set forth in the Contract of Purchase.

In this connection, I have reviewed and examined certain proceedings and documents with respect to the Bonds, any such records, certificates and other documents as I have considered necessary or appropriate for the purposes of this opinion, the Constitution and laws of the State of West Virginia, including Chapter 8, Article 20 and Chapter 13, Article 2E of the West Virginia Code of 1931, as amended (the "Act"), the Ordinance of the Issuer enacted on December 13, 2005, as supplemented (collectively,

the "Ordinance"), the approving opinion of Steptoe & Johnson PLLC, as bond counsel, the Contract of Purchase, the Escrow Agreement, the Continuing Disclosure Agreement, the Official Statement dated March 2, 2006, and the Preliminary Official Statement dated March 1, 2006, with respect to the issuance and offering of the Bonds (collectively, the "Official Statement") and a closing certificate of the Issuer. Based upon such review and such other considerations of law and fact as I believe to be relevant, I am of the opinion that:

1. The Issuer is a duly organized and validly existing municipal corporation under and pursuant to the Constitution and laws of the State of West Virginia, including the City's Charter, with full legal right, power and authority to enter into the Contract of Purchase, the Escrow Agreement, and the Continuing Disclosure Agreement, to enact the Ordinance, to pledge the security as set forth in the Ordinance, to issue, sell and deliver the Bonds to the Underwriters as provided in the Contract of Purchase, to own and operate the System and conduct the business thereof as set forth in and contemplated by the Official Statement and to carry out, give effect to and consummate the transactions contemplated by the Bonds, the Ordinance, the Escrow Agreement, the Continuing Disclosure Agreement, the Contract of Purchase, the Official Statement and any other agreements relating thereto to which the Issuer is a party.

2. The Issuer has duly authorized all action necessary to be taken by it or on its behalf for (i) the execution and delivery of the Continuing Disclosure Agreement and the Contract of Purchase; (ii) the approval of the execution, delivery and distribution of the Official Statement; (iii) the issuance and delivery of the Bonds upon the terms set forth in the Ordinance; and (iv) the carrying out, giving effect to and consummation of the transactions contemplated thereby.

3. Upon closing, the Ordinance will be in full force and effect. The Bonds, the Escrow Agreement, the Continuing Disclosure Agreement and the Contract of Purchase have been duly authorized, executed and delivered by, and the Ordinance has been duly enacted by, and each constitutes a legal, valid and binding agreement and obligation enforceable in accordance with its terms of the Issuer, except as enforcement may be limited by bankruptcy, reorganization, insolvency, moratorium or other laws affecting the enforcement of creditors' rights from time to time in effect and the same are in full force and effect as of the date hereof.

4. The Issuer is not in breach of or in default under any constitutional provision, applicable law or administrative rule or regulation of the State of West Virginia, the United States of America, or of any department, division, agency or instrumentality of either thereof, or any applicable court or administrative decree or order, or any loan agreement, note, ordinance, resolution, indenture, contract, agreement or other instrument to which the Issuer is party or to which the Issuer or any of the properties or assets of the System are otherwise subject or bound, which breach or default, in any material way, directly or indirectly, would affect System activities, the issuance, execution or delivery of the Bonds or the validity thereof, the validity or enacting of the Ordinance or of the execution or delivery of the Bonds, the Escrow Agreement, the Continuing Disclosure Certificate, the Contract of Purchase or the other instruments contemplated by any of such documents to which the Issuer is a party; and no event has occurred and is continuing which, with the passage of time or the giving of notice or both, would constitute such a breach or default; and enacting of the Ordinance, and the execution and delivery of the Bonds, the Escrow Agreement, the Continuing Disclosure Agreement, the Contract of Purchase and the other documents and instruments contemplated by and of such documents, and compliance with the provisions

of each thereof, will not conflict with or constitute a breach of or default under any constitutional provision, applicable law or administrative rule or regulation of the State of West Virginia, the United States of America, or of any department, division, agency or instrumentality of either thereof, or any provision of the Charter, or any applicable court or administrative decree or order, or any loan agreement, note, ordinance, resolution, indenture, contract, agreement or other instrument to which the Issuer is a party or to which the Issuer or any of the properties or assets of the System are otherwise subject or bound.

5. All approvals, consents, authorizations, elections and orders of or filings or registrations with any governmental authority, legislative body, board, agency or commission having jurisdiction which would constitute conditions precedent to, or the absence of which would materially adversely affect, the due performance by the Issuer of its obligations under the Ordinance, the Bonds, the Escrow Agreement, the Continuing Disclosure Agreement or the Contract of Purchase, have been duly obtained and are in full force and effect, except for such approvals, consents and orders as may be required under the Blue Sky or securities laws of any state in connection with the offering and sale of the Bonds, as to which no opinion is hereby expressed.

6. No action, suit, proceeding, inquiry or investigation, at law or in equity, before or by any court, regulatory agency, public board or body, is pending or to my knowledge, threatened in any way questioning or affecting the corporate existence of the City, the organization of the Council of the Issuer or the titles of the officers and members of the City, or the Council thereof to their respective offices, or seeking to prohibit, restrain or enjoin the issuance, sale or delivery of the Bonds, the application of the proceeds thereof in accordance with the Ordinance, and the Escrow Agreement or the collection or application of the Gross Revenues of the System and any other assets pledged or to be pledged to pay the principal of and interest on the Bonds, or the pledge of and lien on the security pursuant to the Ordinance, or in any way contesting or affecting the validity or enforceability of the Bonds, the Ordinance, the Escrow Agreement, the Continuing Disclosure Agreement, the Contract of Purchase or any action of the Issuer, contemplated by any of said documents, or in any way contesting the completeness or accuracy of the Official Statement, or contesting the powers or authority of the Issuer with respect to the issuance, sale or delivery of the Bonds, the enacting of the Ordinance or the execution and delivery of the Escrow Agreement, the Continuing Disclosure Agreement or the Contract of Purchase, or any action on the part of the Issuer contemplated by any of said documents, including without limitation the power of the Issuer or otherwise, to fix, establish, revise and collect rates and charges for the use of the services and facilities of the System sufficient to meet the rate covenant set forth in the Ordinance.

7. Based upon my experience as special counsel for the Issuer and upon my review of the Official Statement and without having made any independent investigations of the operation or affairs of the Issuer or the System or any independent verifications of the statements of fact contained in the Official Statement including the appendices thereto, I do not believe that the Official Statement (except as to information regarding any engineering, financial and statistical data contained in the Official Statement, as to which no opinion or belief needs to be expressed), contains any untrue statement of a material fact or omits to state a material fact necessary to make such statements, in light of the circumstances under which they were made, not misleading in any material respect.

I hereby consent to the references made to me in the Official Statement.

All counsel to this transaction may rely upon the foregoing opinion as if specifically addressed to them.

Very truly yours,

Dan A. Marshall, Esquire

binding agreement of the other parties in accordance with its terms) constitute binding agreements in accordance with their terms. The Continuing Disclosure Agreement complies as to form in all material respects with the requirements of paragraph (b)(5) of the Securities Exchange Act of 1934 Rule 15c2-12.

We are not passing upon and do not assume any responsibility for the accuracy, completeness or fairness of any of the statements in the Official Statement and make no representation that we have independently verified the accuracy, completeness or fairness of any such statements. However, to assist you in your investigation concerning the Official Statement, and without having made any independent investigations of the operation or affairs of the Issuer, or the System or any independent verification of the statements of fact contained in the Official Statement including the appendices thereto, we do not believe that the Official Statement (except for the Appendices thereto, information regarding the Issuer, or the engineering, financial and statistical data contained in the Official Statement, as to which no opinion or belief is expressed) contains any untrue statement of a material fact or omits to state a material fact which, in its judgment, is required to be stated therein in order to make the statements therein, in the light of the circumstances under which they were made, not misleading.

This letter is furnished by us solely for your benefit and may not be relied upon by any other person or entity. We disclaim any obligation to supplement this letter to reflect any facts or circumstances that may hereafter come to our attention or any changes in the law that may hereafter occur.

Very truly yours,

Spilman Thomas & Battle, PLLC

Spilman Thomas & Battle, PLLC

407267

The City of Parkersburg (West Virginia)
Taxable Combined Waterworks and Sewerage System
Refunding Revenue Bonds, Series 2006 A
and
Taxable Combined Waterworks and Sewerage System
Refunding Revenue Bonds, Series 2006 B

GENERAL CERTIFICATE OF THE ISSUER AND ATTORNEY ON:

1. TERMS
2. NO LITIGATION
3. RATES
4. GOVERNMENTAL APPROVALS
5. AWARD OF BONDS; SIGNATURES
6. DELIVERY AND PAYMENT
7. CERTIFICATION OF DOCUMENTS
8. NO ADVERSE FINANCIAL CHANGE; INDEBTEDNESS
9. MEETINGS, ETC.
10. INCUMBENCY AND OFFICIAL NAME
11. PRIVATE USE OF FACILITIES
12. NO FEDERAL GUARANTY
13. IRS INFORMATION RETURN
14. INVESTMENT OF ESCROW FUND
15. OFFICIAL STATEMENT CERTIFICATION
16. CERTIFICATIONS REGARDING OFFICIAL STATEMENT
17. DESIGNATION OF REGISTRAR, PAYING AGENT, ESCROW AGENT AND DEPOSITORY BANK
18. COUNTERPARTS

We, the undersigned MAYOR and CLERK of The City of Parkersburg (the "Issuer") and the undersigned ATTORNEY for the Issuer, hereby certify on this the 23rd day of March, 2006, in connection with the Issuer's Taxable Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 2006 A (the "Series 2006 A Bonds"),Taxable Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 2006 B (the "Series 2006 B Bonds"), and when, as and if issued,Tax-Exempt Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 2006 C (the "Series 2006 C Bonds") (collectively, the "Bonds"), as follows:

1. TERMS: All capitalized words and terms used in this General Certificate and not otherwise defined herein shall have the same meanings as set forth in the Bond Ordinance of the Issuer adopted December 13, 2005, as amended and supplemented by a Supplemental Parameters Resolution adopted December 27, 2005, and a Second Supplemental Resolution dated March 14, 2006 (collectively, the "Ordinance"), and the

Contract of Purchase dated March 3, 2006, by and between the Issuer and Crews & Associates, Inc. and Ferris, Baker Watts, Incorporated (collectively, the "Underwriters").

2. NO LITIGATION: No controversy or litigation of any nature is now pending or threatened, restraining, enjoining, or affecting in any manner the issuance and delivery of the Bonds or the collection of the Gross Revenues of the System or the pledge of the Net Revenues and other moneys to the payment of the principal of and interest on the Bonds, nor in any manner 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, the Ordinance, the Escrow Agreement, the Continuing Disclosure Agent, or the Contract of Purchase or any agreement or instrument relating thereto, used or contemplated by the Contract of Purchase or any provisions made or authorized for the payment of the Bonds; nor in any manner questioning the valid existence of the Issuer or the authority or titles of the Mayor, Clerk and the members of the Council of the Issuer to their respective offices; nor in any manner questioning any proceeding, procedure, action or thing followed, taken or done in connection with the issuance, sale and delivery of the Bonds or the refunding of the Issuer's Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 1996 (the "Series 1996 Bonds") which are not set forth in the Official Statement relating to the Bonds.

3. RATES: The rates for the System, as approved by the Public Service Commission of West Virginia, are in full force and effect.

4. GOVERNMENTAL APPROVALS: All applicable and necessary approvals, permits, exemptions, consents, authorizations, registrations and certificates required by law for the operation of the System, including, without limitation, the imposition of rates and charges, and the issuance of the Bonds, have been duly and timely obtained and remain in full force and effect.

5. AWARD OF BONDS; SIGNATURES: The Series 2006 A Bonds and the Series 2006 B Bonds shall be sold to the Underwriters pursuant to the Contract of Purchase. The purchase price for the Series 2006 A Bonds shall be $17,038,622.08 (which shall be equal to the par amount of the Bonds of $17,070,000.00, plus a net premium of $121,185.50, plus accrued interest of $52,276.58, less Underwriter's Discount of $204,840.00.) The purchase price for the Series 2006 B Bonds shall be $351,824.72 (which shall be equal to the par amount of the Bonds of $355,000.00, plus accrued interest of $1,084.72, less Underwriter's Discount of $4,260.00). As of the date hereof, the Bonds were duly signed by the manual signature of the Mayor, 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 Clerk.

6. DELIVERY AND PAYMENT: The undersigned Mayor did, on the date hereof, deliver to the Underwriters, the entire issue of the Series 2006 A Bonds, in various denominations and numbered AR-1 through AR-14, and the entire issue of the Series 2006 B Bonds, in various denominations and numbered BR-1. At the time of delivery of the Series 2006 A Bonds and the Series 2006 B Bonds, there was paid to, or on behalf of the Issuer, the agreed price therefor as follows:

Par Amount of Series 2006 A Bonds	$17,070,000.00
Par Amount of Series 2006 B Bonds	355,000.00
Less: Underwriters' Discount	(209,100.00)
Purchase Price	$17,215,900.00
Plus: Accrued Interest of Series 2006 A Bonds (March 1, 2006 - March 23, 2006)	$ 52,276.58
Plus: Accrued Interest of Series 2006 B Bonds (March 1, 2006 - March 11, 2006)	1,084.72
Net Original Issue Discount/Premium	121,185.50
TOTAL	$17,390,446.80

Payment for the Bonds was made in immediately available funds (federal funds wire) in the amount of $17,390,446.80.

7. CERTIFICATION OF DOCUMENTS: There are delivered herewith true and correct copies of the following documents, all which remain in full force and effect and have not been amended, modified, supplemented or repealed unless changed by the terms of other documents listed below:

Bond Ordinance

Supplemental Parameters Resolution

Certificate of Determinations

Second Supplemental Resolution

City Charter, with Amendments

City Council Rules and Regulations, with Amendments

Oaths of Office of Officers and Councilmembers

Ordinance Creating Parkersburg Utility Board and Oaths of Boardmembers

Sewer and Water Rate Ordinances

Minutes on Enactment of Sewer and Water Rate Ordinances

Affidavit of Publication on Sewer and Water Rate Ordinances and Notices of Public Hearings

Minutes on Enactment of Bond Ordinance and Adoption of Supplemental Resolutions

Affidavit of Publication of Abstract of Bond Ordinance and Notice of Public Hearing

Verification Report of Certified Public Accountant Regarding Yield Verification, Sufficiency of Escrow and Savings Resulting from Refunding

Preliminary Official Statement

Official Statement

Contract of Purchase

Continuing Disclosure Agreement

DTC Letter of Representations

Consent of West Virginia Water Development Authority

8. NO ADVERSE FINANCIAL CHANGE; INDEBTEDNESS: There has been no adverse change in the financial condition of the Issuer or the System since March 1, 2006. Other than the Series 1996 Bonds which are anticipated to be currently refunded on June 15, 2006, there is not any indebtedness or obligation of the Issuer outstanding and unpaid or for which full and irrevocable provision for payment has not been made which has priority over or ranks on a parity with the Bonds as to the sources of and security for payment, except the Prior Bonds described in the Official Statement. The Issuer has obtained the consent of the holders of the Prior Bonds, as necessary, to the issuance of the Bonds in the lien position as set forth in the Ordinance.

The Prior Notes are junior and subordinate to the Prior Bonds and the Bonds, as more fully defined and described in the Ordinance.

9. MEETINGS, ETC.: All actions, ordinances, orders and agreements taken by and entered into by or on behalf of the Issuer in any way connected with the issuance of the Bonds or current refunding of the Series 1996 Bonds were authorized or adopted at meetings of the Council of the Issuer duly and regularly called and held pursuant to the Rules of Procedure of the Council, and all applicable statutes, including Chapter 8, Article 20 and Chapter 13, Article 2E of the Official West Virginia Code of 1931, as amended, and a quorum of duly appointed, qualified and acting members of the Council was present and acting at all times during all such meetings.

10. INCUMBENCY AND OFFICIAL NAME: The proper corporate title of the Issuer is "The City of Parkersburg" and it is a municipal corporation in Wood County and is presently existing under the laws of, and a political subdivision of, the State of West Virginia. The governing body of the Issuer is its Council, consisting of a Mayor and 9 councilmembers, all duly elected or appointed, as applicable, qualified and acting and 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
Honorable Robert D. Newell	- Mayor	01/02/06	12/31/08
Don Godfrey	- Councilmember	01/02/06	12/31/08
Dorsey Cheuvront	- Councilmember	01/02/06	12/31/08
David Bradley Kimes	- Councilmember	01/02/06	12/31/08
James Myers	- Councilmember	01/02/06	12/31/08
Sharyn Tallman	- Councilmember	01/02/06	12/31/08
Mike Reynolds	- Councilmember	01/02/06	12/31/08
Tom Joyce	- Councilmember	01/02/06	12/31/08
Jim Knapp	- Councilmember	01/02/06	12/31/08
Demosthenes Dukas	- Councilmember	01/02/06	12/31/08

The duly appointed and acting members of the Parkersburg Utility Board are as follows:

Name		
Robert D. Newell	-	Chairman (ex officio)
Paul R. Westfall, P.E.	-	Vice Chairman
Edward Glasser	-	Member
H. James Province	-	Member
John Lutz	-	Member

The duly appointed and acting City Clerk of the Issuer is Connie Shaffer. The duly appointed and acting City Attorney is Joseph T. Santer, Esquire, Parkersburg, West Virginia. The duly acting Special Counsel to the Issuer is Dan A. Marshall, Esquire, Parkersburg, West Virginia. The duly acting Counsel to the Parkersburg Utility Board is Joseph M. Brown, Esquire, Parkersburg, West Virginia.

11. PRIVATE USE OF FACILITIES: The Issuer shall at all times take, and refrain from taking, and shall not fail to take, any and all actions necessary in order to assure the initial and continued tax-exempt status of the Series 2006 C Bonds, when issued, and the interest thereon. Less than 10% of the proceeds of the Series 2006 C Bonds will be used, directly or indirectly, for any private business use, and less than 10% of the payment of principal of, or the interest on, such issue, under the terms of such issue or any underlying arrangement, is, directly or indirectly, secured by any interest in property used or to be used for a private business use, payments in respect of such property, or to be derived from payments (whether or not to the Issuer) in respect of property, or borrowed money, used or to be used for a private business use. None of the proceeds of the Series 2006 C Bonds will be used, directly or indirectly, for any private business use which is not related to the governmental use of the proceeds of the Series 2006 C Bonds, including the disproportionate related business use of the proceeds of the Series 2006 C Bonds, and none of the payment of principal of or interest on, or the interest on, such issue, under the terms of any underlying arrangement, is, directly or indirectly, secured by any interest in property used,

or to be used for a private business use, payments in respect of such property or to be derived from payments (whether or not to the Issuer) in respect of property, or borrowed money, used or to be used for a private business use with respect to such private business use, which is not related to any government use of such proceeds, including the disproportionate business use of the issue of the Series 2006 C Bonds. None of the proceeds of the issue of the Series 2006 C Bonds will be used, directly or indirectly, to make or finance loans to persons other than governmental units. For purposes of this paragraph, private business use means use, directly or indirectly, in a trade or business carried on by any person other than a governmental unit, other than use as a member of the general public. All of the foregoing shall be determined in accordance with and within the meaning of the Internal Revenue Code of 1986, as amended, including any successor provisions and rules and regulations thereunder.

12. NO FEDERAL GUARANTY: The Series 2006 C Bonds, when issued, will not be, in whole or part, directly or indirectly, federally guaranteed within the meaning of Section 149(b) of the Code.

13. IRS INFORMATION RETURN: Upon issuance of the Series 2006 C Bonds, the undersigned Mayor will officially sign a properly completed IRS Form 8038 and will cause such executed Form 8038 to be filed in a timely manner with the Internal Revenue Service Center, Ogden, Utah.

14. INVESTMENT OF ESCROW FUND: The funds on deposit in the Escrow Fund established by the Escrow Agreement among the Issuer and, United Bank, Inc., as Escrow Agent, dated the date hereof, have been invested as provided in the Escrow Agreement and the amount of such invested funds will be sufficient to effect the special mandatory redemption of the Series 2006 A Bonds and the purchase of the Series 2006 C Bonds, and the proceeds of the Series 2006 C Bonds, together with certain funds of the Issuer, will be sufficient to fully pay the entire outstanding principal amount of, premium and interest on the Series 1996 Bonds on ~~June 15, 2006~~ Sept. 1, 2006, or if the Series 2006 C Bonds are not issued, the invested funds on deposit in the Escrow Fund will be sufficient to effect the mandatory tender of the Series 2006 A Bonds.

15. OFFICIAL STATEMENT CERTIFICATION: At and since the date of the Official Statement nothing has come to the attention of any signer hereof which would lead any such signer to believe that the Official Statement contains an untrue statement of a material fact or omits to state a material fact necessary in order to make the statements therein, in light of the circumstances under which they were made, not misleading.

16. CERTIFICATIONS REGARDING OFFICIAL STATEMENT: In addition to the foregoing, the undersigned hereby certify, as follows: (a) the representations and warranties of the Issuer contained in the Contract of Purchase are true and correct in all material respects on and as of the Closing Date with the same effect as if made on the Closing Date; (b) to the best of our knowledge, no event has occurred since the date of the Official Statement which should be disclosed in the Official Statement in order that the Official Statement not contain any untrue statement of a material fact or omit to state a material fact required to be stated therein or necessary to make the statements therein, in light

of the circumstances under which they were made, not misleading; and (c) the Issuer has complied with all the agreements and satisfied all the conditions on its part to be performed or satisfied under the Contract of Purchase or otherwise at or prior to the Closing.

17. DESIGNATION OF REGISTRAR, PAYING AGENT, ESCROW AGENT AND DEPOSITORY BANK: The Issuer hereby confirms the appointment of United Bank, Inc., Charleston, West Virginia, as Registrar and, Escrow Agent; the West Virginia Municipal Bond Commission, Charleston, West Virginia, as Paying Agent; and United Bank, Charleston, West Virginia, as Depository Bank.

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

WITNESS our signatures and the official corporate seal of the The City of Parkersburg on the day and year first written above.

[SEAL]

Signature	Official Title
Robert D. Newell	Mayor
Connie Shaffer	Clerk
Joseph J. Santer	Attorney

686870.00017

The City of Parkersburg (West Virginia)
Taxable Combined Waterworks and Sewerage System
Refunding Revenue Bonds, Series 2006 A,
Taxable Combined Waterworks and Sewerage System
Refunding Revenue Bonds, Series 2006 B
and
When, As and If Issued
Tax-Exempt Combined Waterworks and Sewerage System
Refunding Revenue Bonds, Series 2006 C

REGISTRAR'S CERTIFICATE

United Bank, Inc., Charleston, West Virginia (the "Bank"), as Registrar for the above-captioned Bonds (the "Bonds"), hereby certifies as follows, all capitalized terms used herein to have the same meanings set forth in the Bond Ordinance of The City of Parkersburg (the "Issuer") adopted December 13, 2005, as supplemented (collectively, the "Bond Ordinance"):

1. The Bank is a state banking corporation duly organized, validly existing, and in good standing under the laws of the State of West Virginia, 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 Ordinance and to serve in the capacity of Registrar under the Bond Ordinance.

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 Ordinance, 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
Kathy Smith	Vice President and Trust Officer	

5. There have been filed with the Bank all of the documents listed in Section 3.12 of the Bond Ordinance; the Bonds have been duly authenticated and delivered to the Original Purchaser, and proceeds of the Bonds have been deposited as required by the Bond Ordinance.

6. Attached hereto as EXHIBIT A is a correct listing of the Bond numbers, CUSIP numbers, maturity dates, principal amounts, interest rates and yields of the Bonds.

WITNESS my signature on this 23rd day of March, 2006.

UNITED BANK, INC.

By: _____
Its: Authorized Officer

09/09/03
692580.00003

EXHIBIT A

SERIES 2006 A BOND TERMS

Bond No.	CUSIP	Maturity Date	Principal Amount	Interest Rate	Price
AR-1	701352BV7	September 1, 2007	$ 305,000.00	5.000%	100.000%
AR-2	701352BW5	September 1, 2008	$1,000,000.00	5.000	99.911
AR-3	701352BX3	September 1, 2009	$1,040,000.00	5.000	100.000
AR-4	701352BY1	September 1, 2010	$1,080,000.00	5.000	100.000
AR-5	701352BZ8	September 1, 2011	$1,120,000.00	5.000	100.000
AR-6	701352CA2	September 1, 2012	$1,160,000.00	5.000	100.000
AR-7	701352CB0	September 1, 2013	$1,205,000.00	5.250	106.527
AR-8	701352CC8	September 1, 2014	$1,265,000.00	5.250	106.934
AR-9	701352CD6	September 1, 2015	$1,330,000.00	5.250	107.237
AR-10	701352CE4	September 1, 2016	$1,395,000.00	4.900	99.002
AR-11	701352CF1	September 1, 2017	$1,455,000.00	4.900	98.221
AR-12	701352CG9	September 1, 2018	$1,510,000.00	4.900	97.725
AR-13	701352CH7	September 1, 2019	$1,570,000.00	4.900	98.192
AR-14	701352CJ3	September 1, 2020	$1,635,000.00	4.900	97.676

SERIES 2006 B BOND TERMS

Bond No.	CUSIP	Maturity Date	Principal Amount	Interest Rate	Price
BR-1	701352CK0	September 1, 2007	$355,000.00	5.000%	100.000%

SERIES 2006 C BOND TERMS

Bond No.	CUSIP	Maturity Date	Principal Amount	Interest Rate	Price
CR-1	701352CL8	September 1, 2007	$ 660,000.00	3.700%	100.000%
CR-2	701352CM6	September 1, 2008	$1,000,000.00	3.700	99.911
CR-3	701352CN4	September 1, 2009	$1,040,000.00	3.750	100.000
CR-4	701352CP9	September 1, 2010	$1,080,000.00	3.800	100.000
CR-5	701352CQ7	September 1, 2011	$1,120,000.00	3.850	100.000
CR-6	701352CR5	September 1, 2012	$1,160,000.00	3.900	100.000
CR-7	701352CS3	September 1, 2013	$1,205,000.00	5.000	106.527
CR-8	701352CT1	September 1, 2014	$1,265,000.00	5.000	106.934
CR-9	701352CU8	September 1, 2015	$1,330,000.00	5.000	107.237
CR-10	701352CV6	September 1, 2016	$1,395,000.00	4.000	99.002
CR-11	701352CW4	September 1, 2017	$1,455,000.00	4.000	98.221
CR-12	701352CX2	September 1, 2018	$1,510,000.00	4.000	97.725
CR-13	701352CY0	September 1, 2019	$1,570,000.00	4.100	98.192
CR-14	701352CZ7	September 1, 2020	$1,635,000.00	4.100	97.676

RESOLUTION OF THE BOARD OF DIRECTORS
OF UNITED BANK, INC.

WHEREAS, the Directors of United Bank, Inc. (the "Bank") on May 23, 1989 authorized the Bank's undertaking certain corporate trust indentures, agreements and related documentation and actions and authorized certain officers to enter into and carry out the same on behalf of the Bank; and

WHEREAS, further formalization of the Board of Directors authorizations with respect to corporate trusts, through the adoption and ratification of the following resolutions, is in the best interests of the Bank;

NOW, THEREFORE, BE IT RESOLVED:

FIRST: That Richard M. Adams, Jr., Executive Vice President and Trust Counsel, John Neuner, III, Executive Vice President, Cindy McGhee, Senior Vice President, Kathy Smith, Vice President, Jane T. Sargent, Vice President, Kelli H. Davis, Vice President and I. William Snider, III, Vice President, ("Authorized Officers") be, and each of them are, hereby authorized and directed to accept, on behalf of the Bank, its appointment as trustee, paying agent or registrar, or any combination of such offices, under bond or note trust indentures and similar indentures and trust agreements, and to execute and deliver such indentures, agreements, documents and writings ("Corporate Trust Documents") establishing the Bank's duties and evidencing the Bank's acceptance actions in connection with establishing and accepting such duties, as such Authorized Officer determines to be necessary or appropriate, such determination to be conclusively evidenced by such officer's execution and delivery thereof and the taking of such other actions; and

SECOND: That the Authorized Officers of the Bank be, and each of them are, hereby authorized to execute and deliver on behalf of the Bank, as trustee, any such further agreements, certificate and documents ("Related Documents") and to take such further action necessary or incidental to carrying out the Bank's duties under Corporate Trust Documents, whether as trustee, paying agent or registrar for notes, bonds or other obligations ("Bonds") that are the subject of the Corporate Trust Documents, or otherwise, including but not limited to any certificate of registration and authentication on any Bonds; and

THIRD: The Secretary or any Assistant Secretary be, and each of them is, hereby authorized to affix the seal of the Bank to any Corporate Trust Documents authorized by these resolutions and to attest the same; and

FOURTH: That, for the purpose of affixing the seal of the Bank and attesting thereto upon Corporate Trust Documents authorized by these resolutions, and for any and all matters and actions related thereto or the Bank's duties thereunder, Richard M. Adams, Jr., John Neuner, III, Cindy McGhee, Kathy Smith, Jane T. Sargent, Kelli H. Davis and I. William Snider, III, be, and each of them are, hereby appointed as an Assistant Secretary of the Bank; and

FIFTH: That any Authorized Officer of the Bank be, and each of them are, hereby authorized to sign as an "Authorized Officer" of the Bank, as trustee, and to take such other actions, as may be required or contemplated by the Corporate Trust Documents or as otherwise may be necessary or incidental to implementing the terms and provisions thereof or carrying out the Bank's duties as trustee, paying agent or registrar with respect thereto; and

SIXTH: That these resolutions be and each of them are, hereby deemed to be effective as of November 21, 2003.

I. Steven E. Wilson, Secretary of the Board of Directors, do certify that the above is a true copy of the Resolution adopted at a regular meeting of the Board of Directors of United Bank, Inc. (the "Board") held on November 21, 2003, and that said Resolution is in full force and effect.

United Bank, Inc.

Dated: November 21, 2003

By: _____
Steven E. Wilson
Secretary of the Board of Directors

COPY

Bowles Rice McDavid Graff & Love PLLC

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Telephone (540) 723-8877

Sandra M. Murphy
Telephone — (304) 347-1131
Facsimile — (304) 343-3058

E-mail Address:
smurphy@bowlesrice.com

January 25, 2002

VIA HAND DELIVERY

Honorable Larry A. Stark
Commissioner
West Virginia Division of Banking
and Financial Institutions
1900 Kanawha Boulevard, East
Building #3, Room 311
Charleston, West Virginia 25305-0240

Re: United National Bank, Inc. - Compliance with
Applicable State and Federal Laws and Notification of Conversion to OCC

Dear Commissioner Stark:

We have been retained as counsel for United National Bank, Inc. ("UNB") in connection with its proposed conversion from a national bank to a state chartered bank. The conversion will be accomplished by merging UNB with United Bank, Inc., an interim state-chartered bank, with United Bank, Inc. surviving the merger.

As a basis for the opinions expressed herein, we have examined and are familiar with all the applications related to UNB's conversion to a state-chartered bank which are required to be filed with the federal regulatory authorities, including, but not limited to the Interagency Bank Merger Application and Form FRY-3N - Notification to the Board of Governors of the Federal Reserve System. We have also reviewed the letter of intent from UNB addressed to the West Virginia Board of Banking and Financial Institutions to convert to a state bank and the Board's written instructions concerning the conversion. Further, we have reviewed such corporate documents and records of UNB which we deemed relevant to the conversion and this opinion. We have also relied on oral representations by state and federal regulators concerning the waiver of certain regulatory filing requirements as reflected in these filings.

Bowles Rice
McDavid Graff & Love PLLC

It is our opinion that UNB's conversion from a national bank to a state-chartered bank is in compliance with federal and state law. In addition, UNB has taken the proper steps to notify the Office of the Comptroller of the Currency of its intent to convert to a state bank by mailing the enclosed notice on January 25, 2002.

This letter is submitted in connection with the application by UNB to convert from a national bank to a state-chartered bank and may not be used for any other purpose without our express permission.

Very truly yours,

Bowles Rice McDavid Graff & Love PLLC

Sandra M. Murphy

Sandra M. Murphy

SMM/aja
cc: Steven E. Wilson
Donald J. Landers

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COPY

Bowles Rice McDavid Graff & Love PLLC

ATTORNEYS AT LAW

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Parkersburg, West Virginia 26101
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Sandra M. Murphy
Telephone — (304) 347-1131
Facsimile — (304) 343-3058

E-mail Address:
smurphy@bowlesrice.com

January 25, 2002

VIA HAND DELIVERY

Honorable Larry A. Stark
Commissioner
West Virginia Division of Banking
and Financial Institutions
1900 Kanawha Boulevard, East
Building #3, Room 311
Charleston, West Virginia 25305-0240

Re: United National Bank, Inc. - Compliance with Applicable State Fiduciary Laws and Notification of Conversion to OCC

Dear Commissioner Stark:

We have been retained as counsel for United National Bank, Inc. ("UNB") in connection with its proposed conversion from a national bank to a state chartered bank. The conversion will be accomplished by merging UNB with United Bank, Inc., an interim state-chartered bank, with United Bank, Inc. surviving the merger.

We are aware that UNB has been granted and exercises fiduciary powers pursuant to 12 U.S.C. 92a and 12 C.F.R. § 9. Pursuant to this statutory and regulatory authority, UNB is authorized to operate in the same capacity as fiduciaries are permitted to operate in the states were UNB conducts its trust activities. UNB has been examined regularly by the Office of the Comptroller of the Currency, its primary regulator, and to our knowledge is in material compliance with state and federal law. Accordingly, to the best of our knowledge, we are of the opinion that UNB's current fiduciary activities are not in contravention of state law.

We offer no opinion concerning any laws relating to fraud or similar laws.

This letter is submitted in connection with the application by UNB to convert from a national bank to a state-chartered bank and may not be used for any other purpose without our express permission.

Very truly yours,

Bowles Rice McDavid Graff & Love PLLC

Sandra M. Murphy

Sandra M. Murphy

SMM/jam
cc: Steven E. Wilson
Donald J. Landers

ARTICLES OF INCORPORATION

OF

UNITED BANK, INC.

THE UNDERSIGNED, acting as incorporators pursuant to Section 26, Article 1, Chapter 31 of the Code of West Virginia, hereby adopts the following articles of incorporation pursuant to Section 27, Article 1, Chapter 31 and Section 5, Article 4, Chapter 31A of the Code of West Virginia:

I. The name of the proposed banking institution shall be: United Bank, Inc.

II. The banking institution shall be located in Parkersburg, Wood County. The post office address and the place of business of the banking institution shall be:

United Bank, Inc.
Post Office Box 1508
Parkersburg, West Virginia 26202-9975

United Bank, Inc.
514 Market Street
Parkersburg, West Virginia 26101

III. The banking institution proposes to engage in the trust business

IV. The names, residences, and occupations of the incorporators and the amount of capital stock subscribed and paid for by each are:

Name	Address	Occupation	Capital Stock
1. Richard M. Adams	52 Meadowcrest Drive Parkersburg, WV 26104	CEO & Chairman of the Board - United	376,067
2. Steven E. Wilson	5301 2nd Avenue Vienna, WV 26105	EVP, Secretary, CFO & Treasurer - United	83,556
3. James B. Hayhurst, Jr.	29 Ashwood Place Vienna, WV 26105	EVP – United	14,354
4. Gary L. Turner	9 Heather Glen Vienna, WV 26105	EVP – United	8,312
5. Harold F. Manner	102 Beechwood Place Parkersburg, WV 26104	Controller – United	74

V. The names of the persons who are to serve as officers and directors of the banking institution and the official position proposed to be held by each are:

Executive Officers:

Richard M. Adams	CEO, Chairman of the Board and Director
Richard M. Adams, Jr.	Executive Vice President
Michael G. Comer	Executive Vice President
James B. Hayhurst, Jr.	Executive Vice President and President - Wood County Offices
K. Stephen Morris	Executive Vice President
John Neuner, III	Executive Vice President
Gary L. Turner	Executive Vice President
Joe L. Wilson	Executive Vice President and President - UNB - North Region
Steven E. Wilson	Executive Vice President, Chief Financial Officer, Treasurer and Secretary

Directors:

Richard M. Adams	Chairman of the Board
G. Thomas Battle	Director
R. Terry Butcher	Director
S. Austin Caperton, III	Director
Thomas J. Corder	Director
Daniel W. Ferguson	Director
James C. Hamer	Director
Alan L. Klein	Director
Robert P. McLean	Director
Robert W. Mendenhall	Director
J. Thomas Moore	Director
I. L. Morris	Director
Robert M. Nutting	Director
Leroy M. Rashid	Director

Rich Rodriguez	Director
Albert Schwabe II	Director
V. C. Smith II	Director
H. Talbott Tebay, DDS	Director
Michael Wehrle	Director
Daniel B. Wharton	Director
Harold L. Wilkes	Director

VI. The amount of the total authorized capital stock of the banking institution shall be Twelve Million Five Hundred Thousand Dollars ($12,500,000), which shall be divided into Five Million (5,000,000) shares of common stock of the par value of Two Dollars and Fifty Cents ($2.50) each.

VII. The period of duration of the banking institution shall be perpetual.

VIII. The purpose or purposes for which the banking institution is organized are to engage in all activities and to take all actions which are lawful for a banking institution organized under the laws of the State of West Virginia, whether expressly or impliedly permitted by statute otherwise.

IX. The address of the principal office shall be:

United Bank, Inc.
514 Market Street
Parkersburg, West Virginia 26101

X. The name and address of the person to whom notice shall be sent or upon whom process shall be served, or service of which is accepted by the Secretary of State, is:

Steven E. Wilson
United Bank, Inc.
514 Market Street
Parkersburg, West Virginia 26101

XI. The number of directors constituting the initial board of directors shall be Twenty-one (21) and their names and addresses are:

Richard M. Adams	52 Meadowcrest Drive Parkersburg, WV 26104

G. Thomas Battle	Spilman, Thomas & Battle P. O. Box 273 Charleston, WV 25321
R. Terry Butcher	Butcher & Butcher P. O. Box 100 Glenville, WV 26351
S. Austin Caperton, III	Caperton Energy P. O. Box 1947 Beckley, WV 25801
Thomas J. Corder	Camden Clark Hospital 800 Garfield Avenue Parkersburg, WV 26101
Daniel W. Ferguson	Dan Ferguson Music P. O. Box 667 Ceredo, WV 25507
James C. Hamer	Jim C. Hamer Co. P. O. Box 418 Kenova, WV 25530
Alan L. Klein	Mr Bee Potato Chip Co. P. O. Box 1645 Parkersburg, WV 26102
Robert P. McLean	P. O. Box 1517 Beckley, WV 25802
Robert W. Mendenhall	WV-OHIO Motor Sales P. O. Box 71 Wheeling, WV 26003
J. Thomas Moore	P. O. Box 182 Charleston, WV 25321
I. L. Morris	Waco Oil & Gas Co. P. O. Box 397 Glenville, WV 26351-1328
Robert M. Nutting	Ogden Newspapers, Inc. 1500 Main Street Wheeling, WV 26003
Leroy M. Rashid	Rashid Brothers Enterprises P. O. Box 8615 So. Charleston, WV 25303
Rich Rodriguez	West Virginia University P. O. Box 877 Morgantown, WV 26507
Albert Schwabe II	Schwabe May, Inc. 3004 Town Center Charleston, WV 25389
V. C. Smith II	Veleair C. Smith Management 1901 Kanawha Valley Building Charleston, WV 25301
H. Talbott Tebay, DDS	1301 Grand Central Avenue Vienna, WV 26105
Michael Wehrle	McJunkin Corporation P. O. Box 513 Charleston, WV 25322

Daniel B. Wharton	Wharton Cadillac-Olds Co. 18 Fairview Drive Parkersburg, WV 26101
Harold L. Wilkes	Little General Stores, Inc. 40 Chickadee Way Beckley, WV 25802

XII. The internal affairs of the banking institution shall be regulated in accordance with the bylaws of the banking institution.

THE UNDERSIGNED, for the purpose of forming a corporation under the laws of the State of West Virginia, do make and file these **ARTICLES OF INCORPORATION,** and do accordingly hereunto set their hands this 25th day of January, 2002.

Richard M. Adams, Incorporator

Steven E. Wilson, Incorporator

James B. Hayhurst, Jr., Incorporator

Gary L. Turner, Incorporator

Harold F. Manner, Incorporator

STATE OF WEST VIRGINIA,
COUNTY OF WOOD, to-wit:

I, Jason Keith Blair, a Notary Public of said county, do certify that James B. Hayhurst, Jr., acting as incorporator, who signed the foregoing Articles of Incorporation for **United Bank, Inc.,** a corporation, bearing date the 25th day of January, 2002, has this day in my said county, acknowledged the same before me.

Give under my hand and seal this 25th day of January, 2002.

My Commission expires: February 21, 2006.

Jason Keith Blair
Notary Public

[S E A L]

OFFICIAL SEAL
NOTARY PUBLIC
STATE OF WEST VIRGINIA
JASON KEITH BLAIR
311 - 9th Street
Glen Dale, West Virginia 26038
My Commission Expires Feb. 21, 2006

STATE OF WEST VIRGINIA,
COUNTY OF WOOD, to-wit:

I, Jason Keith Blair, a Notary Public of said county, do certify that Gary L. Turner, acting as incorporator, who signed the foregoing Articles of Incorporation for **United Bank, Inc.,** a corporation, bearing date the 25th day of January, 2002, has this day in my said county, acknowledged the same before me.

Give under my hand and seal this 25th day of January, 2002.

My Commission expires: February 21, 2006.

Jason Keith Blair
Notary Public

[S E A L]

OFFICIAL SEAL
NOTARY PUBLIC
STATE OF WEST VIRGINIA
JASON KEITH BLAIR
311 - 9th Street
Glen Dale, West Virginia 26038
My Commission Expires Feb. 21, 2006

STATE OF WEST VIRGINIA,
COUNTY OF WOOD, to-wit:

I, Jason Keith Blair, a Notary Public of said county, do certify that Richard M. Adams, acting as incorporator, who signed the foregoing Articles of Incorporation for **United Bank, Inc.**, a corporation, bearing date the 25th day of January, 2002, has this day in my said county, acknowledged the same before me.

Give under my hand and seal this 25th day of January, 2002.

My Commission expires: February 21, 2006.

Jason Keith Blair
Notary Public

[S E A L]

OFFICIAL SEAL
NOTARY PUBLIC
STATE OF WEST VIRGINIA
JASON KEITH BLAIR
311 - 9th Street
Glen Dale, West Virginia 26038
My Commission Expires Feb. 21, 2006

STATE OF WEST VIRGINIA,
COUNTY OF WOOD, to-wit:

I, Jason Keith Blair, a Notary Public of said county, do certify that Steven E. Wilson, acting as incorporator, who signed the foregoing Articles of Incorporation for **United Bank, Inc.**, a corporation, bearing date the 25th day of January, 2002, has this day in my said county, acknowledged the same before me.

Give under my hand and seal this 25th day of January, 2002.

My Commission expires: February 21, 2006.

Jason Keith Blair
Notary Public

[S E A L]

OFFICIAL SEAL
NOTARY PUBLIC
STATE OF WEST VIRGINIA
JASON KEITH BLAIR
311 - 9th Street
Glen Dale, West Virginia 26038
My Commission Expires Feb. 21, 2006

STATE OF WEST VIRGINIA,
COUNTY OF WOOD, to-wit:

I, Jason Keith Blair, a Notary Public of said county, do certify that Harold F. Manner, acting as incorporator, who signed the foregoing Articles of Incorporation for **United Bank, Inc.**, a corporation, bearing date the 25th day of January, 2002, has this day in my said county, acknowledged the same before me.

Give under my hand and seal this 25th day of January, 2002.

My Commission expires: February 21, 2006.

Jason Keith Blair
Notary Public

[S E A L]

OFFICIAL SEAL
NOTARY PUBLIC
STATE OF WEST VIRGINIA
JASON KEITH BLAIR
311 - 9th Street
Glen Dale, West Virginia 26038
My Commission Expires Feb. 21, 2006

This instrument prepared by:

Sandra M. Murphy, Attorney at Law
BOWLES RICE McDAVID GRAFF & LOVE PLLC
600 Quarrier Street
Post Office Box 1386
Charleston, West Virginia 25325-1386
(304) 347-1100

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BYLAWS

OF

UNITED BANK, INC.

ARTICLE I. OFFICES

The principal office of the corporation in the State of West Virginia shall be located in the City of Parkersburg, County of Wood. The corporation may have such other office or offices, and transact business, either within or without the State of West Virginia, as the board of directors may designate or as the business of the corporation may require from time to time.

ARTICLE II. SHAREHOLDERS

SECTION 1. Annual Meeting. The regular annual meeting of the shareholders to elect directors and transact whatever other business may properly come before the meeting, shall be held at the main office of the corporation, 514 Market Street, Parkersburg, State of West Virginia or such other place as the board of directors may designate on the third Monday of May of each year, or if that date falls on a legal holiday in the state in which the corporation is located, on the next following banking day. Notice of the meeting shall be mailed by first class mail, postage prepaid, at least 10 days and no more than 60 days prior to the date thereof, addressed to each shareholder at his/her address appearing on the books of the corporation. If, for any cause, an election of directors is not made on that date, or in the event of a legal holiday, on the next following banking day, an election may be held on any subsequent day within 60 days of the date fixed, to be designated by the board of directors, or, if the directors fail to fix the date, by shareholders representing two-thirds of the shares.

SECTION 2. Special Meetings. Special meetings of the shareholders, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the president or by and at the request of the holders of not less than ten percent (10%) of all the outstanding shares of the corporation entitled to vote at the meeting. Every such special meeting, unless otherwise provided by law, shall be called by mailing, postage prepaid, not less than 10 days nor more than 60 days prior to the date fixed for the meeting, notice of the time, place and purpose of the meeting to each shareholder at the address appearing on the books of the corporation a notice stating the purpose of the meeting.

If an annual or special shareholders' meeting is adjourned to a different date, time, or place, notice need not be given of the new date, time or place, if the new date, time or place is announced at the meeting before adjournment, unless any additional items of business are to be considered, or the corporation becomes aware of an intervening event materially affecting any matter to be voted on more than 10 days prior to the date to which the meeting is adjourned.

SECTION 3. Written Agreement in Lieu of Meeting. Whenever the vote of shareholders at a meeting thereof is required or permitted to be taken in connection with any corporate action, the meeting and vote of such shareholders may be dispensed with if all of the shareholders who would have been entitled to vote upon the action, if such meeting were held, shall agree in writing to such corporate action being taken, and such agreement shall have like effect and validity as though the action were duly taken by the unanimous action of all shareholders entitled to vote at a meeting of such shareholders duly called and legally held.

SECTION 4. Closing of Transfer Books or Fixing of Record Date. For the purpose of determining shareholders entitled to notice of or to vote at any meeting of shareholders or any adjournment thereof, or shareholders entitled to receive payment of any dividend, or in order to make a determination of shareholders for any other proper purpose, the board of directors of the corporation may provide that the stock transfer books shall be closed for a stated period but not to exceed, in any case, fifty (50) days. If the stock transfer books shall be closed for the purpose of determining shareholders entitled to notice of or to vote at a meeting of shareholders, such books shall be closed for at least ten (10) days immediately preceding such meeting. In lieu of closing the stock transfer books, the board of directors may fix in advance a date as the record date for any such determination of shareholders, such date in any case to be not more than fifty (50) days and, in case of a meeting of shareholders, not less than ten (10) days prior to the date on which the particular action, requiring such determination of shareholders, is to be taken. If the stock transfer books are not closed and no record date is fixed for the determination of shareholders entitled to notice of or to vote at a meeting of shareholders, or shareholders entitled to receive payment of a dividend, the date on which notice of the meeting is mailed or the date on which the resolution of the board of directors declaring such dividend is adopted, as the case may be, shall be the record date for such determination of shareholders. When a determination of shareholders entitled to vote at any meeting of shareholders has been made as provided in this section, such determination shall apply to any adjournment thereof.

SECTION 5. Voting Lists. The officer or agent having charge of the stock transfer books for shares of the corporation shall make a complete record of the shareholders entitled to vote at such meeting, or any adjournment thereof, arranged in alphabetical order, with the address of and the number of shares held by each, which list shall be kept on file at the office of the corporation and shall be subject to inspection by any shareholder at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any shareholder during the whole time of the meeting. The original stock transfer book shall be prima facie evidence as to who are the shareholders entitled to examine such list or transfer books or to vote at any meeting of shareholders. A copy of the stock transfer book shall be made on the first Monday in July of each year and verified by the oath of the president, secretary, or other executive officer and immediately transmitted to the West Virginia commissioner of banking at his office.

SECTION 6. Quorum. At all meetings of the shareholders, a quorum of the shareholders shall consist of a majority of all the shares of stock entitled to vote, represented by the holders thereof in person or represented by proxy. If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

If less than a majority of the outstanding shares are represented at a meeting, a majority of the shares so represented may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally noticed. The shareholders present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough shareholders to leave less than a quorum.

SECTION 7. Organization. The president shall call meetings of the shareholders to order and shall act as chairman of such meeting. The shareholders present may appoint any shareholder to act as chairman of any meeting in the absence of the president or with his consent if present.

The secretary of the corporation shall act as secretary of all meetings of the shareholders. In the absence of the secretary at any such meeting, the presiding officer may appoint any person to act as secretary thereof and to keep a record of the proceedings.

SECTION 8. Nominations of Directors. Nominations for election to the board of directors may be made by the board of directors or by any stockholder of any outstanding class of capital stock of the corporation entitled to vote for the election of directors. Nominations, other than those made by or on behalf of the existing management of the corporation, shall be made in writing and shall be delivered or mailed to the president of the corporation not less than 14 days nor more than 50 days prior to any meeting of shareholders called for the election of directors, provided that, however, that if less than 21 days' notice of the meeting is given to shareholders, such nomination shall be mailed or delivered to the president of the corporation no later than the close of business on the seventh day following the day on which the notice of meeting was mailed. Such notification shall contain the following information to the extent known to the notifying shareholder:

(1) The name and address of each proposed nominee.

(2) The principal occupation of each proposed nominee.

(3) The total number of shares of capital stock of the corporation that will be voted for each proposed nominee.

(4) The name and residence address of the notifying shareholder.

(5) The number of shares of capital stock of the corporation owned by the notifying shareholder.

Nominations not made in accordance herewith may, in his/her discretion, be disregarded by the chairperson of the meeting, and upon his/her instructions, the vote tellers may disregard all votes cast for each such nominee.

SECTION 9. Judges of Election. Every election of directors shall be managed by three judges, who shall be appointed from among the shareholders by the board of directors. The judges of election shall hold and conduct the election at which they are appointed to serve. After the election, they shall file with the secretary a certificate signed by them, certifying the result thereof and the names of the directors elected. The judges of election, at the request of the chairperson of the meeting, shall act as tellers of any other vote by ballot taken at such meeting, and shall certify the result thereof.

SECTION 10. Cumulative Voting. At each election for directors every shareholder entitled to vote at such election shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are directors to be elected and for whose election he has a right to vote, or to cumulate his votes by giving one candidate as many votes as the number of such directors multiplied by the number of his shares shall equal, or by distributing such votes on the same principle among any number of such candidates, and the directors shall not be elected in any other manner, except as provided in Article III, Section 16, of the Bylaws.

Except as otherwise provided in the preceding paragraph, or in the Articles of Incorporation of the corporation, each outstanding share entitled to vote shall be entitled to one vote upon each matter submitted to a vote at a meeting of shareholders.

SECTION 11. Proxies. At all meetings of shareholders, a shareholder may vote in person or by proxy executed in writing by the shareholder or by his duly authorized attorney in fact. Such proxy shall be filed with the secretary of the corporation before or at the time of the meeting. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

SECTION 12. Voting of Shares by Certain Holders. Shares standing in the name of another corporation may be voted by such officer, agent or proxy as the Bylaws of such corporation may prescribe, or, in the absence of such provisions, as the board of directors of such corporation may determine.

Shares held by an administrator, executor, guardian or conservator may be voted by him, either in person or by proxy, without a transfer of such shares into his name. Shares standing in the name of a trustee may be voted by him, either in person or by proxy, but no trustee shall be entitled to vote shares held by him without a transfer of such shares into his name.

Shares standing in the name of a receiver may be voted by such receiver, and shares held by or under the control of a receiver may be voted by such receiver without the transfer thereof into his name if authority so to do be contained in an appropriate order of the court by which such receiver was appointed.

A shareholder whose shares are pledged shall be entitled to vote such shares until the shares have been transferred into the name of the pledgee, and thereafter the pledgee shall be entitled to vote the shares so transferred.

Shares of its own stock belonging to the corporation shall not be voted, directly or indirectly, at any meeting, and shall not be counted in determining the total number of outstanding shares at any given time.

SECTION 13. Examining Committee. At the annual meeting of shareholders, the shareholders, present in person or by proxy shall elect an examining committee composed of not less than three nor more than five persons, each of whom shall be a shareholder either in the corporation or, if such corporation is controlled by a bank holding company, in that bank holding company. At such time or times as it may be directed to do so by the written request of the board of directors or the West Virginia commissioner of banking, such committee shall immediately proceed to examine the condition of the bank and, upon completion of such examination, shall file its report in writing with the board of directors. Such report shall set forth in detail all items included in the assets of the bank which the committee has reason to believe are not of the value at which they appear on the books and records of the bank, and shall give the value of each of such items according to its judgment. The board of directors shall cause such report to be retained as a part of the records of the bank and shall transmit a duly authenticated copy thereof to the West Virginia commissioner of banking. With the consent and approval of the shareholders, such committee may employ registered or certified public accountants to make such examination or make the same in conjunction with any official examination made by any supervisory authority. The workpapers of any audit, including any materials associated with an audit of the bank's electronic data procedures, shall be made available to the West Virginia commissioner of banking or to the examiners of the West Virginia department of banking upon request. Any official examiner of the West Virginia department of banking may require the presence of the examining committee or the executive committee during his examination.

ARTICLE III. BOARD OF DIRECTORS

SECTION 1. Powers. The business and property of the corporation shall be managed and controlled by the board of directors to be elected at each regular annual meeting of the corporation. Except as expressly limited by law, all corporate powers of the corporation shall be vested in and may be exercised by the board.

SECTION 2. Qualifications. Every director must, during the term of his or her service, be a citizen of the United States. In addition, a majority of the directors must reside in West Virginia. Every director must own capital stock in the banking institution of which he or she is a director. Said director must own shares in the aggregate par value of not less than five hundred dollars, an exception being that if a bank holding company has control of the banking institution, shares owned by a director of the subsidiary bank in the controlling bank holding company will satisfy the requirements of this section: Provided, That the director owns, in his or her own right, common or preferred stock of the controlling bank holding company in an amount equal to or greater than any one of the following: (i) Aggregate par value of five hundred dollars; (ii) aggregate shareholders' equity of five hundred dollars; or (iii) aggregate fair market value of five hundred dollars. Determination of the fair market value of the controlling bank holding company's stock shall be based upon the value of that stock on the date it was purchased or on the date the person became a director, whichever is greater. Any director who ceases to be the owner of the required number of shares of stock or who becomes disqualified in any other manner, shall thereby vacate his directorship. In addition, no person shall serve as a director who has evidenced personal dishonesty and unfitness to serve as such director by his or her conduct or practice with another financial institution which resulted in a substantial financial loss or damage thereto or who has been convicted of any crime involving personal dishonesty.

SECTION 3. Oath. Each director shall take an oath that he or she will, so far as the duty devolves upon him or her, diligently and honestly administer the affairs of the corporation, and will not knowingly violate or willingly permit to be violated any of the laws of West Virginia relative to the banking and banking institutions, and that he or she is the owner in good faith, and in his or her own right, of the number of shares of stock required by Article III, Section 2, and that the same is not hypothecated, or in any way pledged, as security for any loan or debt. The oath shall be taken before a notary public or before any other officer having an official seal and authorized by the State of West Virginia to administer oaths, except that the oath shall not be taken before any such notary public or other officer who is an officer of the corporation. The oath, subscribed by the director making it, and certified by the notary public or other officer before whom it is taken, shall be immediately forwarded to the Secretary of the Board of the Commissioner of Banking of the State of West Virginia for filing in his office.

Should a director fail to subscribe to or renew the oath hereinabove required within sixty days after notice of his or her election or re-election, or at any time after qualifying as such, sell or dispose of, or in any manner hypothecate or pledge as security for a debt or obligation, such qualifying shares, or any number thereof, necessary for his or her qualification, thereupon the remaining directors shall elect another director in his or her stead.

SECTION 4. Number. The board shall consist of no less than five nor more than twenty-five persons, the exact number within such minimum and maximum limits to be fixed and determined from time to time by resolution of a majority of the full board or by resolution of a majority of the shareholders at any meeting thereof. Each director shall hold office from the time of

his election until the next regular annual meeting of the shareholders of the corporation, or until his successor is elected and qualified, or until he is removed by a vote of the stockholders.

SECTION 5. Organization Meeting. The secretary, upon receiving the certificate of the judges, of the result of any election, shall notify the directors-elect of their election and of the time at which they are required to meet at the main office of the corporation to organize the new board and elect and appoint officers of the corporation for the succeeding year. Such meeting shall be held on the day of the election or as soon thereafter as practicable, and, in any event, within 30 days thereof. If, at the time fixed for such meeting, there shall not be a quorum, the directors present may adjourn the meeting, from time to time, until a quorum is obtained.

SECTION 6. Regular Meetings. The regular meetings of the board of directors shall be held as reasonably determined by the board of directors by resolution. Notice will be given at a previous meeting, by telephone, by letter or verbally to members regarding the date, time and place of the meeting.

SECTION 7. Special Meetings. Special meetings of the board of directors may be called by the chairperson of the corporation, or at the request of one or more directors. Each member of the board of directors shall be given notice stating the time and place by telegram, first class mail, or in person, of each special meeting.

SECTION 8. Notice. No written notice shall be required of the regular meeting of the board of directors. Notice of any special meeting shall be given at least three (3) days previously thereto by written notice delivered personally or mailed to each director at his last known address, or by telegram. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any director may waive notice of any meeting. The presence of any director at a meeting shall constitute a waiver of notice of such meeting as to that director, except when a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board of directors need be specified in the notice or waiver of notice of such meeting except that such notice must set forth the nature of the business intended to be transacted if such business is (a) amending the Bylaws or (b) authorizing the sale of all or substantially all of the assets of the corporation.

SECTION 9. Quorum. A majority of the director positions on the board shall constitute a quorum at any meeting, except when otherwise provided by law, or the Bylaws, but a lesser number may adjourn any meeting, from time to time, and the meeting may be held, as adjourned, without further notice. If the number of directors is reduced below the number that would constitute a quorum, no business may be transacted, except selecting directors to fill vacancies in conformance with Article III, Section 16. If a quorum is present, the board of directors may take action through the vote of a majority of the directors who are in attendance.

SECTION 10. Written Agreement in Lieu of Meeting. Whenever the vote of directors at a meeting thereof is required or permitted to be taken in connection with any corporate action, the meeting and vote of such directors may be dispensed with if all of the directors shall consent and agree in writing to such corporate action being taken, and such agreement (which shall set forth the action so taken and be signed by all of the directors) shall have like effect and validity as though the action were duly taken by the unanimous action of all directors at a meeting of such directors duly called and legally held.

SECTION 11. Chairperson of the Board. At all meetings of the board of directors, the chairperson of the board or in his absence, any director elected by the directors present, shall preside. The secretary or any person appointed by the directors present, shall keep a record of the proceedings. The records shall be verified by the signature of the person acting as chairperson of the meeting.

SECTION 12. Compensation. By resolution of the board of directors, each director who is not an employee of the corporation may be paid his expenses, if any, of attendance at each meeting of the board of directors, and may be paid a stated salary as director or a fixed sum for attendance at each meeting of the board of directors or both.

SECTION 13. Presumption of Assent. A director of the corporation who is present at a meeting of the board of directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

SECTION 14. Ratification by Shareholders. The board of directors, in its discretion, may submit any contract or act for approval or ratification at any annual meeting of the shareholders or any general or special meeting called for the purpose of considering any contract or act; and any contract or act which shall be approved and ratified by the vote of the holders of a majority in interest of the capital stock of the corporation that is represented in person or by proxy at such meeting, providing only that a quorum of the shareholders be either so represented in person or by proxy, shall be as valid and binding upon the corporation and upon all the stockholders as though it had been approved and ratified by each and every shareholder of the corporation.

SECTION 15. Election of Officers and Committees. The board of directors shall elect the officers hereinafter provided for in Article IV, Section 1 of these Bylaws, and in case of the absence of the president and/or the vice president, the board may appoint a president pro tempore who for the time shall discharge the official duties of the president, and the board of directors shall determine what is such absence as will justify the election of the president pro tempore.

The board of directors, by resolution adopted by a majority of the full board of directors, may designate from among its members an executive committee and one or more other committees, each of which, to the extent provided in such resolution, shall have and may exercise all the authority of the board of directors, except in reference to amending the Articles of Incorporation, adopting a plan of merger or consolidation, filling a vacancy on the board of directors or any of its committees, authorizing distribution of assets or dividends, recommending to the shareholders the sale, lease, exchange or other disposition of all or substantially all the property and assets of the corporation otherwise than in the usual and regular course of its business, recommending to the shareholders a voluntary dissolution of the corporation or a revocation thereof, adopting, amending or repealing the Bylaws of the corporation or any other action that requires the approval of the shareholders. The designation of any such committee and the delegation thereto of authority shall not operate to relieve the board of directors, or any member thereof, of any responsibility imposed by law.

The board of directors must formally ratify written policies authorized by committees of the board before they become effective. Each committee must have one or more member(s), who serve at the pleasure of the board of directors. Provisions of the Articles of Incorporation and Bylaws governing place of meetings, notice of meeting, quorum, and voting requirements of the board of directors, apply to committees and their members as well. The creation of a committee and appointment of members to it must be approved by the board of directors.

SECTION 16. Vacancies. Any vacancies existing in the board of directors and any directorship to be filled by reason of an increase in the number of directors unless the Articles of Incorporation or Bylaws provide that a vacancy shall be filled in some other manner, may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the board of directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of directors may be filled by the board of directors for a term of office continuing only until the next election of directors by the shareholders.

SECTION 17. Removal. At a meeting of shareholders called expressly for that purpose, any director or the entire board of directors may be removed, with or without cause, by a vote of the holders of a majority of the shares entitled to vote at an election of directors. If less than the entire board is to be removed, no one of the directors may be removed if the votes cast against his removal would be sufficient to elect him.

ARTICLE IV. OFFICERS

SECTION 1. Number. The officers of the corporation shall be a president, a secretary, an assistant secretary and a treasurer, and may be one or more vice presidents, each of whom shall be elected by the board of directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the board of directors.

One person may hold more than one office, except that the president and secretary shall not be the same person. No officer shall execute, acknowledge or verify any instrument in more than one capacity, if such instrument is required by law or the Bylaws to be executed, acknowledged and verified or countersigned by two or more officers.

SECTION 2. Election and Term of Office. The officers of the corporation to be elected by the board of directors shall be elected annually by the board of directors at the annual meeting of the board of directors held after each annual meeting of the shareholders. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.

SECTION 3. Removal. Any officer or agent may be removed by the board of directors whenever in its judgment, the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

SECTION 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the board of directors at a special meeting for the unexpired portion of the term. Any vacancy occurring in the office of president shall be filled promptly by the board of directors.

SECTION 5. Chairperson of the Board. The chairperson of the board shall preside at all meetings of the board of directors. The chairperson of the board shall supervise the carrying out of the policies adopted or approved by the board; shall have general executive powers, as well as the specific powers conferred by these Bylaws; and shall have and may exercise such further powers and duties as from time to time may be conferred upon, or assigned by the board of directors.

SECTION 6. President. The board of directors shall appoint one of its members to be the president of the corporation. The president of the bank shall be a member of the board and shall be the chairperson thereof, but the board may designate a director in lieu of the president to be chairperson of the board. In the absence of the chairperson, if the president has not been named as the chairperson, the president shall preside at any meeting of the board. The president shall have general executive powers, and shall have and may exercise any and all other powers and duties pertaining by law, regulation, or practice, to the office of president, or imposed by these Bylaws. The president shall also have and may exercise such further powers and duties as from time-to-time may be conferred, or assigned by the board of directors.

SECTION 7. Vice President. The board of directors may appoint one or more vice presidents. Each vice president shall have such powers and duties as may be assigned by the board of directors. One vice president shall be designated by the board of directors, in the absence of the president, to perform all the duties of the president.

SECTION 8. Secretary. The board of directors shall appoint a secretary, cashier, or other designated officer who shall be secretary of the board and of the corporation, and shall: (a) keep the minutes of the proceedings of the shareholders and of the board of directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents the execution of which on behalf of the corporation under its seal is duly authorized; (d) keep a register of the post office address of each shareholder which shall be furnished to the secretary by such shareholder; (e) sign with the president, certificates for shares of the corporation, the issuance of which shall have been authorized by resolution of the board of directors; (f) have general charge of the stock transfer books of the corporation; and (g) in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him by the president or by the board of directors.

SECTION 9. Treasurer. The treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; (b) receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositaries as shall be selected in accordance with the provisions of Article V of these Bylaws; (c) keep accurate accounts, in such form as may be approved by the board of directors, of all the financial transactions of the corporation, and shall close said accounts and balance said books of account at least once in each year; (d) whenever required by the president, the vice president, or by the board of directors, render a report of all moneys received and disbursed by the corporation and of the financial condition of the corporation; and (e) in general perform all of the duties as from time to time may be assigned to him by the president or by the board of directors.

SECTION 10. General Provisions. Directors shall direct and require good and sufficient fidelity bonds on all active officers and employees, whether or not they draw salary or compensation, which bonds shall provide for indemnity to the corporation on account of any losses sustained by it as the result of any dishonest, fraudulent or criminal act or omission committed or omitted by them acting independently or in collusion or combination with any person or persons. Such bonds may be in individual, schedule or blanket form, and the premiums therefor shall be paid by the corporation.

Any duty authorized, provided and/or required to be performed by any officer of this corporation may be performed by his duly authorized assistant.

SECTION 11. Salaries. The salaries of the officers shall be fixed from time to time by the board of directors and no officer shall be prevented from receiving such salary by reason of the fact that he is also a director of the corporation.

ARTICLE V. CONTRACTS AND ACCOUNTS

SECTION 1. Contracts. The board of directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

SECTION 2. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the board of directors.

ARTICLE VI. CERTIFICATES FOR SHARES AND THEIR TRANSFER

SECTION 1. Certificates for Shares. Certificates representing shares of the corporation shall be in such form as shall be determined by the board of directors. Such certificates shall be signed by the president and by the secretary or by such other officers authorized by law and by the board of directors so to do, and sealed with the corporate seal or a facsimile thereof. The signatures of the president and the secretary or such other officers upon a certificate may be facsimiles if the certificate is manually signed on behalf of a transfer agent or a registrar, other than the corporation itself or an employee of the corporation. In case any officer who has signed or whose facsimile signature has been placed upon such certificate shall have ceased to be such officer before such certificate is issued, it may be issued by the corporation with the same effect as if he were such officer at the date of its issue. All certificates for shares shall be consecutively numbered or otherwise identified. The name and address of the person to whom the shares represented thereby are issued, with the number of shares and date of issue, shall be entered on the stock transfer books of the corporation. All certificates surrendered to the corporation for transfer shall be canceled and no new certificate shall be issued until the former certificate for a like number of shares shall have been surrendered and canceled, except that in case of a lost, destroyed or mutilated certificate a new one may be issued pursuant to Section 4 of this Article. Each certificate shall recite on its face that the stock represented thereby is transferable only upon the books of the corporation.

SECTION 2. Transfer of Shares. Transfer of shares of the corporation shall be made only on the stock transfer books of the corporation by the holder of record thereof or by his legal representative, who shall furnish proper evidence of authority to transfer, or by his attorney thereunto authorized by power of attorney duly executed and filed with the secretary of the corporation, and on surrender for cancellation of title certificate for such shares. The person in whose name shares stand on the books of the corporation shall be deemed by the corporation to be the owner thereof for all purposes.

SECTION 3. Dividends. The directors of the corporation may quarterly, semiannually or annually, declare a dividend of so much of the net profits of the corporation as they shall judge expedient, except that until, the surplus fund of the corporation shall equal its common stock, no dividends shall be declared unless there has been carried to the surplus fund not less than one-tenth part of the corporation's net profits of the preceding half year in the case of quarterly or semiannual dividends, or not less than one-tenth part of its net profits of the preceding two consecutive half-year periods in the case of annual dividends. The corporation shall seek approvals required by law, if any, prior to declaring a dividend.

SECTION 4. Lost, Destroyed or Stolen Certificates. A shareholder requesting the issuance of a stock certificate of the corporation in lieu of a lost, destroyed or stolen certificate shall promptly give notice to the corporation of such loss, destruction or theft, and publish in a newspaper of general circulation published in the County within which the corporation then has its principal place of business, a notice of such loss once a week for two (2) successive weeks. Such shareholder shall file with the officers of this corporation, first, an affidavit setting forth the time, place and circumstances of the loss to the best of his knowledge and belief and, second, proof of the required publication. He shall also, in the discretion of the board of directors, execute and deliver to the corporation a bond with good security in a penalty of an amount deemed reasonable and necessary by the board of directors, which, amount may be an unlimited amount, conditioned to indemnify the corporation and all persons whose rights may be affected by the issuance of the new certificates against any loss in consequence of the new certificate being issued.

The corporation will issue the new stock certificate if the above requirements are completed before the corporation has notice that the certificate has been acquired by a bona fide purchaser.

The board of directors, in its discretion, may authorize the issuance of a new certificate in lieu of the one lost, destroyed or stolen without requiring the publication of said notice or the giving of a bond.

ARTICLE VII. ACCOUNTING PERIOD

The accounting period of the corporation shall begin on the 1st day of January, and end on the 31st day of December, in each year.

ARTICLE VIII. CORPORATE SEAL

The board of directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the corporation, the state of incorporation and the words, "Corporate Seal."

ARTICLE IX. MISCELLANEOUS

SECTION 1. Voting Upon Stocks. Unless otherwise ordered by the board of directors, the president shall have full power and authority on behalf of the corporation, whether in person or by proxy, to attend and to act and to vote at any meeting of stockholders of any corporation in which this corporation may hold stock, and at any such meeting shall possess and may exercise any and all the rights and powers incident to the ownership of such stock, and which, as the owner thereof, this corporation might have possessed and exercised if present. The board of directors by resolution may, from time to time, confer like powers upon any other person or persons.

SECTION 2. Contracts With Directors and Officers. No contract or other transaction between a corporation and one or more of its directors or any other corporation, firm, association or entity in which one or more of its directors are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the board of directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his or their votes are counted for such purpose, if: (1) the fact of such relationship or interest is disclosed or known to the board of directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or (2) the fact of such relationship or interest is disclosed or known to the stockholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (3) the contract or transaction is fair and reasonable to the corporation.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or a committee thereof which authorizes, approves or ratifies such contract or transaction.

On any question involving the authorization, approval or ratification of any such contract or transaction, the names of those voting each way shall be entered on the record of the proceedings.

SECTION 3. Indemnification of Directors, Officers and Employees. The corporation shall indemnify and reimburse each present and future director, officer, employee or agent of the corporation against, and each such director, officer, employee or agent shall be entitled without further action on his or her part to indemnity from the corporation for, the following:

All expenses, including without limitation attorneys' fees, judgments, fines, taxes and penalties and interest thereon, and if its Board of Directors determines that a settlement of any action, suit or proceeding is in the best interest of the corporation, all amounts paid in effecting such settlement, other than amounts paid to the corporation itself, reasonably incurred by him or her in connection with or arising out of any action, suit or proceeding in which he or she may be involved by reason of his or her being or having been a director, officer, employee or agent of the corporation or of any other firm, corporation, association, company or organization which he or she serves or has served as a director, officer, employee or agent at the request of the corporation; provided however, that such indemnity shall not include any expenses incurred by any director, officer, employee or agent with respect to matters as to which he or she shall be finally adjudged in any such action, suit or proceeding to have been guilty of or liable for gross negligence, willful misconduct or criminal acts in the performance of his or her duties for the corporation; provided, further, that no person shall be so indemnified or reimbursed in relation to any matter in which action, suit, or proceeding which has been made the subject of a compromise settlement except with the approval of a court of a competent jurisdiction, or the holders of record of a majority of the outstanding shares of the association, or the board of directors, acting by vote of the directors not parties to the same or substantially the same action, suit, or proceeding, constituting a majority of the whole number of directors; provided, further, that no person shall be so indemnified or reimbursed any expenses incurred in an administrative proceeding or action instituted by an appropriate bank regulatory agency, which proceeding or action results in a final order assessing civil money penalties or requiring affirmative action by an individual or individuals in the form of payments to the corporation if such form of indemnification is specially prohibited by any valid and enforceable ruling of an appropriate bank regulatory agency. The foregoing right of indemnification shall inure to the benefit of the heirs, executors or administrators of each such directors, officer employee or agent and shall be in addition to all other rights to which such director, officer, employee or agent may be entitled as a matter of law.

The corporation may, upon the affirmative vote of a majority of its Board of Directors, purchase insurance for the purpose of indemnifying its directors, officers, employees and agents to the extent that such indemnification is allowed in the preceding paragraph. Such insurance may, but need not, be for the benefit of all directors, officers, employees and agents.

SECTION 4. Waiver of Notice. Unless otherwise provided by law, whenever any notice is required to be given to any shareholder or directors of the corporation under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of the West Virginia Corporation Act, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice and attendance of the person at a meeting shall constitute a waiver of notice, unless the person attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

SECTION 5. Telephonic Attendance and Voting at Meetings. Notwithstanding anything herein contained to the contrary, one or more directors or shareholders may participate in a meeting of the board, a committee of the board or of the shareholders by means of telephonic conference or similar electronic communication equipment by means of which all persons participating in the meeting can hear each other.

Whenever a vote of the shareholders or directors is required or permitted in connection with any corporate action this vote may be taken orally during this electronic conference. The agreement thus reached shall have like effect and validity as though the action were duly taken by the action of the shareholders or directors at a meeting of shareholders or directors if the agreement is reduced to writing and approved by the shareholders or directors at the next regular meeting of the shareholders or directors after the conference.

SECTION 6. Usage of Terms. Except as otherwise specifically provided, for the purposes of these Bylaws, the term majority shall mean a number greater than one-half (½) of the total.

Except as otherwise specifically provided, for the purposes of these Bylaws, and as the context may require, the use of pronouns of the masculine gender shall be deemed to include pronouns of the feminine and neuter genders, and the use of pronouns of the feminine gender shall be deemed to include pronouns of the masculine and neuter genders.

SECTION 7. Records. The Articles of Incorporation, the Bylaws, and the proceedings of all meetings of the shareholders, the board of directors, and standing committees of the board, shall be recorded in appropriate minute books provided for that purpose. The minutes of each meeting shall be signed by the secretary or other officer appointed to act as secretary of the meeting.

ARTICLE X. AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the board of directors at any regular or special meeting of the board of directors, subject to repeal or alteration by action of the shareholders.

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The City of Parkersburg (West Virginia)
Taxable Combined Waterworks and Sewerage System
Refunding Revenue Bonds, Series 2006 A,
Taxable Combined Waterworks and Sewerage System
Refunding Revenue Bonds, Series 2006 B
and
When, As and If Issued
Tax-Exempt Combined Waterworks and Sewerage System
Refunding Revenue Bonds, Series 2006 C

RULE 15c2-12 CERTIFICATE

The undersigned hereby certifies and represents to Crews & Associates, Inc. and Ferris, Baker Watts, Incorporated (collectively, the "Underwriters") that he is the duly elected and acting Mayor of The City of Parkersburg (the "City") authorized to execute and deliver this Certificate and further certifies on behalf of the City to the Underwriters as follows:

(1) This Certificate is delivered to enable the Underwriters to comply with Rule 15c2-12 under the Securities Exchange Act of 1934 (the "Rule") in connection with the offering and sale of the City's Taxable Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 2006 A, Taxable Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 2006 B, and when, as and if issued, Tax-Exempt Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 2006 C (collectively, the "Bonds").

(2) In connection with the offering and sale of the Bonds, there has been prepared a Preliminary Official Statement, dated March 1, 2006, setting forth information concerning the Bonds and the issuer of the Bonds (the "Preliminary Official Statement").

(3) As used herein, "Permitted Omissions" shall mean the offering price(s), interest rate(s), selling compensation, aggregate principal amount, principal amount per maturity, delivery dates, ratings, the identity of the Underwriters and other terms of the Bonds and any underlying obligations depending on such matters, all with respect to the Bonds and any underlying obligations.

(4) The Preliminary Official Statement is, except for the Permitted Omissions, final as of its date, and the information therein is accurate and complete except for the Permitted Omissions.

(5) If, at any time prior to the execution of the final bond purchase agreement, any event occurs as a result of which the Preliminary Official Statement might include an untrue statement of a material fact or omit to state any material fact necessary to make the statements therein, in light of the circumstances under which they were made, not misleading, the City shall promptly notify the Underwriters thereof.

IN WITNESS WHEREOF, I have hereunto set my hand as of the 1st day of March, 2006.

THE CITY OF PARKERSBURG

By: _____
Its: Mayor

THE CITY OF PARKERSBURG (WEST VIRGINIA)
Taxable Combined Waterworks and Sewerage System
Refunding Revenue Bonds, Series 2006 A,
Taxable Combined Waterworks and Sewerage System
Refunding Revenue Bonds, Series 2006 B
and
When, As and If Issued
Tax-Exempt Combined Waterworks and Sewerage System
Refunding Revenue Bonds, Series 2006 C

JOINT CERTIFICATE OF ISSUER, ESCROW AGENT AND PAYING AGENT

The undersigned Mayor of The City of Parkersburg, a public corporation of the State of West Virginia (the "Issuer"), the undersigned Executive Director of the West Virginia Municipal Bond Commission, Charleston, West Virginia (the "Paying Agent") and the undersigned Vice President of United Bank, Inc., Charleston, West Virginia (the "Escrow Agent") hereby jointly certify as follows in connection with the above-captioned Bond issues, all terms to have the same meanings set forth in the hereinafter-described Escrow Agreement:

1. We have executed on behalf of the Issuer and the Escrow Agent, the Escrow Agreement by and between the Issuer and the Escrow Agent, dated March 23, 2006 (the "Escrow Agreement").

2. The Government Securities and moneys on deposit in the Escrow Fund created pursuant to the Escrow Agreement are shown by the Verification Report of Smith, Cochran and Hicks, P.L.L.C., Certified Public Accountant, to be in amounts sufficient to pay the interest on the Series 2006 A Bonds and the Series 2006 B Bonds, when due, and to effect the special mandatory redemption of the Series 2006 A Bonds and the purchase of the Series 2006 C Bonds, and the proceeds of the Series 2006 C Bonds, together with certain funds of the Issuer, are shown to be in amounts sufficient to discharge the Series 1996 Bonds described in the Escrow Agreement, including payment of the entire principal amount of the Series 1996 Bonds then outstanding, the redemption premium and interest accrued thereon, on the redemption date thereof, being September 1, 2006, at which time the liens of the Series 1996 Bonds and the resolution pursuant to which the Series 1996 Bonds were issued will be discharged.

3. In the event the Series 2006 C Bonds are not issued, the Government Securities and moneys on deposit in the Escrow Fund are shown by the Verification Report of Smith, Cochran and Hicks, P.L.L.C., Certified Public Accountants, to be in amounts sufficient to effect the mandatory tender of the Series 2006 A Bonds on June 15, 2006.

[Remainder of Page Intentionally Left Blank]

WITNESS our signatures on this 23rd day of March, 2006.

THE CITY OF PARKERSBURG

By: _____
Its: Mayor

WEST VIRGINIA MUNICIPAL BOND COMMISSION, as Paying Agent

By: _____
Its: Executive Director

UNITED BANK, INC., as Escrow Agent

By: _____
Its: Authorized Officer

03/15/06
692580.00017

All Series 1996 Bonds outstanding as of the Redemption Date are to be surrendered to:

United Bank, Inc.
500 Virginia Street, East
Charleston, West Virginia 25301
Attention: Trust Officer

for payment of the Redemption Price thereof (which Redemption Price is equal to the principal amount of each of the Series 1996 Bonds to be redeemed, plus a premium of 2% of the principal amount of each of the Series 1996 Bonds to be redeemed) and interest accrued thereon to September 1, 2006.

There has been deposited with United Bank, Inc., (formerly known as United National Bank) as paying agent for the Series 1996 Bonds, an amount sufficient to pay, on the Redemption Date, the Redemption Price of the Series 1996 Bonds and interest accrued thereon. On the Redemption Date, interest will cease to accrue on all Series 1996 Bonds.

In accordance with the terms of the Interest and Dividend Tax Compliance Act of 1983, payers are required to withhold 31% of payment upon redemption to certain bondholders who do not provide a correctly completed Form W-9 entitled "Payer's Request for Taxpayers Identification Number." If you need a copy of the Form W-9, you should be able to obtain one at your local bank or IRS service center. Please return a correctly completed Form W-9 to the address above with your Series 1996 Bonds to avoid any such withholding penalties.

THE CITY OF PARKERSBURG

By: _____
Its: Mayor

UNITED BANK INC. (formerly, United National Bank), as Paying Agent

By: _____
Its: Authorized Officer

Dated: _____, 2006

* No representation is made as to the correctness of the CUSIP numbers as printed on the Series 1996 Bonds or as contained in this notice of redemption.

686870.00017

of the Series 2006 A Bonds and Series 2006 B Bonds, apply the proceeds thereof to the purchase of United States Treasury Obligations (the "Government Securities") to be deposited, together with certain cash amounts, in the Escrow Fund herein described;

WHEREAS, the Escrow Agent will cause to be purchased on behalf of the Issuer, with proceeds of the Series 2006 A Bonds and certain proceeds of the Series 2006 B Bonds, the Government Securities described in the Verification Report, dated March 23, 2006, of Smith, Cochran & Hicks, P.L.L.C., a firm of independent certified public accountants, attached hereto as EXHIBIT A - VERIFICATION REPORT (the "Verification Report");

WHEREAS, the Government Securities and certain cash amounts shall be delivered to the Escrow Agent simultaneously with the delivery of the Series 2006 A Bonds and the Series 2006 B Bonds;

WHEREAS, the Escrow Agent shall pay the interest on the Series 2006 A Bonds and the Series 2006 B Bonds, when due, through and including June 15, 2006, from funds deposited in the Escrow Fund;

WHEREAS, by their purchase of a Series 2006 Bond, the Series 2006 Bondholders have unconditionally and irrevocably agreed, upon the authentication and issuance of the Series 2006 C Bonds in accordance with the provisions of the Ordinance and delivery of the Series 2006 C Bond Counsel Opinion as provided in the Ordinance, to purchase on June 15, 2006, Series 2006 C Bonds in a principal amount equal to the then outstanding principal amount of the Series 2006 Bonds at a purchase price equal to $17,425,000;

WHEREAS, by its purchase of a Series 2006 Bond, each Series 2006 Bondholder has irrevocably appointed the Escrow Agent as its agent and attorney in fact and instructed the Escrow Agent on its behalf to transfer the redemption proceeds of its Series 2006 Bonds redeemed pursuant to the special mandatory redemption provisions of the Series 2006 Bonds, to the Paying Agent for the Series 2006 Bonds, which will purchase a like amount of Series 2006 C Bonds on behalf of such Series 2006 Bondholder, all for the purpose of satisfying such Series 2006 Bondholder's obligation to purchase the Series 2006 C Bonds;

WHEREAS, such purchase or exchange shall be made by the Underwriters on behalf of the Series 2006 Bondholder (unless enjoined by a court of competent jurisdiction in the event of a bankruptcy or insolvency of a Series 2006 Bondholder or due to other

similar circumstances) automatically and without the necessity of any further action on the part of each Series 2006 Bondholder;

WHEREAS, if the Series 2006 C Bonds are issued on June 15, 2006, moneys in the Escrow Fund shall be delivered by the Escrow Agent to the Paying Agent of the Series 2006 Bonds for the special mandatory redemption of the Series 2006 Bonds and, the proceeds of the Series 2006 C Bonds shall be transferred by the paying agent of the Series 1996 Bonds, which along with $1,750,000 to be transferred from the reserve account for the Series 1996 Bonds and $427,406.25 to be paid from the revenue account on June 15, 2006, shall be sufficient to pay the entire principal amount of the Series 1996 Bonds then outstanding (including those Series 1996 Bonds maturing on September 1, 2006), the redemption premium, if any, and interest accrued thereon (collectively, the "Redemption Price"), on the redemption date thereof, being September 1, 2006 (the "Redemption Date");

WHEREAS, if the Series 2006 C Bonds are not issued on June 15,2006, the Series 2006 A Bonds shall be subject to mandatory tender to the Escrow Agent, at which time the Escrow Agent shall apply the cash and the Government Securities held by the Escrow Agent toward the purchase of the tendered Series 2006 A Bonds at a price equal to the principal amount thereof, plus interest to and including June 15, 2006, and the Series 2006 A Bonds shall not be subject to redemption pursuant to the special mandatory redemption provisions of the Ordinance and in such event, no Series 2006 C Bonds will be issued and neither the Escrow Agent, the Paying Agent of the Series 2006 A Bonds nor the Issuer will have any liabilities to or be subject to any claim by any Series 2006 A Bondholder, and each Series 2006 A Bondholder by accepting a Series 2006 A Bond agrees to such provisions;

WHEREAS, if the Series 2006 C Bonds are not issued on June 15, 2006, the Series 2006 B Bonds shall remain outstanding subject to their terms;

WHEREAS, the Issuer has found it desirable to appoint the Escrow Agent and the Escrow Agent has agreed to such appointment for the purposes of holding title, as trustee, to the Government Securities, receiving payments of the principal thereof and interest thereon, when due, applying such amounts to pay the interest on the Series 2006 Bonds and the Series 2006 Bonds, when due, and to effect the special mandatory redemption of the Series 2006 Bonds and investing and reinvesting any cash balances which may at any time not be needed for immediate disbursement, and if the Series 2006 C Bonds are not issued, applying the Government Securities and cash to pay the mandatory tender of the Series 2006 A Bonds; and

WHEREAS, the Issuer has found it desirable to appoint the Paying Agent of the Series 2006 Bonds and the Paying Agent of the Series 2006 Bonds has agreed to such appointment for the purposes of effecting the special mandatory redemption of the Series 2006 Bonds, purchasing or exchanging the Series 2006 C Bonds and disbursing the proceeds of the Series 2006 C Bonds to the paying agent of the Series 1996 Bonds for payment of the Redemption Price of the Series 1996 Bonds on the Redemption Date;

NOW, THEREFORE, in consideration of the mutual agreements contained herein, and in order further to secure payment of the Series 2006 A Bonds, the Series 2006 B Bonds and the Series 1996 Bonds, as heretofore provided, the parties hereto mutually undertake, promise and agree for themselves, their respective representatives, successors and assigns, as follows:

1. There is hereby created and established with the Escrow Agent an irrevocable trust fund to be known as the Escrow Fund, to be held in the custody of the Escrow Agent, separate and apart from all other funds of the Issuer and the Escrow Agent. The deposit of securities or moneys in the Escrow Fund shall constitute an irrevocable deposit of such securities or moneys in trust therefor, and such securities or moneys, together with any income or interest earned thereon, shall be applied, except as otherwise provided herein, to the payment of interest on the Series 2006 A Bonds and the Series 2006 B Bonds, when due, the special mandatory redemption of the Series 2006 A Bonds and the Series 2006 B Bonds, and the purchase of the Series 2006 C Bonds, and thereafter, the proceeds of the Series 2006 C Bonds, together with certain funds provided directly to the paying agent for the Series 1996 Bonds by the Issuer on June 15, 2006, shall be applied to the payment of the Redemption Price of the Series 1996 Bonds on the Redemption Date, all in accordance with paragraph 5 hereof, or if the Series 2006 C Bonds are not issued, the funds held in the Escrow Account shall be applied, except as otherwise provided herein, to the mandatory tender of the Series 2006 A Bonds, all in accordance with paragraph 6 hereof.

2. Concurrently with the delivery of the Series 2006 Bonds, the Issuer shall cause proceeds of the Series 2006 Bonds in the amount of $17,271,304.27 to be deposited in the Escrow Fund, and thereupon $17,270,865.32 to be applied to the purchase of the Government Securities. Maturing principal and interest (together with reinvestment proceeds thereof) of the Government Securities in the Escrow Fund shall be applied solely to the payment of interest on the Series 2006 A Bonds and the Series 2006 B Bonds, when due, the special mandatory redemption of the Series 2006 A Bonds and the Series 2006 B Bonds, and the purchase of the Series 2006 C Bonds, and thereafter, the proceeds of the Series 2006 C Bonds, together with a transfer of $1,750,000 from the reserve account for the 1996 Bonds and $427,406.25 to be paid from the revenue account for the Series 1996 Bonds by the Issuer, shall be applied solely to the payment of the Redemption Price of the Series 1996 Bonds on the Redemption Date; or if the Series 2006 C Bonds are not issued, the funds held in the Escrow Account shall be applied to the mandatory tender of the Series 2006 A Bonds. Smith, Cochran & Hicks, P.L.L.C., has certified in its Verification Report that the

Government Securities, together with the income to be derived therefrom, will be sufficient to pay the interest on the Series 2006 A Bonds and the Series 2006 B Bonds, when due, and to effect the special mandatory redemption of the Series 2006 A Bonds and the Series 2006 B Bonds, and the purchase of the Series 2006 C Bonds, and that the proceeds of the Series 2006 C Bonds, together with $1,750,000 to be transferred from the reserve account and $427,406.25 to be paid from the revenue account for the Series 1996 Bonds on June 15, 2006, will be sufficient to pay the principal amount and a redemption premium of 2% on all Series 1996 Bonds maturing after September 1, 2006 on the Redemption Date, and that, if the Series 2006 C Bonds are not issued, the Government Securities held in the Escrow Fund, together with the income to be derived therefrom, will be sufficient to pay the mandatory tender of the Series 2006 A Bonds. The Issuer hereby authorizes and directs the Escrow Agent to subscribe to the purchase of the Government Securities.

3. If the Series 2006 C Bonds are issued, then on June 15, 2006, the Commission shall transfer (i) $215,862.68 from the moneys in the revenue account for the Series 1996 Bonds to the paying agent for the Series 1996 Bonds, (ii) $ 1,705,205 from the moneys in the reserve account for the Series 1996 Bonds to the fully fund the Series 2006 C Bonds Reserve Account, and (iii) $355,000 from the moneys remaining in the revenue account and reserve account for the Series 1996 Bonds to redeem the Series 2006 B Bonds. Any balance remaining in the reserve account or revenue account after September 1, 2006, for the Series 1996 Bonds shall be returned by the Commission to the Issuer. In the event the Series 2006 C Bonds are not issued, the Commission shall not transfer any moneys from the reserve account or revenue account of the Series 1996 Bonds.

4. The Escrow Agent shall have no authority to reinvest funds or make substitutions of the Government Securities acquired hereunder under this Escrow Agreement except as follows:

If requested by the Issuer, and upon receipt of an opinion of nationally recognized bond counsel that such substitution will not cause any of the Series 2006 C Bonds, when issued, to be an "arbitrage bond" as defined in Section 148 of the Internal Revenue Code of 1986, as amended and then in effect (the "Code"), or to be subject to treatment under Section 148 as an obligation not described in Section 103 of the Code, the Escrow Agent may substitute other United States Treasury Obligations for the Government Securities described herein, provided that (i) such United States Treasury Obligations being substituted are non-callable and sufficient to pay interest on the Series 2006 A Bonds and the Series 2006 B Bonds on June 15, 2006 and to effect the special mandatory redemption of the Series 2006 Bonds and the purchase of the Series 2006 C Bonds, and that the proceeds of the Series 2006 C Bonds, together with certain funds from the reserve account of the Series 1996 Bonds and certain funds to be provided by the Issuer on June 15, 2006, will be sufficient to pay the Redemption Price of the Series 1996 Bonds on the Redemption Date, or if the Series 2006 C Bonds are not issued, to pay the mandatory tender of the Series 2006 A Bonds and (ii) the composite yield thereon is equal to or in excess of the composite yield of the Government

Securities hereto for which they are being substituted, and provided further, that the Escrow Agent receives verification by a Certified Public Accountant of all of the foregoing matters.

5. A. If the Series 2006 C Bonds are issued on June 15, 2006, the Escrow Agent shall transfer to the Paying Agent of the Series 2006 Bonds from the Escrow Fund (i) $252,253.45 to pay the accrued interest on the Series 2006 A Bonds and Series 2006 B Bonds through June 15, 2006 and (ii) $17,275,149.82 to effect the special mandatory redemption of the Series 2006 Bonds, along with $1,750,000 to be transferred on such date from the reserve account for the Series 1996 Bonds, including $427,406.25 to be paid into the revenue account for the Series 1996 Bonds to be deposited on or before such date by the Issuer with such paying agent shall, in the aggregate, be in an amount sufficient to pay the Redemption Price of the Series 1996 Bonds (including those Series 1996 Bonds maturing on September 1, 2006) on the Redemption Date, pay the interest on the Series 2006 A Bonds and Series 2006 B Bonds, redeem the Series 2006 B Bonds and fully fund the Series 2006 C Bonds Reserve Account.

On March 23, 2006, the Issuer shall provide appropriate written instructions to United Bank, Inc., as the registrar of the Series 1996 Bonds, to cause it to send written notification by first-class mail to all registered owners of the Series 1996 Bonds not less than 30 days nor more than 60 days prior to June 15, 2006, in accordance with the requirements of the 1996 Ordinance.

6. If the Series 2006 C Bonds are not issued on June 15, 2006, the Escrow Agent shall transfer to the Paying Agent of the Series 2006 A Bonds all monies in the Escrow Fund, in immediately available funds, which amount is sufficient to pay the tendered Series 2006 A Bonds at a price equal to the principal amount thereof, plus interest accrued to and including June 15, 2006. The Series 2006 B Bonds shall remain outstanding subject to their terms.

7. The holders of the Series 2006 A Bonds and the Series 2006 B Bonds (with respect to interest only) shall have an express lien on all moneys and assets in the Escrow Fund until paid out, used and applied in accordance with this Escrow Agreement.

8. Subject to the provisions of paragraph 18 hereof, after the payment of all amounts required to be paid pursuant to paragraph 5 of this Escrow Agreement, the amounts remaining in the Escrow Fund, if any, shall be deposited by the Escrow Agent in the Series 2006 C Bonds Sinking Fund, and applied to payment of the Series 2006 C Bonds.

9. The Escrow Agent shall be entitled to fees for services rendered under this Escrow Agreement and reasonable expenses as set forth in EXHIBIT B - ESCROW AGENT FEES, attached hereto. The Issuer shall pay from its own funds to the Escrow Agent the amounts at the times set forth in EXHIBIT B. In no event shall such fees or expenses be paid from the Escrow Fund, nor shall the Escrow Agent or the Paying Agent of the Series 2006 A Bonds or Series 2006 B Bonds have any lien whatsoever upon any of the

moneys or Government Securities in the Escrow Fund for the payment of such fees or expenses.

10. The Issuer and the Escrow Agent independently hereby covenant that no part of the moneys or funds at any time in the Escrow Fund shall be used directly or indirectly to acquire any securities or obligations, the acquisition of which would cause any of the Series 2006 C Bonds, when issued, to be an "arbitrage bond" as defined in Section 148 of the Code, or to be subject to treatment under Section 148 as an obligation not described in Section 103 of the Code.

11. Neither the Escrow Agent nor the Paying Agent shall have any responsibility with respect to the sufficiency of this Escrow Agreement to pay the interest on the Series 2006 A Bonds and the Series 2006 B Bonds, when due, and to effect the special mandatory redemption of the Series 2006 A Bonds or the Series 2006 B Bonds, the purchase of the Series 2006 C Bonds and the payment of Series 1996 Bonds. The liability of the Paying Agent of the Series 2006 Bonds for the Redemption Price of the Series 1996 Bonds shall be limited to the payment of all amounts required to be paid pursuant to paragraph 5 hereof, or if the Series 2006 C Bonds are not issued, to the payment of all amounts required to be paid in connection with the mandatory tender of the Series 2006 A Bonds pursuant to paragraph 6 hereof. Neither the Escrow Agent nor the Paying Agent shall be liable or responsible because of the failure of the Issuer to perform any act required of it by this Escrow Agreement. Neither the Escrow Agent nor the Paying Agent shall have any responsibility to the Issuer or any other person in connection with this Escrow Agreement, except as specifically provided herein, and shall not be responsible for anything done or omitted to be done by them except for their own negligence or willful default in the performance of any obligation imposed on it hereunder.

12. By execution of this Escrow Agreement, the Escrow Agent and the Paying Agent accept the duties and obligations as Escrow Agent and the Paying Agent respectively hereunder. The Escrow Agent and the Paying Agent represent that they each have all requisite power and have taken all action necessary to execute the trusts hereby created.

13. If the Escrow Agent or the Paying Agent is called upon by the terms of this Escrow Agreement to determine the occurrence of any event or contingency, they may request from the Issuer or any other person such reasonable additional evidence as they in their discretion may deem necessary to determine any fact relating to the occurrence of such event or contingency, and in this connection may inquire and consult with the Issuer, at any time. They may request an opinion of counsel for a determination of any legal issue which might arise in the performance of their duties hereunder and may act in accordance with the advice given in such opinion.

14. The Escrow Agent shall not be liable for any loss resulting from any investment made pursuant to the terms and provisions of this Escrow Agreement.

15. The Escrow Agent and the Paying Agent may act upon any notice, request, waiver, consent, certificate, receipt, authorization, power of attorney or other instrument or document which they in good faith believe to be genuine and correct and to have been signed or sent by the proper person or persons.

16. The Escrow Agent and the Paying Agent may resign or be removed by the Issuer, and thereby become discharged from the trusts hereby created, by notice given to the Issuer not less than thirty (30) days before such resignation or removal shall take effect. Such resignation or removal shall take effect immediately, however, upon the earlier appointment of a new Escrow Agent or the Paying Agent hereunder and acceptance of the trusts hereby created. The Escrow Agent and the Paying Agent shall continue to serve as such until a successor is appointed and the funds held hereunder transferred. The Escrow Agent shall provide a proper accounting to the Issuer of all funds deposited pursuant to this Escrow Agreement within 30 days of the appointment of a successor Escrow Agent. If no such appointment has been made at the end of the 30-day period, the Escrow Agent may petition a court of competent jurisdiction for appointment of a successor or temporary Escrow Agent. In the event of the resignation or removal of the Escrow Agent, the Escrow Agent shall rebate to the Issuer any fees theretofore paid in advance by the Issuer to the Escrow Agent for its services under this Escrow Agreement.

17. This Escrow Agreement is made for the benefit of the Issuer, the Escrow Agent and the holders of the Series 2006 A Bonds, the Series 2006 B Bonds and the Series 1996 Bonds, except as otherwise expressly provided herein. This Escrow Agreement may be modified or amended at anytime, provided, however, that no such modification or amendment shall be made which would, materially adversely affect the interest of any of the holders of the Series 2006 A Bonds, the Series 2006 B Bonds and the Series 1996 Bonds.

18. If any outstanding Series 1996 Bonds are not presented for payment on the Redemption Date, and moneys are held by the Paying Agent for payment thereof, such moneys shall be held for such purposes for a period of 5 years from the date such payment was due, at which time such moneys shall be paid to the Issuer. Following such payment to the Issuer, the Issuer shall be responsible for payment to any holder of the Series 1996 Bonds presenting such Series 1996 Bonds to the Paying Agent for the amount payable to such holder.

19. This Escrow Agreement shall terminate when the Escrow Agent and the Paying Agent Bonds have paid all amounts required to be paid pursuant to paragraph 5 or paragraph 6 hereof or, in the event any outstanding Series 1996 Bonds have not been presented for payment on such dates as described in paragraph 18 above, the earlier of 5 years from the date such payment was due or the date on which the Series 1996 Bonds have been presented for payment. Upon termination of this Escrow Agreement, any remaining moneys and Government Securities in the Escrow Fund shall be transferred as provided in paragraph 8 hereof.

20. If any one or more of the covenants or agreements provided in this Escrow Agreement to be performed on the part of any of the parties hereto shall be determined by a court of competent jurisdiction to be contrary to law, such covenant or agreement shall be deemed and construed to be severable from the remaining covenants and agreements herein contained and shall in no way affect the validity of the remaining provisions of this Escrow Agreement.

21. This Escrow Agreement may be executed in several counterparts, all or any of which shall be regarded for all purposes as one original and shall constitute and be but one and the same instrument.

22. This Escrow Agreement is made in the State of West Virginia under the Constitution and laws of such State and is to be so construed.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, the parties hereto have executed this Escrow Agreement on the day and year first above written.

THE CITY OF PARKERSBURG

By: _____
Its: Mayor

UNITED BANK, INC., as Escrow Agent

By: _____
Its: Authorized Officer

WEST VIRGINIA MUNICIPAL BOND COMMISSION, as Paying Agent

By: _____
Its: Executive Director

686870.00017

EXHIBIT A - VERIFICATION REPORT

[Included as Transcript Document No. 30]

EXHIBIT B - ESCROW AGENT FEES

STEPTOE & JOHNSON PLLC
ATTORNEYS AT LAW
Clarksburg Charleston Morgantown Martinsburg Wheeling Huntington

Bank One Center, Eighth Floor
P.O. Box 1588
Charleston, WV 25326-1588
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www.steptoe-johnson.com

Writer's Contact Information

March 21, 2006

The City of Parkersburg (West Virginia)
Taxable Sewer Refunding Revenue Bonds, Series 2006 A and Series 2006 B
And
When, As and If Issued
Sewer Refunding Revenue Bonds, Series 2006 C

HAND DELIVERY

Kathy Smith, Vice President
United Bank, Inc.
500 Virginia Street, East
Charleston, West Virginia

Dear Ms. Smith:

As bond counsel for The City of Parkersburg (the "Issuer"), we wish to advise you that on March 23, 2006 (the "Settlement Date"), the Issuer will deliver its Taxable Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 2006 A ("Series 2006 A Bonds"), and Taxable Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 2006 B ("Series 2006 B Bonds") to Crews & Associates, Inc., and Ferris, Baker Watts, Incorporated (the "Underwriters"), the purchasers thereof.

On the Settlement Date, the Issuer will wire a portion of the proceeds of the Series 2006 A Bonds and Series 2006 B Bonds to United Bank, Inc., as Escrow Agent, in the amount of $17,271,304.27 to be deposited in the Escrow Fund created under the Escrow Agreement by and among the Issuer and United Bank, Inc., as Escrow Agent, and $17,270,865.32 shall be used to purchase that certain United States Treasury Bill, CUSIP number 912795XG1, maturing June 15, 2006 (the "Governmental Security") in the principal amount of $17,270,865.32. I hereby certify that the Governmental Security was selected by the Issuer and not by the Escrow Agent.

On June 15, 2006, if the Issuer issues its Tax-Exempt Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 2006 C (the "Series 2006 C Bonds"), the Bank, as Escrow Agent, shall transfer all monies from the Escrow Fund to the West Virginia Municipal Bond Commission as the Paying Agent (the "Paying Agent") of the Series 2006 A Bonds, Series 2006 B Bonds and Series 2006 C Bonds to (i) effect the special mandatory redemption of the Series 2006 A Bonds and the redemption of the Series 2006 B Bonds, the purchase of the Series 2006 C Bonds and the payment of the redemption price of the Series 1996 Bonds; (ii) pay the interest on the Series 2006 A Bonds and Series 2006 B Bonds; and (iii) fully fund the Series 2006 C Bonds Reserve Account.

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On June 15, 2006, if the Issuer does not issue its Series 2006 C Bonds, please wire the amount necessary from the Escrow Fund to the Paying Agent of the Series 2006 A Bonds, to effect the mandatory tender of the Series 2004 A Bonds and pay interest on the Series 2006 A Bonds and Series 2006 B Bonds.

If you have any questions regarding the foregoing, please feel free to call me.

Very truly yours,

John C. Stump

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Writer's Contact Information

March 21, 2006

The City of Parkersburg (West Virginia)
Taxable Sewer Refunding Revenue Bonds, Series 2006 A and Series 2006 B
And
When, As and If Issued
Tax-Exempt Sewer Refunding Revenue Bonds, Series 2006 C

HAND DELIVERY

Sara Boardman, Executive Director
West Virginia Municipal Bond Commission
8 Capitol Street, Suite 500
Charleston, West Virginia 25301

Dear Ms. Boardman:

As bond counsel for The City of Parkersburg, West Virginia (the "Issuer"), we wish to advise you that on June 15, 2006 (the "Settlement Date"), the Issuer will deliver its Tax-Exempt Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 2006 C in the amount of $17,425,000 ("Series 2006 C Bonds") to Crews & Associates, Inc. and Ferris, Baker Watts, Incorporated (the "Underwriters"), the purchasers thereof.

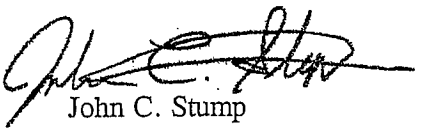
On the Settlement Date, if the Issuer issues its Series 2006 C Bonds, the Escrow Agent will wire all monies held in the Escrow Account for the Taxable Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 2006 A (the "Series 2006 A Bonds") to the Commission as the Paying Agent for the Series 2006 A Bonds and the Series 2006 B Bonds, to effect the special mandatory redemption of the Series 2006 A Bonds and the redemption of the Series 2006 B Bonds, the purchase of the Series 2006 C Bonds and the payment of the redemption price of the Series 1996 Bonds. The Paying Agent will receive the Series 2006 C Bonds in exchange for the Series 2006 A Bonds and (i) transfer a portion of the proceeds of the Series 2006 C Bonds, together with the funds from the Series 1996 Bonds Reserve Account to the Series 1996 Bonds Sinking Fund, including any amounts therein necessary to pay the redemption price of the Series 1996 Bonds on September 1, 2006, the date of redemption, and (ii) transfer a portion of the proceeds of the Series 2006 C Bonds to the Series 2006 C Bonds Reserve Account, as more fully described on the wiring instructions attached hereto and made a part hereof.

On June 15, 2006, if the Issuer does not issue its Series 2006 C Bonds, the Escrow Agent on shall transfer an amount sufficient from the Escrow Fund to you, as the Paying Agent of the Series 2006 A Bonds, to effect the mandatory tender of the Series 2006 A Bonds.

If the Issuer does not issue its Series 2006 C Bonds, the Series 2006 B Bonds will continue to be outstanding on a parity with the Prior Bonds of the Issuer and the Commission shall continue to serve as Paying Agent.

If you have any questions regarding the foregoing, please feel free to call me.

Very truly yours,



John C. Stump

686870.00017

Smith, Cochran & Hicks, P.L.L.C.
Certified Public Accountants Beckley Bridgeport Charleston Montgomery
405 Capitol Street ● Suite 908 ● Charleston, West Virginia 25301 ● 304-345-1151 ● Fax 304-346-6731

The City of Parkersburg
Parkersburg, West Virginia

Steptoe & Johnson, PLLC
Charleston, West Virginia

Crews & Associates, Inc.
Little Rock, Arkansas

Spilman Thomas & Battle, PLLC
Charleston, West Virginia

United National Bank
Charleston, West Virginia

$17,070,000 THE CITY OF PARKERSBURG (WEST VIRGINIA) TAXABLE COMBINED WATERWORKS AND SEWERAGE SYSTEM REFUNDING REVENUE BONDS, SERIES 2006 A	$355,000 THE CITY OF PARKERSBURG (WEST VIRGINIA) TAXABLE COMBINED WATERWORKS AND SEWERAGE SYSTEM REFUNDING REVENUE BONDS, SERIES 2006 B

and when, as and if issued:

$17,425,000
THE CITY OF PARKERSBURG (WEST VIRGINIA)
TAX-EXEMPT COMBINED WATERWORKS AND SEWERAGE SYSTEM
REFUNDING REVENUE BONDS,
SERIES 2006 C

We have been provided certain schedules relating to the issuance of the above captioned bond issues (the "Series 2006 A Bonds", the "Series 2006 B Bonds", and the "Series 2006 C Bonds", and collectively the "Bonds"), prepared on behalf of the City of Parkersburg, West Virginia (the "Issuer") and provided to us by Crews & Associates, Inc. (the "Underwriters"). The Bonds are being issued to refund the Issuer's Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 1996, issued in the original aggregate principal amount of $31,250,000 (the "Series 1996 Bonds"), maturing after June 15, 2006. The refunding of the Prior Bonds will occur on September 1, 2006 assuming compliance with the provisions and requirements of the Bond Ordinance dated December 13, 2005, as amended.

We have performed the procedures enumerated below, which were agreed to by the parties to which this report is addressed (the "Specified Parties"). These procedures were performed solely to assist you with the offering of the Bonds.

This agreed-upon procedures engagement was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants. The sufficiency of these procedures is solely the responsibility of the Specified Parties. Consequently, we make no representation regarding the sufficiency of the procedures described below either for the purpose for which this report has been requested or for any other purpose.

The scope of our engagement consisted of the verification of the mathematical accuracy of certain calculations related to the refunding. Those calculations are: 1) the calculations of the redemption requirements of the Series 1996 Bonds, 2) the calculation of the arbitrage yield on the 2006 Series Bonds, 3) the calculation of receipts from certain United States Government Securities, and, 4) the sufficiency of certain cash deposits and those receipts from the United States Government Securities to pay the redemption requirements of the Series 1996 Bonds.

The procedures we performed consisted of and are limited to verifying the mathematical accuracy of the computations specified above and contained in those schedules. We were not engaged to, and did not, conduct an audit, the objective of which would be the expression of an opinion, on the accounting records. Accordingly, we do not express such an opinion. Had we performed additional procedures, other matters might have come to our attention that would have been reported to you.

In the course of our engagement, we were also furnished with relevant portions of the offering statement for the Series 1996 Bonds and the purchase confirmations for the United States Government Securities. We compared the information contained in the schedules provided to us by the Underwriters with certain information set forth in the above-mentioned documents with respect to principal payment dates and amounts, interest payment dates and rates, and redemption dates and prices. We found the information contained in such schedules in agreement with the information set forth in those documents.

The term "yield", as used herein, means the yield which when used in computing the present worth of all payments of principal and interest on an obligation, produces an amount equal to the purchase price. Yields were computed using semiannual compounding periods based upon the 30 days per month/ 360 days per year convention.

We have verified the mathematical accuracy of the calculations provided to us that reflect:

1) the anticipated receipts from $17,443,000 United States Treasury Bills, together with an initial cash deposit of $438.95, and other certain funds transferred from the Series 1996 Bonds in the event the Series 2006 C Bonds are issued, will be sufficient to pay: a) the interest accrued on the Series 2006 A and Series 2006 B Bonds on June 15, 2006, and b) in the event the Series 2006 C Bonds are issued, the redemption requirements of the Series 1996 Bonds on September 1, 2006, or in the event the Series 2006 C Bonds are not issued, the outstanding principal of the Series 2006 A Bonds on June 15, 2006.

2) the yield for arbitrage purposes on the Series 2006 C Bonds is equal to 4.2547752%.

The terms of our engagement are such that we have no obligation to update this report because of events occurring, or other information coming to our attention subsequent to the date of this report.

This report is intended solely for the information and use of the parties to which this report is addressed and is not intended to be and should not be used by anyone other than those specified parties.

This report is not to be referred to or quoted without our prior written consent, except that reference thereto may be made in the closing documents and opinions of Counsel relating to this transaction.

Charleston, West Virginia
March 23, 2006

Smith, Cochran, Hicks, PLLC

THE CITY OF PARKERSBURG

TAXABLE COMBINED WATERWORKS AND SEWERAGE SYSTEM
REFUNDING REVENUE BONDS, SERIES 2006 A AND SERIES 2006 B
AND
TAX-EXEMPT COMBINED WATERWORKS AND SEWERAGE SYSTEM
REFUNDING REVENUE BONDS, SERIES 2006 C

DATE OF CLOSING: MARCH 23, 2006 AND JUNE 15, 2006

BONDS TRANSCRIPT

(VOLUME 2 OF 2)

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CH848074.1

THE CITY OF PARKERSBURG (WEST VIRGINIA)

TAXABLE COMBINED WATERWORKS AND SEWERAGE SYSTEM REFUNDING REVENUE BONDS, SERIES 2006 A,

TAXABLE COMBINED WATERWORKS AND SEWERAGE SYSTEM REFUNDING REVENUE BONDS, SERIES 2006 B
AND
WHEN, AS AND IF ISSUED,

TAX-EXEMPT COMBINED WATERWORKS AND SEWERAGE SYSTEM REFUNDING REVENUE BONDS, SERIES 2006 C

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THE CITY OF PARKERSBURG, WEST VIRGINIA

COMBINED WATERWORKS AND SEWERAGE SYSTEM REFUNDING REVENUE BONDS, SERIES 1996

BOND ORDINANCE

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THE CITY OF PARKERSBURG, WEST VIRGINIA

AN ORDINANCE AUTHORIZING THE COMBINING OF THE OPERATION, MANAGEMENT AND CONTROL OF THE CITY'S HERETOFORE SEPARATE WATERWORKS SYSTEM AND SEWERAGE SYSTEM UNDER A SINGLE BOARD OR COMMISSION; THE REFUNDING OF THE CITY'S OUTSTANDING WATERWORKS REFUNDING REVENUE BONDS, SERIES 1994, AND SEWERAGE SYSTEM REFUNDING REVENUE BONDS, SERIES 1992; THE ISSUANCE OF COMBINED WATERWORKS AND SEWERAGE SYSTEM REFUNDING REVENUE BONDS, SERIES 1996, OF THE CITY IN THE AGGREGATE PRINCIPAL AMOUNT OF NOT MORE THAN $33,000,000, THE PROCEEDS OF WHICH, TOGETHER WITH OTHER FUNDS OF THE CITY, SHALL BE EXPENDED FOR SUCH REFUNDING AND TO PAY COSTS IN CONNECTION THEREWITH; PROVIDING FOR THE RIGHTS AND REMEDIES OF, AND THE SECURITY FOR, THE REGISTERED OWNERS OF SUCH BONDS; AUTHORIZING THE EXECUTION AND DELIVERY OF AN ESCROW AGREEMENT AND OTHER DOCUMENTS; AND ENACTING OTHER PROVISIONS WITH RESPECT TO SUCH BONDS.

WHEREAS, The City of Parkersburg, West Virginia (the "Issuer") presently owns and operates a municipal waterworks system (the "Waterworks System") and a municipal sanitary sewerage system (the "Sewerage System") separate and apart from each other, and has heretofore financed and refinanced the acquisition and construction of the Waterworks System and Sewerage System and certain additions, extensions and improvements thereto by the issuance of several series of bonds or refunding bonds, of which there are presently outstanding the following:

(i) Waterworks Refunding Revenue Bonds, Series 1994, dated May 1, 1994, originally issued in the aggregate principal amount of $21,230,000, of which $21,045,000 is presently Outstanding (the "Series 1994 Bonds"); and

(ii) Sewerage System Refunding Revenue Bonds, Series 1992, dated February 1, 1992, originally issued in the aggregate principal amount of $12,525,000, of which $9,430,000 is presently Outstanding (the "Series 1992 Bonds").

WHEREAS, the Series 1994 Bonds and Series 1992 Bonds (collectively, the "Prior Bonds") were issued pursuant to ordinances of the Issuer respectively enacted on April 12, 1994 (Series 1994 Bonds) and February 4, 1992 (Series 1992 Bonds) (such ordinances, as so amended and supplemented, collectively herein called the "Prior Ordinance");

WHEREAS, the Issuer has heretofore provided for the operation, management and control of its Waterworks System through a City department known as the "Parkersburg Water Department" in accordance with Chapter 8, Article 19 of the West Virginia Code of 1931, as amended, and for the operation, management and control of its Sewerage System through a board known as the "Parkersburg Sanitary Board," heretofore established by ordinance of the Issuer, in accordance with Chapter 16, Article 13 of the West Virginia Code of 1931, as amended;

WHEREAS, under the provisions of Chapter 8, Article 20 of the West Virginia Code of 1931, as amended (the "Act"), the Issuer is authorized and empowered to combine its existing separate Waterworks System and Sewerage System into a single undertaking, and under the provisions of Chapter 13, Article 2E of the West Virginia Code of 1931, as amended, (the "Refunding Act"), to issue refunding revenue bonds to refund, pay or discharge all of the Outstanding Prior Bonds;

WHEREAS, the Issuer has determined and hereby determines that it is in the best interest of the residents of The City of Parkersburg and the users of the Waterworks System and Sewerage System to combine the operation, management and control of such systems under a single board or commission and to eliminate the existing Parkersburg Water Department and Parkersburg Sanitary Board;

WHEREAS, the Issuer has, by separate ordinance enacted concurrently herewith (the "Board Ordinance"), created the Parkersburg Utility Board (the "Board") to undertake the duties previously assumed by the Parkersburg Water Department and Parkersburg Sanitary Board as they relate to the operation, management and control of such systems; such Board, however, to be under the cognizance of and subordinate to the Director of Public Works of the Issuer (the "Director") until such time as the Charter of the City of Parkersburg (the "City Charter") is amended to eliminate such requirement;

WHEREAS, in order to combine such systems and comply with State law requirements and provisions of the Prior Ordinance, it is necessary for the Issuer to refund all of the Prior Bonds;

WHEREAS, the Issuer is advised that present value interest savings will be realized from the refunding of the Prior Bonds, and additionally has determined and hereby determines that certain efficiencies will be achieved by elimination of duplication of some services and facilities and by providing for a unified management of the Waterworks System and the Sewerage System;

WHEREAS, the Issuer has further determined and hereby determines that it shall be practicable and economically feasible to combine the operation of the Waterworks System and Sewerage System into a single combined utility system and that a refunding of all of the Prior Bonds (including the Series 1994 Bonds) is necessary to accomplish such purpose;

WHEREAS, the Issuer has further determined and hereby determines that it would therefore be to the benefit of the Issuer and its residents to effect the combination of the existing Waterworks System and Sewerage System and to refund the Prior Bonds to their respective first Redemption Dates, both being June 1, 1996,in the manner set forth herein, with proceeds of the issuance of a series of bonds to be designated "The City of Parkersburg Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 1996" (the "Series 1996 Bonds"), in the maximum aggregate principal amount of $33,000,000, and other moneys of the Issuer, such Series 1996 Bonds to be secured by and payable from the Gross Revenues of the combined waterworks and sewerage system of the Issuer, and containing such other terms and provisions as are hereinafter provided; and

WHEREAS, the Issuer now desires to authorize the combination of its existing Waterworks System and Sewerage System into a single combined waterworks and sewerage system under the management and control of the Board, subject to the limitations and conditions set forth herein and in the Board Ordinance, and concurrently with such combination, the refunding of the Prior Bonds as aforesaid, and to provide for the financing thereof by the issuance of the Series 1996 Bonds as hereinafter provided;

NOW, THEREFORE, THE COUNCIL OF THE CITY OF PARKERSBURG HEREBY ORDAINS:

ARTICLE I

DEFINITIONS; STATUTORY AUTHORITY; FINDINGS

Section 1.01. Definitions. All capitalized terms used in this Ordinance and not otherwise defined in the recitals hereto shall have the meanings specified below, unless the context expressly requires otherwise:

"Act" means Chapter 8, Article 20 of the West Virginia Code of 1931, as amended and in effect on the Closing Date for the Series 1996 Bonds.

"Authorized Newspaper" means a financial journal or newspaper of general circulation in the City of New York, New York, printed in the English language and customarily published on each business day of the Registrar, whether or not published on Saturdays, Sundays or legal holidays, and so long as so published, shall include The Bond Buyer and Redemption Digest.

"Authorized Officer" means the Mayor of the Issuer or any other officer of the Issuer specifically designated by resolution of the Council of the Issuer.

"Board" shall mean the Parkersburg Utility Board, to be created by an ordinance of the Issuer enacted concurrently herewith, or any successor thereto.

"Board Ordinance" means the ordinance of the Issuer enacted concurrently herewith creating the Parkersburg Utility Board.

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

"Bond Counsel" shall mean any law firm having a national reputation in the field of municipal law whose opinions are generally accepted by purchasers of municipal Bonds, appointed by the Issuer or the Board, and shall initially mean Steptoe & Johnson, Clarksburg, West Virginia.

"Bondholder," "Holder of the Bonds," "Owner of the Bonds" or any similar term means any person who shall be the registered owner of any outstanding Bond.

"Bond Insurer" means any entity which shall insure all or any portion of the payment of principal of and interest on the Bonds, and with respect to the Series 1996 Bonds, shall initially mean the bond insurer named in the Supplemental Resolution.

"Bond Register" means the books of the Issuer maintained by the Registrar for the registration and transfer of Bonds.

"Bonds" means, collectively, the Series 1996 Bonds, and any additional parity Bonds hereafter issued within the terms, restrictions and conditions contained herein.

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

"Business Day" means any day other than a Saturday, Sunday or a day on which national banking associations, West Virginia banking corporations or the New York Stock Exchange are authorized by law to remain closed.

"Certificate of Authentication and Registration" means the Certificate of Authentication and Registration on the Series 1996 Bonds, in substantially the form set forth" in **EXHIBIT A - BOND FORM** hereto.

"City" or "Issuer" means The City of Parkersburg, a municipal corporation of the State of West Virginia, in Wood County thereof, and, where appropriate, the Council, the Board and any successor thereto.

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

"Code" shall mean the Internal Revenue Code of 1986, as amended and supplemented from time to time, and Regulations thereunder.

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

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

"Costs" or similar terms means all those costs now or hereafter permitted by the Refunding Act to be financed with bonds issued pursuant hereto, including, without limitation, the costs of refunding the Prior Bonds, interest accruing or to accrue thereon, redemption premiums, premiums for municipal bond insurance and reserve account insurance, letter of credit fees, expenses for fiscal or other agents, legal expenses and any other costs or expenses necessary, incidental, desirable or appurtenant to the issuance of the Bonds and the refunding of the Prior Bonds.

"Costs of Issuance Fund" means the Costs of Issuance Fund created by Section 4.01 hereof.

"Council" means the City Council of the Issuer or any other governing body of the Issuer that succeeds to the functions of the Council as presently constituted.

"Debt Service," with reference to a specified period, means the amount of principal, including any sinking fund payments, and interest payable with respect to the Bonds during such period, provided however, that for purposes of calculating the coverage requirements set forth in Sections 6.04 and 6.08 of this Ordinance, "Debt Service" shall mean the amount of principal, including any sinking fund payments, and interest payable with respect to the Bonds during such period, less the amount of moneys transferred from the Reserve Account to the Revenue Fund on March 1, 2003 and March 1, 2019.

"Defeasance Obligations" shall have the meaning set forth in the Supplemental Resolution.

"Depository Bank" means the bank or banks to be designated as such in the Supplemental Resolution, and any other bank or national banking association located in the State of West Virginia, eligible under the laws of the State of West Virginia to receive deposits of state and municipal funds and insured by the FDIC that may hereafter be appointed by the Issuer as Depository Bank.

"Depreciation Fund" means the Depreciation Fund created by Section 4.01 hereof.

"Director" means the Director of Public Works of The City of Parkersburg.

"DTC-eligible" means, with respect to the Series 1996 Bonds, meeting the qualifications prescribed by the Depository Trust Company, New York, New York.

"Escrow Agreement" means the agreement to be entered into between the Issuer, the Bond Commission and the Escrow Trustee, providing for the defeasance and ultimate payment of the Prior Bonds, the deposit therein of proceeds of the Series 1996 Bonds, the disposition of moneys in the various funds and accounts under the Prior Ordinance and other matters in connection therewith, the form of which shall be approved by the Supplemental Resolution.

"Escrow Fund" means the Escrow Fund established pursuant to the Escrow Agreement.

"Escrow Trustee" means the escrow trustee under the Escrow Agreement, which shall be appointed pursuant to a resolution supplemental hereto.

"Event of Default" means any occurrence or event specified in Section 7.01.

"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.

"Government Obligations" shall have the meaning set forth in the Supplemental Resolution.

"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, and includes any proceeds from the sale or other disposition of capital assets, but does not include any increase in the value of capital assets (including Qualified Investments).

"Independent Accountant" means the West Virginia State Tax Department or 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 purpose except keeping the accounts of said System in the normal operations of its business and affairs.

"Maximum Annual Debt Service" means, at the time of computation, the greatest amount of Debt Service required to be paid on the Bonds for the then current or any succeeding Fiscal Year.

"Mayor" means the Mayor of the Issuer.

"Municipal Bond Insurance Policy" means the municipal bond insurance policy, if any, issued by the Bond Insurer simultaneously with the delivery of the Series 1996 Bonds, insuring the timely payment of the principal of and interest on all or any of the Series 1996 Bonds in accordance with the terms thereof.

"Net Proceeds" means the face amount of the Bonds, plus accrued interest and premium, if any, less original issue discount, if any, and less proceeds deposited in the Reserve Account.

"Nonpurpose Investment" means any investment property which is acquired with the gross proceeds of the Bonds and is not acquired in order to carry out the governmental purpose of the Bonds.

"Net Revenues" means Gross Revenues less Operating Expenses.

"Operating Expenses," unless qualified, means the current expenses, paid or accrued, of repair, operation and maintenance of the System, and includes, without limiting the generality of the foregoing, administrative, engineering, legal, auditing and insurance expenses (other than those capitalized as part of the costs of any project relating to the acquisition or construction of additions, betterments or improvements for the System), supplies, labor, wages, the cost of materials and supplies used for current operations, fees and expenses of fiscal agents and of the Depository Bank, Registrar and Paying Agent or Paying Agents, 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 Prior Bonds or the Bonds, charges for depreciation, losses from the sale or other disposition of or any decrease in the value of capital assets, amortization of debt discount or such miscellaneous deductions as are applicable to prior accounting periods.

"Ordinance" regardless of whether preceded by the article "the" or "this," means this Ordinance, as it may hereafter from time to time be amended or supplemented, by ordinance or by resolution.

"Original Purchaser" means the investment banking firm or firms, bank or banks set forth in the Supplemental Resolution, as the purchasers of the Series 1996 Bonds directly from the Issuer, or, if the Issuer and such Original Purchaser do not agree to the purchase of the Series 1996 Bonds with interest rates and other terms allowable under the Act, such other person or persons, firm or firms, bank or banks, corporation or corporations or such other entity or entities as shall purchase the Series 1996 Bonds directly from the Issuer, as determined by a resolution supplemental hereto.

"Outstanding," when used with reference to Bonds or Prior Bonds and as of any particular date, describes all Bonds or Prior Bonds theretofore and thereupon being issued and delivered except (a) any Bond or Prior Bond canceled by the registrar for such Bond or Prior Bond at or prior to said date; (b) any Bond or Prior Bond for the payment of which moneys, equal to its principal amount, with interest to the date of maturity, shall be held in trust under this Ordinance and set aside for such payment (whether upon or prior to maturity); (c) any Bond deemed to have been paid as provided by Section 9.01; and (d) with respect to determining the number or percentage of Bondholders or Bonds for the purpose of consents, notices and the like, any Bond registered to the Issuer. Notwithstanding the foregoing, in the event that a Bond Insurer has paid principal of and/or interest on any Bond, such Bond shall be deemed to be Outstanding until such time as such Bond Insurer has been reimbursed in full.

"Paying Agent" means the Registrar and any other paying agent for the Bonds which may be appointed by a resolution supplemental hereto, all in accordance with Section 8.12 hereof.

"Prior Bonds" shall have the meaning set forth in the premises hereof, and shall include the coupons appertaining thereto, if any.

"Prior Ordinance" shall have the meaning set forth in the recitals hereto.

"Private Business Use" means use directly or indirectly in a trade or business carried on by a natural person or in any activity carried on by a person other than a natural person, excluding, however, use by a state or local governmental unit and use as a member of the general public.

"Purchase Price," for the purpose of computation of the Yield of the Bonds, has the same meaning as the term "issue price" in Sections 1273(b) and 1274 of the Code, and, in general, means the initial offering price of the Bonds to the public (not including bond houses and brokers, or similar persons or organizations acting in the capacity of underwriters or wholesalers) at which price a substantial amount of the Bonds of each maturity is sold or, if the Bonds are privately placed, the price paid by the first buyer of the Bonds or the acquisition cost of the first buyer. "Purchase Price," for purposes of computing Yield of Nonpurpose Investments, means the fair market value of the Nonpurpose Investments on the date of use of Gross Proceeds of the Bonds for acquisition thereof, or if later, on the date that Investment Property constituting a Nonpurpose Investment becomes a Nonpurpose Investment of the Bonds.

"Qualified Investments" means and includes the investments set forth in the Supplemental Resolution and designated as such.

"Record Date" means the date or dates which shall be so stated in the Bonds, regardless of whether such day is a Saturday, Sunday or legal holiday.

"Recording Officer," "Recorder" or "Clerk" means the City Clerk of the Issuer.

"Redemption Account" means the Redemption Account created in the Sinking Fund by Section 4.02 hereof.

"Redemption Date" means the date fixed for redemption of Bonds or Prior Bonds subject to redemption in any notice of redemption published or mailed in accordance herewith or with the Prior Ordinance.

"Redemption Price" means the price at which any of the Bonds or the Prior Bonds may be called for redemption and includes the principal amount of the Bonds or Prior Bonds to be redeemed, plus the premium, if any, required to be paid to effect such redemption.

"Refunding Act" means Chapter 13, Article 2E of the West Virginia Code of 1931, as amended and in effect on the Closing Date for the Series 1996 Bonds.

"Registrar" means the bank to be designated in the Supplemental Resolution as the registrar for the Bonds, and any successor thereto appointed in accordance with Section 8.08 hereof.

"Regulations" means temporary and permanent regulations promulgated under the Code, and includes applicable regulations promulgated under the Internal Revenue Code of 1954.

"Reserve Account" means the Reserve Account created in the Sinking Fund by Section 4.02 hereof.

"Reserve Account Requirement" means the sum of $3,500,000 to, but not including March 1, 2003, and thereafter, the sum of $1,750,000.

"Revenue Fund" means the Revenue Fund created by Section 4.01 hereof.

"Series 1996 Bonds" means the Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 1996, of the Issuer, originally authorized to be issued pursuant to this Ordinance and the Supplemental Resolution.

"Sinking Fund" means the Sinking Fund created by Section 4.02 hereof.

"Supplemental Resolution" means any ordinance or resolution amendatory hereof or supplemental hereto and, when preceded by the article "the," refers specifically to the Supplemental Resolution to be adopted by the Issuer following enactment of this Ordinance, setting forth the final amounts, maturities, interest rates, redemption provisions, Bond Insurer provisions and other terms of the Series 1996 Bonds and authorizing the sale of the Series 1996 Bonds to the Original Purchaser; provided, that any provision intended to be included in the Supplemental Resolution and not so included may be contained in any other Supplemental Resolution.

"System" means, collectively, the complete existing municipal waterworks system of the Issuer, consisting of a water filtration and treatment plant, reservoirs, water tanks, distribution lines and booster stations and the complete existing municipal sanitary sewage treatment and collection system of the Issuer, consisting of a sewage treatment plant, collection and transportation lines and lift stations now owned by the Issuer or any integral part thereof, and all other facilities necessary, appropriate, useful, convenient or incidental in connection with or to a waterworks or sewage treatment and collection system, and shall include any additions, betterments and improvements thereto hereafter acquired or constructed for said waterworks or sewage treatment and collection system from any sources whatsoever, both within and without the Issuer.

"Term Bonds" means Bonds subject to mandatory sinking fund redemption, as described by Section 3.06 hereof.

Words importing singular number shall include the plural number in each case and vice versa; words importing persons shall include firms and corporations and vice versa; and words importing the masculine gender shall include the feminine and neuter genders and vice versa.

Additional terms and phrases are defined in this Ordinance as they are used. Accounting terms not specifically defined herein shall be given meaning in accordance with generally accepted accounting principles.

The terms "herein," "hereunder," "hereby," "hereto," "hereof" and any similar terms refer to this Ordinance; and the term "hereafter" means after the date of enactment of this Ordinance.

Articles, sections and subsections mentioned by number only are the respective articles, sections and subsections of this Ordinance so numbered.

Section 1.02. Authority for this Ordinance. This Ordinance is enacted pursuant to the provisions of the Act and other applicable provisions of law.

Section 1.03. Findings. The Council hereby finds and determines as follows:

A. The Issuer is a municipal corporation of the State of West Virginia in Wood County of said State.

B. The Issuer now owns and operates the Waterworks System and the Sewerage System separate and apart from each other, the acquisition and construction of which have been financed and refinanced in part by the proceeds of the Prior Bonds which are currently outstanding in the aggregate principal amount of $30,475,000 and other bonds which have either been refunded by the Prior Bonds or are no longer outstanding.

C. The Issuer derives revenues from the Waterworks System and the Sewerage System. Revenues of the Waterworks System are pledged for payment of the Series 1994 Bonds and revenues of the Sewerage System are pledged for payment of the Series 1992 Bonds. Except for such pledges thereof to secure and pay the Prior Bonds, said revenues are not pledged or encumbered in any manner.

D. It shall be practicable and economically feasible to combine the operation of the Waterworks System and Sewerage System into a single combined utility system and a refunding of all of the Prior Bonds (including the Series 1994 Bonds) is necessary to accomplish such purpose.

E. The Issuer intends to issue the Series 1996 Bonds and to pledge for payment thereof, the combined Gross Revenues of the heretofore separate Waterworks System and Sewerage System.

F. The estimated revenues to be derived in each year after the date hereof from the operation of the System will be sufficient, upon refunding the Prior Bonds, to provide for the repair, maintenance and operation of the System, the payment of interest upon all bonds issued pursuant to the Refunding Act and to create a sinking fund, as hereinafter provided, to pay the principal thereof as and when it becomes due and reasonable reserves therefor, to provide an adequate depreciation fund, as hereinafter provided, and to make all other payments provided for in this Ordinance.

G. Based upon the assumed principal amount, maturity schedule and interest rates for the Series 1996 Bonds presented to the Issuer by the Original Purchaser, and after making allowance for the use of cash on hand of the Issuer, the Series 1996 Bonds show a net present value debt service savings to the Issuer after deducting all expenses of the refunding and the costs of issuing the Series 1996 Bonds; in addition it is hereby determined that efficiencies are expected to be achieved by combining the Waterworks System and the Sewerage System which will result in savings in operating costs which will augment such present value debt service savings, and that notwithstanding the existence of interest cost savings, and of the purposes of issuing such refunding bonds is to effect the release and termination of the liens, restrictions, conditions and limitations imposed in connection with the Prior Bonds, which must be released in order to permit combining of the Waterworks System and Sewerage System.

H. The Issuer shall not sell the Series 1996 Bonds without setting forth in the Supplemental Resolution the determination set forth in paragraph G, above, based upon the actual principal amount, maturity schedule and interest rates for the Series 1996 Bonds, and the Issuer shall not issue the Series 1996 Bonds without having obtained from an Independent Accountant a certification that the amount of savings stated to be achieved by the refunding shall in fact be saved, based upon their review, comparison and analysis of the net interest cost in dollars of the Series 1996 Bonds and the net interest cost in dollars of the Prior Bonds.

I. Subject to the determination and certification required by paragraph H above, it is in the best interests of the Issuer, and the residents thereof, that the Issuer issue the Series 1996 Bonds and secure the Series 1996 Bonds by a pledge and assignment of the Gross Revenues derived from the operation of the System, the moneys in the Reserve Account, unexpended proceeds of the Series 1996 Bonds and as further set forth herein.

J. The Series 1996 Bonds and the Certificate of Authentication and Registration to be endorsed thereon are to be in substantially the forms set forth in **EXHIBIT A - BOND FORM** attached hereto and incorporated herein by reference, with necessary and appropriate variations, omissions and insertions as permitted or required by

this Ordinance or a Supplemental Resolution or as deemed necessary by the Registrar or the Issuer.

K. All things necessary to make the Series 1996 Bonds, when authenticated by the Registrar and issued as in this Ordinance provided, the valid, binding and legal special obligations of the Issuer according to the import thereof, and to validly pledge and assign those funds pledged hereby to the payment of the principal of and interest on the Series 1996 Bonds, will be timely done and duly performed.

L. The enactment of this Ordinance, and the execution and issuance of the Series 1996 Bonds, subject to the terms thereof, will not result in any breach of, or constitute a default under, any instrument to which the Issuer is a party or by which it may be bound or affected.

Section 1.04. Ordinance Constitutes Contract. In consideration of the acceptance of the Bonds by those who shall own or hold the same from time to time, this Ordinance shall be deemed to be and shall constitute a contract between the Issuer and such Bondholders, and the covenants and agreements herein set forth to be performed by the Issuer shall be for the equal benefit, protection and security of the legal Holders of any and all of such Bonds, all of which shall be of equal rank and without preference, priority or distinction between any one Bond and any other Bond, by reason of priority of issuance or otherwise, except as expressly provided therein and herein.

ARTICLE II

AUTHORIZATION OF REFUNDING AND COMBINING OF SYSTEMS; ESTABLISHMENT OF PARKERSBURG UTILITY BOARD

Section 2.01. Authorization of Refunding. All Prior Bonds Outstanding as of the date of issuance of the Series 1996 Bonds in the aggregate principal amount of $30,475,000 are hereby ordered to be refunded pursuant to the terms of the Escrow Agreement, and the pledges of water revenues and sewer revenues in favor of the Holders of the respective Prior Bonds imposed by the Prior Ordinance, the moneys in the funds and accounts created by the Prior Ordinance and any other funds pledged by the Prior Ordinance thereto are hereby ordered terminated, discharged and released upon the payment into the Escrow Fund from the proceeds of the Series 1996 Bonds, together with other moneys available therefor, of the following: (a) if required by the Escrow Agreement, an amount equal to the fiscal and paying agent charges and the Escrow Trustee charges to become due and payable in connection with the Prior Bonds and (b) cash or an amount which will be simultaneously invested in Government Obligations bearing interest and having maturities sufficient, together with certain cash which may also be deposited, to provide for the payment of the Redemption Prices of the Prior Bonds on their respective Redemption Dates (being June 1, 1996), and all interest to accrue thereon, all as set forth in the Escrow Agreement. Contemporaneously with the deposit of such Series 1996 Bond proceeds into the Escrow Fund, the amounts on deposit in the sinking funds, including the reserve accounts therein, and all other funds and accounts created and maintained on behalf of the Prior Bonds shall be deposited in the Escrow Fund, the Reserve Account, the Depreciation Fund or such other fund or account, or disposed of in such other manner as shall be set forth in the Escrow Agreement or the Supplemental Resolution, and invested as provided in the Escrow Agreement and this Ordinance.

Section 2.02. Combination of Waterworks System and Sewerage System; Establishment of Parkersburg Utility Board. Upon issuance of the Series 1996 Bonds and funding of the Escrow Fund in accordance with the Escrow Agreement, the revenues derived from the operation of the Waterworks System and Sewerage System, and the operation, management and control thereof shall be combined as a single undertaking under the supervision and control of the Parkersburg Utility Board, and the heretofore established Parkersburg Water Department and Parkersburg Sanitary Board shall be terminated. The creation of the Parkersburg Utility Board and the details and terms of such combination and the manner of and procedure for transferring such supervision and control from the Parkersburg Water Department and Parkersburg Sanitary Board to the Parkersburg Utility Board shall be as set forth and prescribed in the Board Ordinance, to be enacted concurrently herewith.

ARTICLE III

THE BONDS

Section 3.01. Form and Payment of Bonds. No Bond shall be issued pursuant to this Ordinance except as provided in this Article III. Any Bonds issued pursuant to this Ordinance after the issuance of the Series 1996 Bonds, as hereinafter provided, may be issued only as fully registered Bonds without coupons, in the denomination of $5,000 or any integral multiple thereof for any year of maturity. All Bonds shall be dated as of the date provided in a Supplemental Resolution applicable to such series. Bonds shall bear interest from the interest payment date next preceding the date of authentication or, if authenticated after the Record Date but prior to the applicable interest payment date or on such interest payment date, from such interest payment date or, if no interest on such Bonds has been paid, from the date thereof; provided however, that, if, as shown by the records of the Registrar, interest on such Bonds shall be in default, Bonds issued in exchange for Bonds surrendered for transfer or exchange shall bear interest from the date to which interest has been paid in full on the initial Bonds surrendered.

The principal of and the premium, if any, on the Bonds shall be payable in any coin or currency which, on the respective date of such payment, is legal tender for the payment of public and private debts under the laws of the United States of America upon surrender at the principal office of the Paying Agent. Interest on the Bonds shall be paid by check or draft made payable and mailed to the Holder thereof at his address as it appears in the Bond Register at the close of business on the Record Date, or, if requested, in the case of a Registered Owner of $1,000,000 or more of the Bonds, by wire transfer to a domestic bank account specified in writing at least 5 days prior to such interest payment date by such Registered Owner.

In the event any Bond is redeemed in part, such bond shall be surrendered to and canceled by the Registrar, and the Issuer shall execute, and the Registrar shall authenticate and deliver to the Holder thereof, another Bond in the principal amount of said Bond then Outstanding.

Section 3.02. Execution of Bonds. The Bonds shall be executed in the name of the Issuer by the Mayor, by his or her manual or facsimile signature, and the seal of the Issuer shall be affixed thereto or imprinted thereon and attested by the Clerk by his or her manual or facsimile signature; provided, that, all such signatures and the seal may be by facsimile. In case any one or more of the officers who shall have signed or sealed any of the Bonds shall cease to be such officer of the Issuer before the Bonds so signed and sealed have been actually sold and delivered, such Bonds may nevertheless be sold and delivered as herein provided and may be issued as if the person who signed or sealed such Bonds had not ceased to hold such office. Any Bonds may be signed and sealed on behalf of the City by such person as at the actual time of the execution of such Bonds shall hold

the proper office in the City, although at the date of such Bonds such person may not have held such office or may not have been so authorized.

Section 3.03. Authentication and Registration. No Bond shall be valid or obligatory for any purpose or entitled to any security or benefit under this Ordinance unless and until the Certificate of Authentication and Registration on such Bond, substantially in the form set forth in **EXHIBIT A - BOND FORM** attached hereto and incorporated herein by reference with respect to the Series 1996 Bonds, shall have been duly manually executed by the Registrar. Any such manually 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 Ordinance. The Certificate of Authentication and Registration on any Bond shall be deemed to have been executed by the Registrar if signed by an authorized officer of the Registrar, but it shall not be necessary that the same officer sign the Certificate of Authentication and Registration on all of the Bonds issued hereunder.

Section 3.04. Negotiability and Registration. Subject to the requirements for transfer set forth below, the Bonds shall be, and have all of the qualities and incidents of, negotiable instruments under the Uniform Commercial Code of the State, and each successive Holder, in accepting any of said Bonds, shall be conclusively deemed to have agreed that such Bonds shall be and have all of the qualities and incidents of negotiable instruments under the Uniform Commercial Code of the State, and each successive Holder shall further be conclusively deemed to have agreed that said Bonds shall be incontestable in the hands of a bona fide holder for value.

So long as any of the Bonds remains Outstanding, the Registrar shall keep and maintain books for the registration and transfer of the Bonds. Bonds shall be transferable only by transfer of registration upon the Bond Register by the registered owner thereof in person or by his attorney or legal representative duly authorized in writing, upon surrender thereof, together with a written instrument of transfer satisfactory to the Registrar duly executed by the registered owner or such duly authorized attorney or legal representative. Upon transfer of a Bond, there shall be issued at the option of the Holder or the transferee another Bond or Bonds of the aggregate principal amount equal to the unpaid amount of the transferred Bond and of the same series, interest rate and maturity of said transferred Bond.

Upon surrender thereof at the office of the Registrar with a written instrument of transfer satisfactory to the Registrar and duly executed by the registered owner or his attorney or legal representative duly authorized in writing, Bonds may at the option of the Holder thereof be exchanged for an equal aggregate principal amount of Bonds of the same series, maturity and interest rate, in any authorized denominations.

In all cases in which the privilege of transferring or exchanging a Bond is exercised, Bonds shall be delivered in accordance with the provisions of this Ordinance. All Bonds surrendered in any such transfer or exchange shall forthwith be canceled by the

Registrar. Transfers of Bonds, the initial exchange of Bonds and exchanges of Bonds in the event of partial redemption of fully registered Bonds shall be made by the Registrar without charge to the Holder or the transferee thereof, except as provided below. For other exchanges of Bonds, the Registrar may impose a service charge. For every such transfer or exchange of bonds, the Registrar may make a charge sufficient to reimburse its office for any tax or other governmental charge required to be paid with respect to such transfer or exchange, and such tax or governmental charge, and such service charge for exchange other than the initial exchange or in the event of partial redemption, shall be paid by the person requesting such transfer or exchange as a condition precedent to the exercise of the privilege of making such transfer or exchange. The Registrar shall not be obliged to make any such transfer or exchange of Bonds that have been called for redemption.

Section 3.05. Bonds Mutilated, Destroyed, Stolen or Lost. In case any Bond shall become mutilated or be destroyed, stolen or lost, the Issuer may execute, in its discretion, and the Registrar shall authenticate, register and deliver any new Bond of like series, maturity and principal amount as the Bond, so mutilated, destroyed, stolen or lost, in exchange and upon surrender and cancellation of, such mutilated Bond, or in lieu of and substitution for the Bond destroyed, stolen or lost, and upon the Holder's furnishing the Issuer and the Registrar proof of his ownership thereof and that said Bond has been destroyed, stolen or lost and satisfactory indemnity and complying with such other reasonable regulations and conditions as the Issuer or the Registrar may prescribe and paying such expenses as the Issuer or the Registrar may incur. The name of the Bondholder listed in the Bond Register shall constitute proof of ownership. All Bonds so surrendered shall be submitted to and canceled by the Registrar, and evidence of such cancellation shall be given to the Issuer. If such Bond shall have matured or be about to mature, instead of issuing a substitute Bond, the Issuer, by and through the Registrar, may pay the same, upon being indemnified as aforesaid, and, if such Bond be lost, stolen or destroyed, without surrender therefor.

Any such duplicate Bonds issued pursuant to this section shall constitute original, additional contractual obligations on the part of the Issuer, whether or not the lost, stolen or destroyed Bonds be at any time found by any one, and such duplicate Bonds shall be entitled to equal and proportionate benefits and rights as to lien and source of and security for payment from the Revenues pledged herein with all other Bonds issued hereunder.

Section 3.06. Term Bonds. In the event Term Bonds are issued pursuant to this Ordinance, the following provisions shall apply:

A. The amounts to be deposited, apportioned and set apart by the Issuer from the Revenue Fund and into the Redemption Account in accordance with Subsection 4.03(A)(1) shall include (after credit as provided below) on the first of each month, beginning on the first day of that month which is 12 months prior to the first mandatory redemption date of said Term Bonds, a sum equal to 1/12th of the amount (or,

if the Bonds mature semiannually rather than annually, that month which is 6 months prior to the first mandatory redemption date of said Term Bonds, a sum equal to 1/6th of the amount) required to redeem the principal amount of such Term Bonds which are to be redeemed as of the next ensuing mandatory redemption date, which amounts and dates, if any, with respect to a series of Bonds shall be set forth in the Supplemental Resolution relating thereto.

B. At its option, to be exercised on or before the 60th day next preceding any such mandatory redemption date, the Issuer may (a) deliver to the Registrar for cancellation such Term Bonds in any aggregate principal amount desired or (b) receive a credit in respect of its mandatory redemption obligation for any such Term Bonds which prior to said date have been redeemed (otherwise than pursuant to this section) and canceled by the Registrar and not theretofore applied as a credit against any such mandatory redemption obligation. Each Term Bond so delivered or previously redeemed shall be credited by the Registrar at 100% of the principal amount thereof against the obligation of the Issuer on such mandatory redemption date, and Term Bonds delivered in excess of such mandatory redemption obligation shall be credited against future mandatory redemption obligations in the order directed by the Issuer, and the principal amount of such Term Bonds to be redeemed pursuant to mandatory sinking fund redemption shall be accordingly reduced.

C. The Issuer shall on or before the 60th day next preceding each mandatory redemption date furnish the Registrar and the Bond Commission with its certificate indicating whether and to what extent the provisions of (a) and (b) of the preceding paragraph are to be utilized with respect to such mandatory redemption payment and stating, in the case of the credit provided for in (b) of the preceding paragraph, that such credit has not theretofore been applied against any mandatory redemption obligation.

D. After said 60th day but prior to the date on which the Registrar selects the Term Bonds to be redeemed, the Bond Commission may use the moneys in the Redemption Account to purchase Term Bonds at a price less than the par value thereof and accrued interest thereon. The Bond Commission shall advise the Issuer and the Registrar of any Term Bonds so purchased, and they shall be credited by the Registrar at 100% of the principal amount thereof against the obligation of the Issuer on such mandatory redemption date, and any excess shall be credited against future mandatory redemption obligations in the order directed by the Issuer, and the principal amount of such Term Bonds to be redeemed pursuant to mandatory sinking fund redemption shall be accordingly reduced.

E. The Registrar shall call for redemption, in the manner provided herein, an aggregate principal amount of such Term Bonds, at the principal amount thereof plus interest accrued to the redemption date (interest to be paid from the Sinking Fund), as will exhaust as nearly as practicable such Redemption Account payment designated to be made in accordance with paragraph (A) of this section. Such redemption shall be by random

selection made on the 45th day preceding the mandatory redemption date, in such manner as may be determined by the Registrar. For purposes of this section, "Term Bonds" shall include any portion of a fully registered Term Bond, in integrals of $5,000.

Section 3.07. Notice of Redemption. Unless waived by any Holder of the Bonds to be redeemed, official notice of any redemption shall be given by the Registrar on behalf of the Issuer by mailing a copy of an official redemption notice by registered or certified mail at least 30 days and not more than 60 days prior to the date fixed for redemption to the applicable Bond Insurer, the Original Purchaser, and the registered owner of the Bond or Bonds to be redeemed at the address shown on the Bond Register or at such other address as is furnished in writing by such registered owner to the Bond Registrar.

So long as DTC (as CEDE & CO.) is the registered Owner of the Bonds, the Registrar shall send all notices of redemption to DTC and shall verify that DTC has received notice. Copies of all redemption notices shall also be sent to registered securities depositories and to *Standard & Poor's Called Bond Record.*

All official notices of redemption shall be dated and shall state:

(1) The redemption date,

(2) The redemption price,

(3) If less than all Outstanding Bonds are to be redeemed, the identification (and, in the case of partial redemption, the respective principal amounts) of the Bonds to be redeemed,

(4) That on the redemption date the Redemption Price and interest accrued will become due and payable upon each such Bond or portion thereof called for redemption, and that interest thereon shall cease to accrue from and after said date,

(5) The place where such Bonds are to be surrendered for payment of the redemption price, which place of payment shall be the principal office of the Registrar, and

(6) Such other information, if any, as shall be required for DTC-Eligible Bonds.

If funds sufficient to redeem all Bonds called for optional redemption have not been deposited with the Paying Agent at the time of mailing any notice of optional redemption, such notice shall also state that such optional redemption is subject to the deposit of such moneys with the Paying Agent on or before the Redemption Date. If such

moneys are not so deposited, the Registrar shall notify all holders of Bonds called for redemption of such fact.

Official notice of redemption having been given as aforesaid, the Bonds or portions of Bonds so to be redeemed shall, on the redemption date, become due and payable at the redemption price therein specified, and from and after such date (unless the Issuer shall default in the payment of the redemption price) such Bonds or portions of Bonds shall cease to bear interest. Upon surrender of such Bonds for redemption in accordance with said notice, such Bonds shall be paid by the Registrar at the redemption price. Installments of interest due on or prior to the redemption date shall be payable as herein provided for payment of interest. Upon surrender for any partial redemption of any Bond, there shall be prepared for the registered owner a new Bond or Bonds of the same maturity in the amount of the unpaid principal. All Bonds which have been redeemed shall be canceled and destroyed by the Bond Registrar and shall not be reissued.

Failure to receive such notice or any defect therein or in the mailing thereof shall not affect the validity of proceedings for the redemption of Bonds, and failure to mail such notice shall not affect the validity of proceedings for the redemption of any portion of Bonds for which there was no such failure.

Section 3.08. Persons Treated as Owners. The Issuer, the Registrar and any agent of the Issuer or the Registrar may treat the person in whose name any Bond is registered as the owner of such Bond for the purpose of receiving payment of the principal of, and interest on, such Bond and (except as provided in Section 6.18) for all other purposes, whether or not such Bond is overdue.

Section 3.09. Temporary Bonds. Until Bonds of any series in definitive form are ready for delivery, the Issuer may execute and the Registrar shall authenticate, register, if applicable, and deliver, subject to the same provisions, limitations and conditions set forth in this Article III, one or more printed, lithographed or typewritten Bonds in temporary form, substantially in the form of the definitive Bonds of such series, with appropriate omissions, variations and insertions, and in authorized denominations. Until exchanged for Bonds in definitive form, such Bonds in temporary form shall be entitled to the lien and benefit created under this Ordinance. Upon the presentation and surrender of any Bond or Bonds in temporary form, the Issuer shall, without unreasonable delay, prepare, execute and deliver to the Registrar, and the Registrar shall authenticate, register, if applicable, and deliver, in exchange therefor, a Bond or Bonds in definitive form. Such exchange shall be made by the Registrar without making any charge therefor to the Holder of such Bond in temporary form.

Section 3.10. Series 1996 Bonds. For the purposes of refunding all of the Outstanding Prior Bonds of the Issuer, funding the Reserve Account and paying costs in connection therewith, there shall be issued the Series 1996 Bonds of the Issuer, in an aggregate principal amount of not more than $33,000,000. Said Series 1996 Bonds shall

be designated "Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 1996" and shall be issued in fully registered form, in the denomination of $5,000 or any integral multiple thereof for any period of maturity, not exceeding the aggregate principal amount of Series 1996 Bonds maturing in the period of maturity for which the denomination is to be specified. The Series 1996 Bonds shall be numbered from R-1 consecutively upward. The Series 1996 Bonds shall be dated; shall be in such aggregate principal amount; shall bear interest at such rate or rates, not exceeding the then legally permissible rate, payable semiannually on such dates; shall mature on such dates (which may be annual or semi-annual) and in such amounts; shall be subject to such mandatory and optional redemption provisions; and shall have such other terms, all as the Issuer shall prescribe herein and in the Supplemental Resolution.

Section 3.11. Book Entry System for Series 1996 Bonds. A. The Series 1996 Bonds shall initially be issued in the form of one fully-registered bond for the aggregate principal amount of the Series 1996 Bonds of each maturity, registered in the name of CEDE & CO., as nominee of DTC. Except as provided in paragraph E below, all of the Series 1996 Bonds shall be registered in the registration books kept by the Registrar in the name of CEDE & CO., as nominee of DTC; provided that if DTC shall request that the Series 1996 Bonds be registered in the name of a different nominee, the Registrar shall exchange all or any portion of the Series 1996 Bonds registered in the name of such nominee or nominees. No person other than DTC or its nominee shall be entitled to receive from the Issuer or the Registrar either a Series 1996 Bond or any other evidence of ownership of the Series 1996 Bonds, or any right to receive any payment in respect thereof unless DTC or its nominee shall transfer record ownership of all or any portion of the Series 1996 Bonds on the registration books maintained by the Registrar, in connection with discontinuing the book entry system as provided in paragraph E below.

B. At or prior to settlement for the Series 1996 Bonds, the Issuer and the Registrar shall execute or signify their approval of a representation letter addressed to DTC in a form satisfactory to DTC (the "Representation Letter"). Any successor Registrar shall, in its written acceptance of its duties under this Ordinance, agree to take any actions necessary from time to time to comply with the requirements of the Representation Letter.

C. So long as the Series 1996 Bonds or any portion thereof are registered in the name of DTC or any nominee thereof, all payments of the principal or Redemption Price of or interest on such Series 1996 Bonds shall be made to DTC or its nominee at the addresses set forth in the Representation Letter in New York Clearing House or equivalent next day funds on the dates provided for such payments to be made to any Bondholder under this Ordinance. Each such payment to DTC or its nominee shall be valid and effective to fully discharge all liability of the Issuer and the Registrar with respect to the principal or Redemption Price of or interest on the Series 1996 Bonds to the extent of the sum or sums so paid. In the event of the redemption of less than all of the Series 1996 Bonds Outstanding of any maturity, the Registrar shall not require surrender by DTC of the Series 1996 Bonds so redeemed, but DTC may retain such Series 1996 Bonds and make an

appropriate notation on the Series 1996 Bond certificate as to the amount of such partial redemption; provided that DTC shall deliver to the Registrar, upon request, a written confirmation of such partial redemption. The records maintained by the Registrar shall be conclusive as to the amount of the Series 1996 Bonds of such maturity which have been redeemed.

D. The Issuer, the Paying Agent and the Registrar may treat DTC as the sole and exclusive owner of the Series 1996 Bonds registered in its name or the name of its nominee for the purposes of payment of the principal or Redemption Price of or interest on the Series 1996 Bonds, selecting the Series 1996 Bonds or portions thereof to be redeemed, giving any notice permitted or required to be given to Bondholders under this Ordinance, registering the transfer of Series 1996 Bonds, obtaining any consent or other action to be taken by Bondholders and for all other purposes whatsoever; and neither the Issuer nor the Registrar shall be affected by any notice to the contrary. Neither the Issuer nor the Registrar shall have any responsibility or obligation to any direct or indirect participant in DTC, any person claiming a beneficial ownership interest in the Series 1996 Bonds under or through DTC or any such participant, or any other person which is not shown on the registration books of the Registrar as being a Bondholder with respect to (i) the Series 1996 Bonds, (ii) the accuracy of any records maintained by DTC or any such participant, (iii) the payment by DTC or any such participant of any amount in respect of the principal or Redemption Price of or interest on the Series 1996 Bonds, (iv) any notice which is permitted or required to be given to Bondholders under this Ordinance, (v) the selection by DTC or any such participant of any person to receive payment in the event of a partial redemption of the Series 1996 Bonds or (vi) any consent given or other action taken by DTC as Bondholder.

E. The book entry system for registration of the ownership of the Series 1996 Bonds may be discontinued at any time if either: (i) DTC determines to resign as securities depository for the Series 1996 Bonds; or (ii) the Issuer determines that continuation of the system of book entry transfers through DTC (or through a successor securities depository) is not in the best interest of the beneficial owners of the Series 1996 Bonds. In either of such events (unless in the case described in clause (ii) above, the Issuer appoints a successor securities depository), the Series 1996 Bonds shall be delivered in registered certificate form to such persons, and in such maturities and principal amounts, as may be designated by DTC, but without any liability on the part of the Issuer or the Registrar for the accuracy of such designation. Whenever DTC requests the Issuer and the Registrar to do so, the Issuer and the Registrar shall cooperate with DTC in taking appropriate action after reasonable notice to arrange for another securities depository to maintain custody of certificates evidencing the Series 1996 Bonds.

Section 3.12. Delivery of Series 1996 Bonds. The Issuer shall execute and deliver the Series 1996 Bonds to the Registrar, and the Registrar shall authenticate, register and deliver the Series 1996 Bonds to the Original Purchaser upon receipt of the documents set forth below:

(A) A list of the names in which the Series 1996 Bonds are to be registered upon original issuance, together with such taxpayer identification and other information as the Registrar may reasonably require;

(B) A request and authorization to the Registrar on behalf of the Issuer, signed by an Authorized Officer, to authenticate and deliver the Series 1996 Bonds to the Original Purchaser;

(C) Copies, certified by the Clerk, of this Ordinance, the Supplemental Resolution and the Board Ordinance;

(D) The unqualified approving opinion upon the Series 1996 Bonds by Bond Counsel;

(E) An opinion of Bond Counsel to the effect that the Prior Bonds have been defeased in accordance with the provisions of the Prior Ordinance;

(F) An opinion of counsel acceptable to the Original Purchaser, which may be Bond Counsel, that the Board Ordinance has been duly and properly enacted; and

(G) Such other opinions, certificates and documents as shall be reasonably requested by the Original Purchaser.

Section 3.13. Form of Series 1996 Bonds. The definitive Series 1996 Bonds shall be in substantially the form set forth in **EXHIBIT A - BOND FORM** attached hereto and incorporated herein by reference, with such necessary and appropriate omissions, insertions and variations as are approved by those officers executing such Series 1996 Bonds on behalf of the Issuer and execution thereof by such officers shall constitute conclusive evidence of such approval, and the definitive Series 1996 Bonds shall have the form of the opinion of Steptoe & Johnson, as Bond Counsel, attached thereto or printed on the reverse thereof.

Section 3.14. Disposition of Proceeds of Series 1996 Bonds. Upon the issuance and delivery of the Series 1996 Bonds, the Issuer shall forthwith deposit the proceeds thereof as follows:

A. All interest accrued on the Series 1996 Bonds from the date thereof to the date of delivery thereof shall be deposited in the Sinking Fund and applied to payment of interest on the Series 1996 Bonds at the first interest payment date.

B. The amount of Series 1996 Bond proceeds which, together with other moneys or securities deposited therein and the earnings thereon, shall be sufficient to

accomplish the refunding and defeasance of the Prior Bonds (which amount shall be set forth in the Escrow Agreement) shall be deposited in the Escrow Fund.

C. The amount of Series 1996 Bond Proceeds which, together with other moneys or securities deposited therein shall be equal to the Reserve Account Requirement, shall be remitted to the Bond Commission for deposit in the Reserve Account.

D. The amount of Series 1996 Bond proceeds which, together with other moneys or securities deposited therein shall be equal to the Costs of Issuance of the Series 1996 Bonds shall be deposited with the Depository Bank in the Series 1996 Bonds Costs of Issuance Fund and shall be drawn out, used and applied by the Issuer solely to pay costs of issuance of the Series 1996 Bonds and miscellaneous costs of refunding the Prior Bonds at the written direction of the Issuer. Moneys not to be applied immediately to pay such costs of issuance and costs of refunding may be invested in accordance with this Ordinance, subject however, to applicable yield restrictions as may be in effect under the Code. If for any reason such proceeds, or any part thereof, are not necessary for, or are not applied to such purpose within 120 days following the Closing Date for the Series 1996 Bonds, such unapplied proceeds shall be transferred by the Issuer to the Series 1996 Bonds Sinking Fund established in Section 4.01 hereof and applied to the next ensuing payment of interest on the Series 1996 Bonds. All such proceeds shall constitute a trust fund for such purposes, and there hereby is created a lien upon such moneys until so applied in favor of the Holders of the Series 1996 Bonds from which such proceeds are derived.

E. The balance of Series 1996 Bonds proceeds shall be deposited in the Construction Fund and disbursed as provided in Section 3.15 hereof.

Section 3.15. Disbursements from the Construction Fund. Disbursements from the Construction Fund, except for payment of Costs of issuance of the Series 1996 Bonds in excess of the moneys available in the Costs of Issuance Fund which shall be made upon request of the Issuer, shall be made only for capital improvements, repairs and replacements for the System, including all necessary engineering and other professional services relating thereto.

All moneys deposited in the Construction Fund shall be disbursed by the Board within 3 years following the Closing Date, and thereupon the Construction Fund shall be closed. Pending such application, moneys in the Construction Fund, including any accounts therein, shall be invested and reinvested in Qualified Investments at the written direction of the Issuer.

ARTICLE IV

SYSTEM REVENUES; FUNDS AND ACCOUNTS

Section 4.01. Establishment of Funds and Accounts with Depository Bank. Pursuant to this Article IV, the following special funds are created with, and shall be held by, the Depository Bank, segregated from all other funds and accounts of the Depository Bank or the Issuer and from each other, (except as set forth in this Section 4.01) and used solely for the purposes provided herein:

(1) Revenue Fund;

(2) Depreciation Fund;

(3) Costs of Issuance Fund;

(4) Construction Fund; and

(5) Rebate Fund.

Section 4.02. Establishment of Funds and Accounts with Bond Commission. Pursuant to this Article IV, the following special fund and accounts are hereby established with and shall be held by the Bond Commission:

(1) Sinking Fund;

(a) Within the Sinking Fund:

(i) Reserve Account; and

(ii) Redemption Account.

Section 4.03. System Revenues and Application Thereof. So long as any of the Bonds shall be Outstanding and unpaid, the Issuer covenants as follows:

A. The entire Gross Revenues derived from the operation of the System and all parts thereof shall be deposited by the Issuer in the Revenue Fund. The Revenue Fund shall be kept separate and distinct from all other funds of the Issuer and the Depository Bank and used only for the purposes and in the manner herein provided. All Revenues at any time remaining on deposit in the Revenue Fund shall be disposed of only in the following manner and order of priority:

(1) The Issuer shall first, from the moneys in the Revenue Fund, on the first day of each month, beginning on the first day of that month which is 6 months prior to the first interest payment date on the Series 1996 Bonds, apportion and set apart out of the Revenue Fund and remit to the Bond Commission, for deposit in the Sinking Fund, a sum equal to 1/6th of the amount of interest which will become due on said Bonds on the next ensuing semiannual interest payment date, provided, that in the event the period to elapse between the date of such initial deposit in the Sinking Fund and the next ensuing semiannual interest payment date is less than or greater than 6 months, then such monthly payments shall be increased or decreased proportionately to provide, 1 month prior to the next ensuing semiannual interest payment date, the required amount of interest coming due on such date, and provided further, that the initial amount required to be transferred from the Revenue Fund and deposited in the Sinking Fund shall be reduced by the amount of accrued interest on the Series 1996 Bonds deposited therein and subsequent amounts required to be transferred from the Revenue Fund and deposited in the Sinking Fund shall be reduced by the amount of any earnings credited to the Sinking Fund.

The Issuer shall also apportion and set apart out of the Revenue Fund and remit to the Bond Commission for deposit in the Sinking Fund (and in the Redemption Account therein in the case of Term Bonds which are to be redeemed) on the first day of each month, beginning on the first day of that month which is 12 months prior to the first principal payment or mandatory redemption date of the Bonds, a sum equal to 1/12th of the amount (or 1/6th of the amount if the Bonds mature semiannually rather than annually) of principal which will mature or be redeemed and become due on the Bonds on the next ensuing principal payment or mandatory redemption date, provided, that in the event the period to elapse between the date of such initial deposit in the Sinking Fund and the next ensuing principal payment or mandatory redemption date is less than or greater than 12 months (or 6 months if the Bonds mature semiannually rather than annually), then such monthly payments shall be increased or decreased proportionately to provide, one month prior to the next ensuing principal payment date or mandatory redemption date, the required amount of principal coming due on such date, and provided further, that the amount of such deposits shall be reduced by the amount of any earnings credited to the Sinking Fund and not previously credited pursuant to the preceding paragraph.

Moneys in the Sinking Fund shall be used only for the purposes of paying principal of and interest on the Bonds as the same shall become due, whether by maturity or redemption prior to maturity. Pending such use, such moneys shall be invested in accordance with Article V.

The Issuer shall not be required to make any further payments into the Sinking Fund when the aggregate amount of funds in the Sinking Fund, including the Reserve Account therein, is at least equal to the aggregate principal amount of Bonds issued pursuant to this Ordinance then Outstanding, plus the amount of interest due or thereafter to become due on the Bonds then Outstanding.

As and when additional Bonds ranking on a parity with the Series 1996 Bonds are issued, provision shall be made for additional payments into the Sinking Fund sufficient to pay the interest on such additional parity Bonds and accomplish retirement thereof at or before maturity in accordance with the provisions hereof.

The payments into the Sinking Fund shall be made on the first day of each month, except that, when the first day of any month shall be a Saturday, Sunday or legal holiday, then such payments shall be made on the next succeeding business day, and all such payments shall be remitted to the Bond Commission with appropriate instructions as to the custody, use and application thereof consistent with the provisions of this Ordinance.

(2) Thereafter, from the moneys remaining in the Revenue Fund, the Issuer shall next, each month, apply such moneys, to the extent provided below, for deposit into the Reserve Account, as a result of a decrease in value of the Reserve Account below the Reserve Account Requirement or any withdrawal from the Reserve Account, beginning with the first full calendar month following the date on which (i) the valuation of investments in the Reserve Account results in a determination that the amount of moneys and the value of the Qualified Investments deposited to the credit of the Reserve Account is less than the Reserve Account Requirement, or (ii) any amount is withdrawn from the Reserve Account for deposit into the Sinking Fund. To the extent Net Revenues and any other legally available funds are available therefor, the amount so deposited shall be used to restore the amount of moneys on deposit in the Reserve Account to an amount equal to the Reserve Account Requirement to the full extent that such Net Revenues are available; provided, however, that if the shortfall in the Reserve Account is due to a decrease in the value of investments therein, such shortfall shall be replenished by not less than 4 equal monthly payments, and if such shortfall is due to a withdrawal from the Reserve Account, such shortfall shall be replenished by not less than 12 equal monthly payments, and provided further, that no payments shall be required to be made into the Reserve Account whenever and as long as the amount deposited therein shall be equal to the Reserve Account Requirement.

Amounts in the Reserve Account shall be used only for the purpose of making payments of principal of and interest on the Bonds when due, when amounts in the Sinking Fund are insufficient therefor and for no other purpose.

(3) Thereafter from the moneys remaining in the Revenue Fund, the Issuer shall next, each month, transfer from the Revenue Fund an amount sufficient to pay current Operating Expenses of the System.

(4) Thereafter, from the moneys remaining in the Revenue Fund, the Issuer shall next, on the first day of each month commencing with the first month in which interest shall be payable from the Revenue Fund, transfer to the Depreciation Fund a sum equal to not less than 5% of the Gross Revenues each month, exclusive of any payments for the account of the Reserve Account in the Sinking Fund.

Withdrawals and disbursements may be made by the Issuer from the Depreciation Fund only for the following purposes and in the following order of priority:

(a) To make up any deficiency in the Reserve Account in the event that moneys in the Revenue Fund are insufficient therefor (so that the amount on deposit therein is at least equal to the Reserve Account Requirement), or to reimburse in whole or in part any issuer of a Reserve Account Letter of Credit in the event of a draw thereon;

(b) For the payment of the principal (including the principal amount to be paid under the mandatory redemption schedules) of or interest on the Bonds, but only in the event that at the time of such withdrawal there are not sufficient funds for such purpose in the Sinking Fund (excluding the Reserve Account);

(c) For the payment of the reasonable costs of land and depreciable renewals, repairs, extensions, improvements and additions to the System;

(d) Upon resolution of the Board and the Issuer, moneys in the Depreciation Fund in excess of $1,000,000 may be transferred by the Issuer to the Redemption Account and used for optional redemption or for purchase of Bonds. In the event of purchase of Bonds, the Issuer may direct the purchase of

Bonds offered for sale at the lowest price below the redemption price of such Bonds.

(5) The Issuer may next, each month, after making the above required transfers of moneys from the Revenue Fund, apply any remaining Net Revenues to payment of debt service on subordinate bonds, notes, certificates or obligations of the System. Any excess of moneys then remaining in the Revenue Fund may be used for any lawful purpose of the System.

(6) If on any monthly payment date the Revenues of the System are insufficient to make the required deposits in any of the funds as hereinabove provided, the deficiency shall be made up on the next ensuing payment dates by payments in addition to the payments which are otherwise required to be made into the funds on such ensuring payment dates.

B. The Bond Commission is hereby designated as the fiscal agent for the administration of the Sinking Fund created hereunder, and all amounts required for said Sinking Fund shall be remitted to the Bond Commission from said Revenue Fund and from the proceeds of the sale of the Bonds, by the Issuer at the times and as otherwise provided herein. All remittances made by the Issuer to the Bond Commission shall clearly identify the fund or account into which each amount is to be deposited.

C. The moneys on deposit in the Revenue Fund and the Depreciation Fund in excess of the sum insured by the FDIC shall at all times be secured, to the full extent thereof in excess of such insured sum, by Government Obligations or by other Qualified Investments as shall be eligible as security for deposits of municipal funds under the laws of the State.

ARTICLE V

INVESTMENTS; NON-ARBITRAGE; REBATES OF EXCESS INVESTMENT EARNINGS

Section 5.01. Investments. The Issuer shall invest and reinvest, and shall instruct the Bond Commission and the Depository Bank to invest and reinvest, any moneys held as a part of the funds and accounts created by this Ordinance in Qualified Investments to the fullest extent possible under applicable laws, this Ordinance, the need for such moneys for the purposes set forth herein and the specific restrictions and provisions set forth in this section.

Except as provided below, any investment shall be held in and at all times deemed a part of the fund or account in which such moneys were originally held, and the interest accruing thereon and any profit or loss realized from such investment shall be credited or charged to the appropriate fund or account. The Issuer shall sell and reduce to cash a sufficient amount of such investments whenever the cash balance in any fund or account is insufficient to make the payments required from such fund or account, regardless of the loss on such liquidation. The Issuer may make any and all investments permitted by this section through the bond department of the Depository Bank. The Depository Bank shall not be responsible for any losses from such investments, other than for its own negligence or willful misconduct.

The following specific provisions shall apply with respect to any investments made under this section:

(A) Qualified Investments acquired for the Reserve Account shall mature or be subject to retirement at the option of the holder within not more than 5 years from the date of such investment.

(B) The Issuer shall, or shall cause the Bond Commission to, annually transfer from the Reserve Account to the Sinking Fund any earnings on the moneys deposited therein and any other funds in excess of the Reserve Account Requirement, including, on March 1, 2003 and March 1, 2019, the sum of $1,750,000; provided, however, that there shall at all times prior to March 1, 2019 remain on deposit in the Reserve Account an amount at least equal to the Reserve Account Requirement.

(C) In computing the amount in any fund or account, Qualified Investments shall be valued at the lower of the cost or the market price, exclusive of accrued interest. Valuation of all funds and accounts shall occur annually, except in the event of a withdrawal from the Reserve Account, whereupon it shall be valued immediately after such withdrawal. If amounts

on deposit in the Reserve Account shall, at any time, be less than the applicable Reserve Requirement, the applicable Bond Insurer shall be notified immediately of such deficiency, and such deficiency shall be made up from the first available Net Revenues after required deposits to the Sinking Fund and otherwise in accordance with Section 4.03(3).

(D) All amounts representing accrued and capitalized interest shall be held by the Bond Commission, pledged solely to the payment of interest on the Bonds and invested only in Government Obligations maturing at such times and in such amounts as are necessary to match the interest payments to which they are pledged.

(E) Notwithstanding the foregoing, all moneys deposited in the Sinking Fund may be invested by the Bond Commission in the West Virginia "consolidated fund" managed by the West Virginia State Board of Investments pursuant to Chapter 12, Article 6 of the Code of West Virginia, 1931, as amended.

Section 5.02. Arbitrage. The Issuer covenants that (i) it will restrict the use of the proceeds of the Bonds of each series in such manner and to such extent as may be necessary, so that such Bonds will not constitute "arbitrage bonds" under Section 148 of the Code and Regulations prescribed thereunder, 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 such Bonds) so that the interest on such 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 5.03. Tax Certificate and Rebate. A. 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 any series of Bonds. In addition, the Issuer covenants to comply with all Regulations from time to time in effect and applicable to the Series 1996 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 Ordinance.

B. The Issuer shall calculate, annually, the rebatable arbitrage, determined in accordance with Section 148(f) of the Code. Upon completion of each such annual calculation, the Issuer shall deposit, or cause to be deposited, in the Rebate Fund such sums as are necessary to cause the aggregate amount on deposit in the Rebate Fund to equal the sum determined to be subject to rebate to the United States, which, notwithstanding anything herein to the contrary, shall be paid from investment earnings on the underlying fund or

account established hereunder and on which such rebatable arbitrage was earned or from other lawfully available sources. Notwithstanding anything herein to the contrary, the Rebate Fund shall be held free and clear of any lien or pledge hereunder and used only for payment of rebatable arbitrage to the United States. The Issuer shall pay, or cause to be paid, to the United States, from the Rebate Fund or from the Gross Revenues in the event that the Rebate Fund is insufficient therefor, the rebatable arbitrage in accordance with Section 148(f) of the Code and such Regulations. In the event that there are any amounts remaining in the Rebate Fund following all such payments required by the preceding sentence, the Depository Bank shall pay said amounts to the Issuer to be used for any lawful purpose of the System. The Issuer shall remit payments to the United States 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. In the event that, for any reason, amounts in the Rebate Fund are insufficient to make the payments to the United States which are required, the Issuer shall assure that such payments are made by the Issuer to the United States, on a timely basis, from any funds lawfully available therefor. The Issuer at its expense, may provide for the employment of independent attorneys, accountants or consultants compensated on such reasonable basis as the Issuer may deem appropriate in order to assure compliance with this Section 5.03. The Issuer shall keep and retain, or cause to be kept and retained, records of the determinations made pursuant to this Section 5.03 in accordance with the requirements of Section 148(f) of the Code and such Regulations. In the event the Issuer fails to make such rebates as required, the Issuer shall pay any and all penalties and other amounts, from lawfully available sources, and obtain a waiver from the Internal Revenue Service, if necessary, in order to maintain the exclusion of interest on the Bonds from gross income for federal income tax purposes.

Section 5.04. Continuing Disclosure Agreement. The Issuer shall deliver a continuing disclosure agreement or certificate in form acceptable to the Original Purchaser sufficient to ensure compliance with SEC Rule 15c2-12, as it may be amended from time to time.

ARTICLE VI

ADDITIONAL COVENANTS OF THE ISSUER

Section 6.01. Covenants Binding and Irrevocable. All the covenants, agreements and provisions of this Ordinance shall be and constitute valid and legally binding covenants of the Issuer and shall be enforceable in any court of competent jurisdiction by any Holder or Holders of the Bonds, as prescribed by Article VII. In addition to the other covenants, agreements and provisions of this Ordinance, the Issuer hereby covenants and agrees with the Holders of the Bonds, as hereinafter provided in this Article VI. All such covenants, agreements and provisions shall be irrevocable, except as provided herein, as long as any of said Bonds or the interest thereon, are Outstanding and unpaid.

Section 6.02. Bonds not to be Indebtedness of the Issuer. The Bonds shall not be or constitute an indebtedness of the Issuer within the meaning of any constitutional, statutory or charter limitation of indebtedness but shall be payable solely from the Gross Revenues of the System, the moneys in the Sinking Fund and all accounts therein, the unexpended proceeds of the Bonds or moneys in a construction fund, if any, all as herein provided. No Holder or Holders of any Bonds issued hereunder shall ever have the right to compel the exercise of the taxing power of the Issuer to pay said Bonds or the interest thereon.

Section 6.03. Bonds Secured by Pledge of Gross Revenues and Moneys in Sinking Fund. The payment of the debt service of all of the Bonds issued hereunder shall be secured forthwith equally and ratably by a first lien on the Gross Revenues derived from the operation of the System and all moneys and securities in the Sinking Fund, including the Reserve Account therein, to the extent necessary to make the payments required under Section 4.03. The Gross Revenues derived from the System, in an amount sufficient to pay the principal of and interest on the Bonds herein authorized, and to make the payments into the Sinking Fund, all moneys and securities in the Sinking Fund, including the Reserve Account therein, and all other payments provided for in this Ordinance, are hereby irrevocably pledged in the manner provided in this Ordinance to the payment of the principal of and interest on the Bonds herein authorized as the same become due and for the other purposes provided in this Ordinance.

Section 6.04. Rates. Prior to the issuance of the Series 1996 Bonds, rates or charges for the use of the services and facilities of the System will be fixed and established, all in the manner and form required by law, and a copy of such rates and charges so fixed and established shall at all times be kept on file in the office of the Clerk of the Issuer, which copy will be open to inspection by all interested parties. The schedule or schedules of rates and charges shall at all times be adequate to produce Gross Revenues from the System sufficient to make the prescribed payments into the funds and accounts created hereunder. Such schedule or schedules of rates and charges shall be revised from time to time, whenever necessary, so that the aggregate of the rates and charges will be sufficient for such purposes. In order to assure full and continuous performance of this covenant with a margin for contingencies and temporary unanticipated reduction in income

and revenues, the Issuer hereby covenants and agrees that the schedule or schedules of rates or charges from time to time in effect shall be sufficient to produce Net Revenues equal to not less than the sum of (i) 120% of the Maximum Annual Debt Service on the Bonds in any Fiscal Year; and (ii) the amount, if any, required to be deposited in the Reserve Account in order to satisfy the Reserve Account Requirement within a period of not more than 6 months, assuming equal payments are made each month. All such rates and charges, if not paid when due, shall constitute a lien upon the premises served by the System. For purposes of this test, the terms "Gross Revenues" and "Net Revenues" shall not include proceeds from the sale of capital assets.

The Issuer hereby covenants to commence enactment of such ordinance or ordinances as shall be required to increase the rates and charges for the services and facilities of the System within 30 days following a determination of the Independent Accountant that less than the above-required coverage exists or in the event that the annual audit report shows less than the above-required coverage, such increase to provide rates and charges sufficient to produce such required coverage.

Section 6.05. Operation and Maintenance. The Issuer will maintain the System in good condition and will operate the same as a revenue-producing enterprise in an efficient and economical manner, making such expenditures for equipment and for renewal, repair and replacement as may be proper for the economical operation and maintenance thereof from the Revenues of said System in the manner provided in this Ordinance.

Section 6.06. Sale of the System. The System may be sold, mortgaged, leased or otherwise disposed of only as a whole, or substantially as a whole, and only if the net proceeds to be realized shall be sufficient to defease the pledge created by this Ordinance as provided by Section 9.01. The proceeds from such sale, mortgage, lease or other disposition of the System shall be immediately remitted to Bond Commission for deposit in the Sinking Fund, and otherwise as prescribed by Section 9.01. Any balance remaining after such defeasance shall be remitted to the Issuer by the Bond Commission unless necessary for the payment of other obligations of the Issuer payable out of the Revenues of the System.

The foregoing provision notwithstanding, the Board shall have and hereby reserves the right to sell, lease or otherwise dispose of any of the property comprising a part of the System hereinafter determined in the manner provided herein to be no longer necessary, useful or profitable in the operation thereof. Prior to any such sale, lease or other disposition of such property, if the amount to be received therefor is not in excess of $50,000, the Board shall, in writing, determine that such property comprising a part of the System is no longer necessary, useful or profitable in the operation thereof, and the Board may then provide for the sale of such property. The proceeds of any such sale shall be deposited in the Revenue Fund. If the amount to be received from such sale, lease or other disposition of said property shall be in excess of $50,000 but not in excess of $200,000, the Board shall first, in writing, determine with the written approval of the Consulting Engineers that such property comprising a part of the System is no longer necessary, useful or profitable in the operation thereof, and the Council may then, if it be so advised, by

resolution duly adopted, approve and concur in such finding and authorize such sale, lease or other disposition of such property in accordance with the laws of the State. The proceeds derived from any such sale, lease or other disposition of such property, in excess of $50,000 and not in excess of $200,000, shall be deposited by the Issuer into the Depreciation Fund. Such payments of such proceeds into the Depreciation Fund or the Redemption Account shall reduce the amounts required to be paid into said funds by other provisions of this Ordinance.

No sale, lease or other disposition of the properties of the System shall be made by the Issuer if the proceeds to be derived therefrom shall be in excess of $200,000 and insufficient to defease the pledge created by this Ordinance, as provided by Section 9.01, without the prior approval and consent in writing of any applicable Bond Insurer and the Holders, or their duly authorized representatives, of 60% in amount of Bonds then Outstanding. The Issuer shall prepare the form of such approval and consent for execution by the Bond Insurer and the then Holders of the Bonds for the disposition of the proceeds of the sale, lease or other disposition of such properties of the System.

Section 6.07. Issuance of Other Obligations Payable Out of Revenues and General Covenant Against Encumbrances. The Issuer shall not issue any other obligations whatsoever, except additional parity Bonds provided for in Section 6.08 hereof, payable from the Revenues of the System which rank prior to, or equally, as to lien on and source of and security for payment from the Gross Revenues with the Bonds; and all obligations hereafter issued by the Issuer payable from the Revenues of the System, except such additional Bonds, shall contain an express statement that such obligations are junior and subordinate as to lien on and source of and security for payment from such Revenues and in all other respects to the Bonds.

The Issuer shall not create, or cause or permit to be created, any debt, lien, pledge, assignment, encumbrance or any other charge having priority over or, except with respect to such additional parity Bonds, being on a parity with the lien of the Bonds, and the interest thereon, upon any of the income and Revenues of the System pledged for payment of the Bonds and the interest thereon in this Ordinance or upon the System or any part thereof.

Section 6.08. Additional Parity Bonds. No additional parity Bonds, as in this section defined, payable out of the Revenues of the System shall be issued after the issuance of any Bonds pursuant to this Ordinance, except under the conditions and in the manner herein provided.

No such additional parity Bonds shall be issued except for the purpose of financing the costs of the construction of additions, betterments or improvements to the System, refunding all or a portion of one or more series of Bonds issued pursuant hereto, to pay claims which may exist against the revenues or facilities of the System or all of such purposes.

No such additional parity Bonds shall be issued at any time, however, unless and until there has been procured and filed with the Clerk of the Issuer a written statement

by Independent Accountants, reciting the conclusion that the Net Revenues actually derived, from the System during the Fiscal Year preceding the date of the actual issuance of such additional parity Bonds, plus the increased annual Net Revenues expected to be received after the date of issuance of such parity Bonds shall not be less than 120% of the Maximum Annual Debt Service on the following:

(1) The Series 1996 Bonds then Outstanding;

(2) Any additional parity Bonds theretofore issued pursuant to the provisions contained in this Ordinance then Outstanding; and

(3) The additional parity Bonds then proposed to be issued.

The "increased annual Net Revenues expected to be received" 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 any increase in rates enacted by the Issuer, the time for appeal of which shall have expired (without successful appeal) prior to the date of delivery of such additional parity Bonds, and shall not exceed the amount to be stated in the aforementioned certificate of Independent Accountants, which shall be filed in the office of the Clerk of the Issuer prior to the issuance of such additional parity Bonds. For purposes of this test, the terms "Gross Revenues" and "Net Revenues" shall not include proceeds from the sale of capital assets.

The term "additional parity Bonds," as used in this section, shall be deemed to mean additional Bonds issued under the provisions and within the limitations of this section, payable from the Net Revenues of the System on a parity with the Series 1996 Bonds, and all the covenants and other provisions of this Ordinance (except as to details of such additional parity Bonds inconsistent herewith) shall be for the equal benefit, protection and security of the Holders of the Series 1996 Bonds and the Holders of any additional parity Bonds theretofore or subsequently issued from time to time within the limitations of and in compliance with this section. All the Bonds, regardless of the time or times of their issuance, shall rank equally with respect to their lien on the Net Revenues of the System, and their source of and security for payment from said Net Revenues, without preference of any Bond over any other. The Issuer shall comply fully with all the increased payments into the various funds and accounts created in this Ordinance required for and on account of such additional parity Bonds, in addition to the payments required for Bonds theretofore issued pursuant to this Ordinance.

No additional parity Bonds shall be valid unless authenticated pursuant to Section 3.03. Prior to such authentication, registration, if applicable, and delivery, the Registrar shall receive those documents prescribed by Section 3.12 with respect to the Series 1996 Bonds, modified as deemed necessary by the Registrar to reflect the issuance of such additional parity Bonds.

The term "additional parity Bonds," as used in this section, shall not be deemed to include bonds, notes, certificates or other obligations subsequently issued, the lien on the Revenues of the System of which is subject to the prior and superior lien of the

Bonds on such Revenues. Any such subordinate bonds, notes, certificates or other obligations shall be payable from the Net Revenues remaining after all payments required to be made pursuant to Section 4.03(1), (2) and (3) have first been paid. The Issuer shall not issue any obligations whatsoever payable from the Revenues of the System, or any part thereof, which rank prior to or equally, as to lien and source of and security for payment from such Revenues, with the Bonds except in the manner and under the conditions provided in this section.

No additional parity Bonds, as in this section defined, shall be issued at any time, however, unless all of the payments into the respective funds and accounts provided for in this Ordinance on account of the Bonds then Outstanding (excluding the Depreciation Fund), and any other payments provided for in this Ordinance, shall have been made in full as required to the date of delivery of the additional parity Bonds.

The Issuer may issue additional parity Bonds without compliance with any other conditions for the purpose of refunding prior to maturity any series of the Bonds or portion thereof, provided that the annual debt service required on account of the refunding Bonds and the Bonds which are not refunded shall not be greater in any year in which the Bonds not refunded and the refunding Bonds are to be Outstanding than the annual debt service required in such year if the Bonds to be refunded were not so refunded and provided further, that the final maturity of such additional parity Bonds does not exceed that of the refunded Bonds.

Section 6.09. Insurance and Bonds. The Issuer hereby covenants and agrees, that so long as the Bonds remain Outstanding, the Issuer or the Board will, as an Operating Expense, procure, carry and maintain insurance and bonds and worker's compensation coverage with a reputable insurance carrier or carriers or bonding company or companies rated at least "A" by Standard & Poor's Corporation covering the following risks and in the following amounts:

A. FIRE, LIGHTNING, VANDALISM, MALICIOUS MISCHIEF AND EXTENDED COVERAGE INSURANCE, on all above-ground insurable portions of the System in an amount equal to the greater of the fair appraised value or the original cost thereof. In the event of any damage to or destruction of any portion of the System, the Board will promptly arrange for the application of the insurance proceeds for the repair or reconstruction of such damages or destroyed portion. The Board will itself, or will require each contractor and subcontractor to, obtain and maintain builder's risk insurance to protect the interests of the Board and the Issuer during construction of the Project in the full insurable value thereof.

B. PUBLIC LIABILITY INSURANCE, with limits of not less than is customarily carried by municipalities of equivalent size with respect to works and properties similar to the System to protect the Issuer and the Board from claims for bodily injury and/or death and from claims for damage to property of others which may arise from the operation of the System, and insurance with the same limits to protect the Issuer and the Board from claims arising out of operation or ownership of motor vehicles of or for the System, provided that, the Board, with the review of an insurance consultant and the

concurrence of the Issuer, may elect to self-insure, so long as the following requirments are met:

(i) The self-insurance program has been reviewed by an insurance consultant;

(ii) The self-insurance program includes an actuarially sound claims reserve fund out of which each self-insured claim shall be paid; the adequacy of such fund shall be evaluated on an annual basis by an insurance consultant; and any deficiencies in any self-insured claims reserve fund will be remedied in accordance with the recommendation of the insurance consultant;

(iii) The self-insured claims reserve fund shall be held in the United States of America in a separate trust fund by an independent corporate trustee; and

(iv) In the event the current funding of the self-insurance program shall be discontinued, the actuarial soundness of its claims reserve fund, as determined by an insurance consultant, shall be maintained.

If the Issuer determines in good faith that any required insurance is not commercially available at a reasonable cost with reasonable terms, it shall engage an insurance consultant to verify the determination and to make recommendations regarding the types, amounts and provisions of any such insurance that should be purchased or funded by the Issuer, taking into consideration the costs and practices of other municipal water and sewer systems of similar size and type in the State to the extent that such information is available. The Issuer may, upon resolution adopted in good faith and upon the recommendations of the insurance consultant, adopt alternate or supplemental risk management programs which the Issuer determines to be reasonable, including the right to self-insure and participate in captive insurance companies.

C. WORKER'S COMPENSATION COVERAGE FOR ALL EMPLOYEES OF OR FOR THE SYSTEM ELIGIBLE THEREFOR; AND PERFORMANCE AND PAYMENT OR COMPLETION BONDS, such bonds to be in the amounts of not less than 100% of the amount of any construction contract and to be required of each contractor dealing directly with the Board and such payment bonds will be filed with the Clerk of the County Commission of Wood County prior to commencement of construction of any additions, extensions or improvements for the System in compliance with West Virginia Code, Section 38-2-39.

D. FIDELITY BONDS will be provided as to every officer and employee of the Board having custody of the Revenues or of any other funds of the System, in an amount at least equal to the total funds in the custody of any such person at any one time.

Section 6.10. Report of Consulting Engineers. The Board shall, at least once every two years, commencing no later than July 1, 1996, retain recognized qualified independent Consulting Engineers to review the operation, maintenance and repair of the

System and to report to the Board and the Issuer in writing their recommendations and comments pertaining to the System. Such biennial report of the Consulting Engineers, or a summary thereof, shall be made available, upon request, to the Original Purchaser, the Bond Insurer, if any, and any Bondholder.

Section 6.11. Services Rendered to the Board or Issuer. The Board will not render or cause to be rendered any free services of any nature by its System; and, in the event the Board, the Issuer or any department, agency, instrumentality, officer or employee thereof shall avail himself of the facilities or services provided by the System or any part thereof, the same rates, fees or charges applicable to other customers receiving like services under similar circumstances shall be charged the Board, the Issuer and any such department, agency, instrumentality, officer or employee. Such charges shall be paid as they accrue, and the Board or the Issuer shall transfer from its general funds sufficient sums to pay such charges for service to any of its departments or properties. The revenues so received shall be deemed to be Revenues derived from the operation of the System and shall be deposited and accounted for in the same manner as other Revenues derived from such operation of the System.

Section 6.12. Enforcement of Collections. The Issuer or the Board will diligently enforce and collect all fees, rentals or other charges for the services and facilities of the System, and take all steps, actions and proceedings for the enforcement and collection of such fees, rentals or other charges which shall become delinquent to the full extent permitted or authorized by the Act, the rules and regulations of the Public Service Commission of West Virginia and other laws of the State of West Virginia.

Whenever any fees, rates, rentals or other charges for the services and facilities of the System shall remain unpaid for a period of 30 days after the same shall become due and payable, the property and the owner thereof, as well as the user of the services and facilities, shall be delinquent until such time as all such rates and charges are fully paid and to the extent authorized by the laws of the State and the rules and regulations of the Public Service Commission of West Virginia, all delinquent rates, rentals and other changes, if not paid, shall become a lien on the premises served by the System. The Issuer further covenants and agrees that, it will, to the full extent permitted by law and the rules and regulations promulgated by the Public Service Commission of West Virginia, discontinue and shut off the services and facilities of the System and any services and facilities of the City's waterworks system, to all delinquent users of services and facilities of the System and will not restore such services of the System (or waterworks system) until all billing for charges for the services and facilities of the System, plus reasonable interest penalty charges for the restoration of service, has been fully paid.

Section 6.13. No Competing Franchise. To the extent legally allowable, neither the Issuer nor the Board will grant or cause, consent to or allow the granting of any franchise or permit to any person, firm, corporation or body, or agency or instrumentality whatsoever for the providing of any services which would compete with services provided by the System.

Section 6.14. Books and Records. The Board will keep books and records of the System, which shall be separate and apart from all other books, records and accounts of the Board or the City, in which complete and correct entries shall be made of all transactions relating to the System, and any Holder of a Bond or Bonds shall have the right at all reasonable times to inspect the System, and all parts thereof, and all records, accounts and data of the Board relating thereto.

The accounting system for the System shall follow current generally accepted accounting principles, to the extent allowable under and in accordance with the rules and regulations of the Public Service Commission of West Virginia and the Act. Separate control accounting records shall be maintained by the Board. Subsidiary records as may be required shall be kept in the manner, on the forms, in the books and along with other bookkeeping records as prescribed by the Board. The Board shall prescribe and institute the manner by which subsidiary records of the accounting system which may be installed remote from the direct supervision of the Board shall be reported to such agent of the Board as it shall direct.

The Issuer or the Board shall file with the Original Purchaser and any Bond Insurer, and shall mail to any Bondholder requesting the same, an annual report within 30 days following the date of receipt of the final audit containing a balance sheet, statement of revenues, expenses, and changes in retained earnings, and statement of cash flows, as prescribed by generally accepted accounting principles.

The Issuer or the Board shall also file with the Original Purchaser and any Bond Insurer, and mail to any Bondholder requesting the same, a monthly unaudited report within 30 days following the end of each month containing the following:

(A) A statement of Gross Revenues, Operating Expenses, and Net Revenues derived from the System.

(B) A statement of account balances in the Sinking Fund accounts provided for in this Ordinance and status of said funds.

The Issuer or the Board shall also, at least once a year, cause the books, records and accounts of the System to be completely audited by an Independent Accountant, shall mail upon request, and make available generally, the report of said Independent Accountant, or a summary thereof, to any Holder or Holders of Bonds issued pursuant to this Ordinance and shall file said report with the Original Purchaser.

Section 6.15. Operating Budget. The Board shall annually, at least 45 days preceding the beginning of each Fiscal Year, or at such earlier date required by the charter of the Issuer, prepare and adopt by resolution a detailed budget of the estimated expenditures for operation and maintenance of the System during the succeeding Fiscal Year. No increased expenditures in excess of 10% of the amount of such budget shall be made except upon the further certificate of such a registered professional engineer that such increased expenditures are necessary for the continued operation of the System. The Board shall mail copies of such annual budget and all resolutions authorizing increased

expenditures for operation and maintenance to the Original Purchaser and the Bond Insurer, if any, and shall make available such budgets and all resolutions authorizing increased expenditures for operation and maintenance of the System at all reasonable times to the Original Purchaser and to any Bondholder or anyone acting for and in behalf of such Bondholder who requests the same.

Section 6.16. Mandatory Connections. The mandatory use of the sewerage portion of the System is essential and necessary for the protection and preservation of the public health, comfort, safety, convenience and welfare of the inhabitants and residents of, and the economy of, the City, and in order to assure the rendering harmless of sewage and waterborne waste matter produced or arising within the territory served by the sewerage portion of the System. Accordingly, every owner, tenant or occupant of any house, dwelling or building located near the System, to the extent permitted by the laws of the State and the rules and regulations of the Public Service Commission of West Virginia, shall connect with and use the sewerage portion of the System and shall cease the use of all other means for the collection, treatment and disposal of sewage and waste matters from such house, dwelling or building and every such owner, tenant or occupant shall, after a 30 day notice of the availability of sewerage services of the System, pay the rates and charges established therefor.

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

Section 6.17. 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 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 Bonds during the term thereof is, under the terms of the 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) in the event that both (A) in excess of 5% of the Net Proceeds of the 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 Bonds during the term thereof is, under the terms of the 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 Bonds used for a Private Business Use shall be used for a Private Business Use related to the governmental

use of the System, or if the Bonds are for the purpose of financing more than one project, a portion of the System, and shall not exceed the proceeds used for the governmental use of that portion of the System to which such Private Business Use is related.

B. PRIVATE LOAN LIMITATION. The Issuer shall assure that not in excess of the lesser of 5% of the Net Proceeds of the 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 Bonds to be directly or indirectly "federally guaranteed" within the meaning of Section 149(b) of the Code and Regulations promulgated thereunder.

D. INFORMATION RETURN. The Issuer will file all statements, instruments and returns necessary to assure the tax-exempt status of the 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 Bonds will be and remain excludable from gross income for federal income tax purposes, and will not take any actions which would adversely affect such exclusion.

Section 6.18. Covenants Regarding the Municipal Bond Insurance Policy. The Issuer intends to obtain a Municipal Bond Insurance Policy for the Series 1996 Bonds. In the event such a Municipal Bond Insurance Policy is obtained, certain additional covenants of the Issuer will be required by the Bond Insurer as a condition to insuring the Series 1996 Bonds. These additional covenants shall be set forth in full in the Supplemental Resolution, shall apply to the Series 1996 Bonds and any other Bonds which may be insured by such Bond Insurer, and shall be controlling in the event any other provisions of this Ordinance may be in conflict therewith.

ARTICLE VII

DEFAULTS AND REMEDIES

Section 7.01. Events of Default. Each of the following events shall constitute an "Event of Default" with respect to the Bonds:

(A) If default occurs in the due and punctual payment of the principal of or interest on any Bond;

(B) If default occurs in the Issuer's observance of any of the covenants, agreements or conditions on its part in this Ordinance or any Supplemental Resolution or in the Bonds contained, and such default shall have continued for a period of 30 days after written notice specifying such default and requiring the same to be remedied shall have been given to the Issuer by any Bondholder or any Insurer; or

(C) 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.

Section 7.02. Enforcement. Upon the happening and continuance of any Event of Default, any Bondholder (with the prior written consent of the applicable Bond Insurer) or any Bond Insurer may exercise any available remedy and bring any appropriate action, suit or proceeding to enforce his rights and, in particular:

(A) Bring suit for any unpaid principal or interest then due;

(B) By mandamus or other appropriate proceeding enforce all rights of the Bondholders, including the right to require the Issuer to perform its duties under the Act and this Ordinance;

(C) Bring suit upon the Bonds;

(D) 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 Bondholders; and

(E) By action or bill in equity enjoin any acts in violation of this Ordinance or the rights of the Bondholders.

No remedy by the terms of this Ordinance 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.

No delay or omission to exercise any right or power accruing upon any default or Event of Default shall impair any such right or power or shall be construed to be a waiver of any such default or Event of Default or acquiescence therein, and every such right and power may be exercised from time to time and as often as may be deemed expedient.

No waiver of any default or Event of Default hereunder by the Bondholders shall be made without the prior written consent of the applicable Bond Insurer or shall extend to or shall affect any subsequent default or Event of Default or shall impair any rights or remedies consequent thereto.

Section 7.03. Appointment of Receiver. If there be any Event of Default existing and continuing, any Bondholder or any Bond Insurer shall, in addition to all other remedies or rights, have the right by appropriate legal proceedings to obtain the appointment of a receiver to administer the System on behalf of the Issuer, with power to charge rates, rentals, fees and other charges sufficient to provide for the payment of the principal of and interest on the Bonds, the deposits into the funds and accounts hereby established as herein provided and the payment of Operating Expenses of the System and to apply such rates, rentals, fees, charges or other Revenues in conformity with the provisions of this Ordinance and the Act.

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

Whenever all that is due upon the Bonds issued pursuant to this Ordinance and interest thereon and under any covenants of this Ordinance for reserve, sinking or other funds and accounts and upon any other obligations and interest thereon having a charge, lien or encumbrance upon the Revenues of the System shall have been paid and made good, and all defaults under the provisions of this Ordinance shall have been cured and made good, and all moneys due hereunder or under any Supplemental Resolution have been paid in full, possession of the System shall be surrendered to the Issuer upon the entry of an order of the court to that effect. Upon any subsequent default, any Bondholder shall have the same right to secure the further appointment of a receiver upon any such subsequent default.

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

Any receiver appointed as provided herein shall hold and operate the System in the name of the Issuer and for the joint protection and benefit of the Issuer and the Holders of the Bonds issued pursuant to this Ordinance. Such receiver shall have no power

to sell, assign, mortgage or otherwise dispose of any assets of any kind or character belonging or pertaining to the System, but the authority of such receiver shall be limited to the possession, operation and maintenance of the System, for the sole purpose of the protection of both the Issuer and the Bondholders, and the curing and making good of any default under the provisions of this Ordinance, and the title to and ownership of said System shall remain in the Issuer, and no court shall have any jurisdiction to enter any order or decree permitting or requiring such receiver to sell, mortgage or otherwise dispose of any assets of the System.

Notwithstanding any other provision of this Ordinance, in determining whether the rights of the Bondholders will be adversely affected by any action taken pursuant to the terms and provisions of this Ordinance, any trustee or Bondholder's committee shall consider the effect on the Bondholders as if no Municipal Bond Insurance Policy were then in effect.

Section 7.04. Restoration of Issuer and Bondholder. In case any Bondholder shall have proceeded to enforce any right under this Ordinance by the appointment of a receiver, by entry or otherwise, and such proceedings shall have been discontinued or abandoned for any reason, or shall have been determined adversely, then and in every such case the Issuer and such Bondholder shall be restored to their former positions and rights hereunder, and all rights and remedies of such Bondholder shall continue as if no such proceedings had been taken.

ARTICLE VIII

REGISTRAR AND PAYING AGENT

Section 8.01. Appointment of Registrar. The Registrar for the Series 1996 Bonds shall be appointed pursuant to the Supplemental Resolution. The Issuer is hereby authorized and directed to enter into an agreement with the Registrar, the substantial form of which agreement is to be approved by Supplemental Resolution.

Section 8.02. Responsibilities of Registrar. The recitals of fact in the Bonds shall be taken as statements of the Issuer, and the Registrar shall not be responsible for their accuracy. The Registrar shall not be deemed to make any representation as to, and shall not incur any liability on account of, the validity of the execution of any Bonds by the Issuer. Notwithstanding the foregoing, the Registrar shall be responsible for any representation in its Certificate of Authentication on the Bonds. The Registrar and any successor thereto shall agree to perform all the duties and responsibilities spelled out in this Ordinance and any other duties and responsibilities incident thereto, all as provided by said agreement described in Section 8.01.

Section 8.03. Evidence on Which Registrar May Act. Except as otherwise provided by Section 10.02, the Registrar shall be protected in acting upon any notice, resolution, request, consent, order, certificate, opinion or other document believed by it to be genuine and to have been signed or presented by the proper party or parties. Whenever the Registrar shall deem it necessary or desirable that a fact or matter be proved or established prior to taking or suffering any action, such fact or matter, unless other evidence is specifically prescribed, may be deemed to be conclusively proved and established by a certificate of an Authorized Officer of the Issuer, but in its discretion the Registrar may instead accept other evidence of such fact or matter.

Section 8.04. Compensation and Expenses. The Issuer shall pay to the Registrar from time to time reasonable compensation for all services, including the transfer of registration of Bonds, the first exchange of Bonds and the exchange of Bonds in the event of partial redemption, incurred in the performance of its duties hereunder.

Section 8.05. Certain Permitted Acts. The Registrar may become the owner of or may deal in Bonds as fully and with the same rights it would have if it were not Registrar. To the extent permitted by law, the Registrar may act as depository for, and permit any of its officers or directors to act as a member of, or in any other capacity with respect to, any committee formed to protect the rights of Bondholders or effect or aid in any reorganization growing out of the enforcement of the Bonds or this Ordinance, whether or not any such committee shall represent the Holders of a majority in principal amount of the Bonds Outstanding.

Section 8.06. Resignation of Registrar. The Registrar may at any time resign and be discharged of its duties and obligations under this Ordinance by giving not less than 60 days' written notice to the Issuer and publishing in an Authorized Newspaper

notice (or mailing such notice to each Bondholder in the event all Bonds are fully registered), specifying the date when such resignation shall take effect, within 20 days after the giving of such written notice. A copy of such notice shall also be mailed to each owner of a fully registered Bond or a coupon Bond registered as to principal (other than to bearer). Such resignation shall take effect upon the day specified in such notice unless a successor shall have been previously appointed by the Issuer or bondholders, in which event such resignation shall take effect immediately, provided that in no event shall such resignation take effect until a successor has been appointed and has accepted its duties as Registrar.

Section 8.07. Removal. The Registrar may be removed at any time by the Issuer, the applicable Bond Insurer or by the Holders of a majority in principal amount of the Bonds then Outstanding by an instrument or concurrent instruments in writing signed and duly acknowledged by the Issuer, the applicable Bond Insurer or by such Bondholders or their attorneys duly authorized in writing and delivered to the Issuer, as the case may be. Copies of each such instrument shall be delivered by the Issuer to the Registrar. Such removal shall take effect upon the date stated in such instrument, provided that in no event shall such removal take effect until a successor has been appointed and has accepted its duties as Registrar.

Section 8.08. Appointment of Successor. In case at any time the Registrar shall resign or shall be removed or shall become incapable of acting, or shall be adjudged bankrupt or insolvent, or if a receiver, liquidator or conservator of the Registrar or of its property shall be appointed, or if any public officer or court shall take charge or control of the Registrar or of its property or affairs, a successor may be appointed by the Holders of a majority in principal amount of the Bonds then Outstanding by an instrument or concurrent instruments in writing signed by such Bondholders or their attorneys duly authorized in writing and delivered to the Issuer and such successor Registrar, notification thereof being given to the predecessor Registrar. Pending such appointment, the Issuer shall forthwith appoint a Registrar to fill such vacancy until a successor Registrar shall be appointed by such Bondholders. The Issuer shall publish in an Authorized Newspaper (or mail to each Bondholder in the event all Bonds are fully registered) notice of any such appointment within 20 days after the effective date of such appointment. A copy of such notice shall also be mailed to each owner of a fully registered Bond or a coupon Bond registered as to principal (other than to bearer). Any successor Registrar appointed by the Issuer shall, immediately and without further act, be superseded by a Registrar appointed by such Bondholders. If in a proper case no appointment of a successor Registrar shall be made within 45 days after the Registrar shall have given to the Issuer written notice of resignation or after the occurrence of any other event requiring such appointment, the Registrar or any Bondholder may apply to any court of competent jurisdiction to appoint a successor. Any Registrar appointed under the provisions of this section shall be a bank, trust company or national banking association authorized to perform the duties imposed upon it by this Ordinance.

Section 8.09. Transfer of Rights and Property to Successor. Any predecessor Registrar or Paying Agent shall pay over, assign and deliver any moneys, books and records held by it to its successor.

Section 8.10. Merger or Consolidation. Any company into which the Registrar may be merged or converted or with which it may be consolidated or any company resulting from any merger, conversion or consolidation to which it shall be a party, or any company to which the Registrar or any public officer or court may sell or transfer all or substantially all of its corporate trust business, shall be the successor to such Registrar without the execution or filing of any paper or the performance of any further act; provided, however, that such company shall be a bank, trust company or national banking association meeting the requirements set forth in Section 8.08.

Section 8.11. Adoption of Authentication. In case any of the Bonds shall have been authenticated but not delivered, any successor Registrar may adopt a Certificate of Authentication and Registration executed by any predecessor Registrar and deliver such Bonds so authenticated, and, in case any Bonds shall have been prepared but not authenticated, any successor Registrar may authenticate such Bonds in the name of the predecessor Registrar or in its own name.

Section 8.12. Paying Agent. The Registrar shall also serve as the Paying Agent. The Registrar's acceptance of the duties and responsibilities of the Registrar expressed in Section 8.02 shall also include the trusts and the duties of Paying Agent. Any alternate Paying Agent must be a bank, trust company or national banking association authorized to perform the duties imposed upon it by this Ordinance. Such alternate Paying Agent shall signify its acceptance of the duties and obligations imposed upon it pursuant hereto by executing and delivering to the Issuer a written acceptance thereof. Any successor Paying Agent shall take such actions as may be necessary to ensure that the Bonds shall be and remain DTC-Eligible.

Each Paying Agent shall be entitled to payment and reimbursement for reasonable fees for its services rendered hereunder and all advances, counsel fees and other expenses reasonably and necessarily made or incurred by such Paying Agent in connection with such services solely from moneys available therefor.

Any bank, trust company or national banking association with or into which any Paying Agent may be merged or consolidated, or to which the assets and business of such Paying Agent may be sold, shall be deemed the successor of such Paying Agent for the purposes of this Ordinance. If the position of Paying Agent shall become vacant for any reason, the Issuer shall, within 30 days thereafter, appoint a bank, trust company or national banking association located in the same city as such Paying Agent to fill such vacancy; provided, however, that, if the Issuer shall fail to appoint such Paying Agent within said period, the Bond Commission, a court of competent jurisdiction or a majority of the Bondholders may make such appointment.

The Paying Agents shall enjoy the same protective provisions in the performance of their duties hereunder as are specified in this Article VIII with respect to the Registrar, insofar as such provisions may be applicable.

Notice of the appointment of successor or additional Paying Agents or fiscal agents shall be given in the same manner as provided by Section 8.08 hereof with respect to the appointment of a successor Registrar.

All moneys received by the Paying Agents shall, until used or applied as provided in this Ordinance, be held in trust for the purposes for which they were received.

ARTICLE IX

DEFEASANCE; DISCHARGE OF PLEDGE OF ORDINANCE

Section 9.01. Defeasance; Discharge of Pledge of Ordinance. If the Issuer shall pay or cause to be paid, or there shall otherwise be paid, to the respective Holders of all Bonds the principal of and interest due or to become due thereon, at the times and in the manner stipulated therein and in this Ordinance, and all other moneys due hereunder have been paid, then this Ordinance and the pledges of the Gross Revenues and other moneys and securities pledged hereunder, and all covenants, agreements and other obligations of the Issuer on behalf of the Holders of the Bonds made hereunder, shall thereupon cease, terminate and become void and be discharged and satisfied.

Bonds for the payment of which either moneys in an amount which shall be sufficient, or securities the principal of and the interest on which, when due, will provide moneys which, together with the moneys, if any, deposited with the Paying Agent at the same or earlier time, shall be sufficient, to pay as and when due the respective principal of and interest on such Bonds shall be deemed to have been paid within the meaning and with the effect expressed in the first paragraph of this section. All 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 Bond Commission or an escrow trustee either moneys in an amount which shall be sufficient, or securities the principal of and the interest on which, when due, will provide moneys which, together with the moneys, if any, deposited with the Bond Commission or said escrow trustee at the same or earlier time shall be sufficient, to pay when due the principal of, any redemption premium on and interest due and to become due on said Bonds on and prior to the maturity date thereof, or if the Issuer irrevocably determines to redeem any of said Bonds prior to the maturity thereof, on and prior to said redemption date. Neither securities nor moneys deposited with the Bond Commission or an escrow trustee 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 of and interest on said Bonds; provided, that any cash received from such principal, redemption premium, if any, and interest payments on such securities deposited with the Bond Commission or said escrow trustee, 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 of and redemption premium, if any, and interest to become due on said Bonds on and prior to such maturity or redemption dates thereof, and interest earned from such reinvestments shall be paid over to the Issuer as received by the Bond Commission or said escrow trustee, free and clear of any trust, lien or pledge. For the purpose of this section, securities shall mean and include only Defeasance Obligations, as defined in Section 1.01 hereof, or such additional securities as shall be set forth in the Supplemental Resolution.

ARTICLE X

MISCELLANEOUS

Section 10.01. Amendment of Ordinance. Prior to issuance of the Series 1996 Bonds, this Ordinance may be amended, modified or supplemented in any way by the Supplemental Resolution. All provisions required by the Bond Insurer, if any, shall be set forth in the Supplemental Resolution and to the extent they constitute an amendment or modification of this Ordinance, shall be controlling. Following issuance of the Series 1996 Bonds, this Ordinance and any Supplemental Resolution may, without the consent of any Bondholder or other person, be amended, modified or supplemented in any manner which, in the opinion of Bond Counsel, does not materially adversely affect the interests of the Bondholders or any Bond Insurer, provided that, in the event any of the Bonds are insured, no such amendment or modification which affects the rights of the applicable Bond Insurer for such Bonds may be made without the written consent of such Bond Insurer. Otherwise, no materially adverse amendment or modification to this Ordinance, or of any Supplemental Resolution, may be made without the written consent of the Holders of 60% in aggregate principal amount of the Bonds then Outstanding and affected thereby and the Bond Insurer, which must be filed with the Clerk of the Issuer before any such modification or amendment may be made. No such modification or amendment shall extend the maturity of or reduce the interest rate on, or otherwise alter the terms of payment of the principal of or interest on, any Bond without the express written consent of the Holder of such Bond, nor reduce the percentage of Bonds required for consent to any such modification or amendment.

Section 10.02. Evidence of Signatures of Bondholders and Ownership of Bonds. Any request, consent, revocation of consent or other instrument which this Ordinance may require or permit to be signed and executed by Bondholders may be in one or more instruments of similar tenor, and shall be signed or executed by such Bondholders in person or by their attorneys duly authorized in writing. Proof of the execution of any such instrument, or of an instrument appointing or authorizing any such attorney, shall be sufficient for any purpose of this Ordinance if made in the following manner, or in any other manner satisfactory to the Issuer or the Registrar, as the case may be, which may nevertheless in its discretion require further or other proof in cases where it deems the same desirable:

A. The fact and date of the execution by any Bondholder or his attorney of any such instrument may be proved (i) by the certificate of a notary public or other officer authorized to take acknowledgements of deeds to be recorded in the jurisdiction in which he purports to act that the person signing such instrument acknowledged to him the execution thereof, or by the affidavit of a witness of such execution, duly sworn to before such a notary public or other officer or (ii) by the certificate, which need not be acknowledged or verified, of an officer of a bank, a trust company or a financial firm or corporation satisfactory to the Issuer or the Registrar, as the case may be, that the person signing such instrument acknowledged to such bank, trust company, firm or corporation the execution thereof.

B. The authority of a person or persons to execute any such instrument on behalf of a corporate Bondholder may be established without further proof if such instrument is signed by a person purporting to be the president or treasurer or a vice-president or an assistant treasurer of such corporation with a corporate seal affixed, and is attested by a person purporting to be its secretary or assistant secretary.

C. The amount of fully registered Bonds held by a person executing any instrument as a Bondholder, the date of his holding such Bonds and the numbers and other identification thereof, shall be confirmed by the Bond Register.

Any request, consent or other instrument executed by the Holder of any Bond shall bind all future Holders and owners of such Bond in respect of anything done or suffered to be done hereunder by the Issuer or the Registrar in accordance therewith.

Section 10.03. Preservation and Inspection of Documents. To the extent allowable under law, all reports, certificates, statements and other documents received by the Registrar under the provisions of this Ordinance shall be retained in its possession and shall be available at all reasonable times for the inspection of the Issuer or any Bondholder, and their agents and their representatives, but any such reports, certificates, statements or other documents may, at the election of the Registrar, be destroyed or otherwise disposed of at any time after such date as the pledge created by this Ordinance shall be discharged as provided in Section 9.01.

Section 10.04. Cancellation of Bonds. All Bonds purchased or paid shall, if surrendered to the Issuer, be canceled and delivered to the Registrar, or, if surrendered to the Registrar, be canceled by it. No such Bonds shall be deemed Outstanding under this Ordinance and no Bonds shall be issued in lieu thereof. All such Bonds shall be canceled and upon order of the Issuer shall be destroyed, and a certificate evidencing such destruction shall be delivered to the Issuer.

Section 10.05. Failure to Present Bonds. Anything in this Ordinance to the contrary notwithstanding, any moneys held by the Bond Commission or a Paying Agent in trust for the payment and discharge of any of the Bonds which remain unclaimed for 6 years after the date on which such Bonds have become due and payable, whether by maturity or upon call for redemption, shall at the written request of the Issuer be paid by the Bond Commission or said Paying Agent to the Issuer as its absolute property and free from trust, and the Bond Commission or said Paying Agent shall thereupon be released and discharged with respect thereto, and the Holders of such Bonds shall look only to the Issuer for the payment of such Bonds; provided, however, that, before making any such payment to the Issuer, the Registrar, if so advised by the Bond Commission, or said Paying Agent shall send to the Holder, at the address listed on the Bond Register, by certified mail, a notice that such moneys remain unclaimed and that, after a date named in said notice, which date shall be not less than 30 days after the date of such notice is mailed, the balance of such moneys then unclaimed will be returned to the Issuer. If any of said Bonds is a coupon Bond, the Registrar or said Paying Agent shall also publish such notice, not less than 30 days prior to the date such moneys will be returned to the Issuer, in an Authorized Newspaper.

Section 10.06. Notices, Demands and Requests. Unless otherwise expressly provided, all notices, demands and requests to be given or made hereunder to or by the Issuer, the Registrar, the Depository Bank, the Original Purchaser or the Bond Insurer shall be in writing and shall be properly made if sent by United States mail, postage prepaid, and addressed as follows or if hand-delivered to the individual to whom such notice, demand or request is required to be directed as indicated below:

CITY

The City of Parkersburg
One Government Square
Parkersburg, West Virginia 26102
Attention: Mayor

REGISTRAR AND PAYING AGENT

[Name(s) and address(s) to be set forth in Supplemental Resolution]

DEPOSITORY BANK

[Name(s) and address(s) to be set forth in Supplemental Resolution]

ORIGINAL PURCHASER

[Name(s) and address(s) to be set forth in Supplemental Resolution]

BOND INSURER

[Name(s) and address(es) to be set forth in the Supplemental Resolution]

Any party listed above may change such address listed for it at any time upon written notice of change sent by United States mail, postage prepaid, to the other parties.

Section 10.07. No Personal Liability. No member of the Council or officer or employee of the Issuer shall be individually or personally liable for the payment of the principal of or the interest on any Bond, but nothing herein contained shall relieve any such member, official or employee from the performance of any official duty provided by law or this Ordinance.

Section 10.08. Law Applicable. The laws of the State shall govern the construction of this Ordinance and of all Bonds issued hereunder.

Section 10.09. Parties Interested Herein. Nothing in this Ordinance expressed or implied is intended or shall be construed to confer upon, or give to, any person or corporation, other than the Issuer, the Registrar, the Paying Agent, the Holders of the Bonds, the applicable Bond Insurer, if any, and the Original Purchaser, any right, remedy or claim under or by reason of this Ordinance. All the covenants, stipulations, promises and agreements contained in this Ordinance by and on behalf of the Issuer shall be for the sole and exclusive benefit of the Issuer, the Registrar, the Paying Agent, the Holders of the Bonds, the Bond Insurer and the Original Purchaser.

Section 10.10. Severability of Invalid Provisions. If any section, paragraph, clause or provision of this Ordinance shall be held invalid, such invalidity shall not affect any of the remaining provisions of this Ordinance.

Section 10.11. 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 10.12. Conflicting Provisions Repealed. All ordinances, orders, resolutions or parts thereof in conflict with the provisions of this Ordinance, are, to the extent of such conflict, hereby repealed.

Section 10.13. Procedure on Enactment of Ordinance; Public Hearing. Upon adoption of this Ordinance, the Clerk is hereby authorized and directed to have an abstract of this Ordinance, which abstract has been determined by the Council of the Issuer to contain sufficient information to give notice of the contents of such Ordinance, published once each week for 2 successive weeks, with not less than six full days between each publication, the first such publication to be not less than 10 days before the date stated below for the public hearing, in the Parkersburg News and the Parkersburg Sentinel, two newspapers published and having a general circulation in The City of Parkersburg, together with a notice to all persons concerned, stating that this Ordinance has been adopted and that the Issuer contemplates the issuance of the Bonds described in this Ordinance and that any person interested may appear before the Council at the public hearing to be had at a public meeting of Council on the 9th day of April, 1996, at 7:30 p.m., in the meeting room of the Council in the City Hall of The City of Parkersburg and present protests, and that a

certified copy of this Ordinance is on file with the Clerk for review by interested parties during the office hours of the Clerk. At such hearing all protests and suggestions shall be heard by the Council and it shall then take such action as it shall deem proper in the premises.

This Ordinance shall become effective following public hearing hereon in accordance with the Act.

First Reading:	March 19, 1996
Second Reading:	March 26, 1996
Effective following Public Hearing held on:	April 9, 1996

[SEAL]

Mayor

ATTEST:

Connie Shaffer
City Clerk

APPROVED AND CORRECT AS TO FORM:

By
City Attorney

CERTIFICATION

Certified a true, correct and complete copy of an Ordinance duly enacted by the City Council of THE CITY OF PARKERSBURG at a regular meeting of the City Council held at 7:30 p.m., on April 9, 1996, pursuant to proper notice, at which meeting a quorum was present and acting throughout, and which Ordinance was enacted following a public hearing thereon, notice of which public hearing was published once a week for two successive weeks in a newspaper having a general circulation in The City of Parkersburg, the first publication having been not less than 10 days prior to such public hearing.

Dated this 14th day of May, 1996.

[SEAL]

Connie Shaffer
City Clerk

EXHIBIT A - BOND FORM

No. R-_____ $_____

UNITED STATES OF AMERICA
STATE OF WEST VIRGINIA
THE CITY OF PARKERSBURG (WEST VIRGINIA)
COMBINED WATERWORKS AND
SEWERAGE SYSTEM REFUNDING REVENUE BOND,
SERIES 1996

INTEREST RATE	MATURITY DATE	BOND DATE	CUSIP NO.

REGISTERED OWNER: _____

PRINCIPAL AMOUNT: _____

KNOW ALL MEN BY THESE PRESENTS: That THE CITY OF PARKERSBURG (West Virginia), a municipal corporation organized and existing under the laws of the State of West Virginia (the "Issuer"), for value received, hereby promises to pay, solely from the special funds provided therefor, as hereinafter set forth, to the Registered Owner specified above, or registered assigns (the "Registered Owner"), on the Maturity Date specified above, the Principal Amount specified above and solely from such special funds also to pay interest on said Principal Amount from the Interest Payment Date (as hereinafter defined) preceding the date of authentication hereof or, if authenticated after the Record Date (as hereinafter defined) but prior to the applicable Interest Payment Date or on said Interest Payment Date, from said Interest Payment Date or, if no interest has been paid, from the Bond Date specified above, or, if and to the extent that the Issuer shall default in the payment of interest on any Interest Payment Date, then this Bond shall bear interest from the most recent Interest Payment Date to which interest has been paid or duly provided for, and in which case any Bond surrendered for transfer or exchange shall be dated as of the Interest Payment Date to which interest has been paid in full, at the Interest Rate per annum specified above, semiannually, on _____ 1 and _____ 1, in each year, beginning _____ 1, 1996 (each an "Interest Payment Date"), until maturity or until the date fixed for redemption if this Bond is called for prior redemption and payment on such date is provided for. Capitalized terms used and

not defined herein shall have the meanings ascribed thereto in the hereinafter described Ordinance.

Interest accruing on this Bond on and prior to the Maturity Date hereof shall be payable by check or draft mailed by _____, _____, West Virginia, as paying agent (in such capacity, the "Paying Agent"), to the Registered Owner hereof as of the applicable Record Date (each _____ 15 and _____ 15) or, in the event of a default in the payment of Bonds, that special record date to be fixed by the hereinafter named Registrar by notice given to the Registered Owners not less than 10 days prior to said special record date at the address of such Registered Owner as it appears on the registration books of the Issuer maintained by _____, _____, West Virginia, as registrar (in such capacity, the "Registrar"), or, at the option of any Registered Owner of at least $1,000,000 in aggregate principal amount of Bonds, by wire transfer in immediately available funds to a domestic bank account specified in writing by the Registered Owner to the Paying Agent at least 5 days prior to such Record Date. Principal and premium, if any, shall be paid when due upon presentation and surrender of this Bond for payment at the principal corporate trust office of the Paying Agent, in _____, West Virginia.

This Bond is one of an issue of a series of bonds, in the aggregate principal amount of $_____ designated "The City of Parkersburg (West Virginia) Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 1996" (the "Bonds"), of like tenor and effect, except as to number, denomination, date of maturity and interest rate, dated _____ 1, 1996, upon original issuance, the proceeds of which are to be used, together with other funds of the Issuer, to refund in full The City of Parkersburg Waterworks Refunding Revenue Bonds, Series 1994, outstanding in the aggregate principal amount of $_____ and The City of Parkersburg Sewerage System Refunding Revenue Bonds, Series 1992, outstanding in the aggregate principal amount of $_____ (collectively, the "Prior Bonds"), which Prior Bonds were issued to finance or refinance the cost of construction of certain additions, betterments and improvements to the heretofore separate waterworks and sewerage systems of the Issuer. Concurrently with delivery of the Bonds, upon original issuance, the previously separate waterworks and sewerage systems of the Issuer will be joined into a single combined waterworks and sewerage system (the "System") under the supervision of the Parkersburg Utility Board, all in accordance with Chapter 8, Article 20 of the West Virginia Code of 1931, as amended. 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 13, Article 2E of the West Virginia Code of 1931, as amended (the "Refunding Act"), and an ordinance duly enacted by the City Council of the Issuer on _____, 1996, and supplemented by a supplemental resolution adopted by said Council on _____, 1996 (hereinafter collectively referred to as the "Ordinance"), and is subject to all the terms and conditions of said Ordinance. The Ordinance provides for the issuance of additional bonds under certain conditions, and such bonds would be entitled to be paid and secured equally and ratably from and by the funds

and revenues and other security provided for the Bonds under the Ordinance. Reference is hereby made to the Ordinance, as the same may be amended and supplemented from time to time, for a description of the rights, limitations of rights, obligations, duties and immunities of the Issuer, the Registrar, the Paying Agent, the Registered Owners of the Bonds and the Registered Owners of any subsequently issued additional bonds. Executed counterparts or certified copies of the Ordinance are on file at the office of the City Clerk in The City of Parkersburg, West Virginia.

The Bonds are additionally secured, but only to the extent described in the Statement of Insurance printed on the Bonds, by a policy of municipal bond insurance issued by [Name of Bond Insurer].

The Bonds of this issue are subject to redemption prior to their stated maturity dates, as provided in the Ordinance and as set forth in the following lettered paragraphs:

(A) OPTIONAL REDEMPTION. The Bonds maturing on and after _____, _____ are subject to redemption prior to maturity at the option of the Issuer on or after _____, _____, in whole at any time and in part on any Interest Payment Date, as directed by the Issuer, at the following redemption prices (expressed as percentages of the principal amount of Bonds to be redeemed), plus interest accrued thereon to the date fixed for redemption:

Period During Which Redeemed (Dates Inclusive)	Redemption Price

(B) MANDATORY SINKING FUND REDEMPTION. The Bonds maturing _____ are subject to annual mandatory sinking fund redemption prior to maturity by random selection as may be determined by the Registrar, on _____ of the years and in the principal amounts set forth below, at the redemption price of 100% of the principal amount of each Bond so called for redemption plus interest accrued to the date fixed for redemption:

Bonds Maturing

Year ( )	Principal Amount

Bonds Maturing

Year ( )	Principal Amount

* Final Maturity

In the event of any redemption of less than all outstanding Bonds, the maturities to be redeemed shall be selected by the Paying Agent at the direction of the Issuer and Bonds to be redeemed shall be determined by lot within a maturity, or in such other manner deemed appropriate by the Paying Agent. If less than all the Bonds are to be redeemed, the Bonds to be redeemed shall be identified by reference to the Series designation, date of issue, CUSIP numbers and Maturity Dates.

Notice of any redemption of this Bond, unless waived, shall be given by the Registrar on behalf of the Issuer by mailing an official redemption notice by registered or certified mail at least 30 days and not more than 60 days prior to the date fixed for redemption to the Registered Owner of the Bond or Bonds to be redeemed at the address shown on the Bond Register or at such other address as is furnished in writing by such Registered Owner to the Registrar. Notice of redemption having been given as aforesaid, the Bonds or portions of Bonds so to be redeemed shall, on the redemption date, become due and payable at the redemption price therein specified, and from and after such date (unless the Issuer shall default in the payment of the redemption price) such Bonds or portions of Bonds shall cease to bear interest.

Failure to receive such notice or any defect therein or in the mailing thereof shall not affect the validity of proceedings for the redemption of this Bond.

The Bonds and the interest thereon are payable only from and are secured by the Gross Revenues (as defined in the Ordinance) to be derived from the operation of the System, all moneys in the Sinking Fund established under the Ordinance, and the unexpended proceeds of the Bonds, and the Issuer hereby and in the Ordinance pledges such revenues and moneys to such payment. Said Gross Revenues shall be sufficient to pay the principal of and interest on all bonds which may be issued pursuant to the Act and shall be set aside as a special fund hereby pledged for such purpose and to make the other payments required by the Ordinance. This Bond does not constitute an indebtedness of the Issuer within any constitutional or statutory provision or limitation, nor shall the Issuer be obligated to pay the same or the interest hereon except from said special fund provided from the Gross Revenues, the moneys in the Sinking Fund and said unexpended Bond proceeds. Under the Ordinance, the Issuer has covenanted and agreed to fix, establish and collect just and equitable rates or charges for the use of the services and facilities of the System and to revise the same from time to time as will always be sufficient to pay all operating expenses of the System and to produce revenues net of such operating expenses equal to at least _____% of the maximum annual amount required to pay the interest and principal as the same become due and accomplish retirement of all obligations for the payment of which such revenues have or shall have been pledged, charged or otherwise encumbered and to make any required payments into the Reserve Account. Such required payments on behalf of the principal of and interest on the Bonds shall constitute a first charge upon all the revenues of the System. The Issuer has entered into certain further covenants with the registered owners of the Bonds, for the terms of which reference is made to the Ordinance. Remedies provided the registered owners of the Bonds are exclusively as provided in the Ordinance, to which reference is here made for a detailed description thereof.

All moneys received from the sale of the Bonds except for accrued interest thereon shall be applied solely to refund the Prior Bonds and pay all costs in connection therewith and costs of issuance of the Bonds, and there shall be, and hereby is, created and granted a lien upon such moneys, until so applied, in favor of the registered owners of said Bonds.

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 said 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 revenues of the System has been pledged to and will be set aside into said special fund by said Issuer for the prompt payment of the principal of and interest on the Bonds of which this Bond is one.

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 be transferred only upon the surrender hereof at the office of the Registrar and otherwise as provided by the within-described Ordinance.

This Bond and the income therefrom are, under the Act, exempt from taxation in the State of West Virginia, except inheritance, estate and transfer taxes.

This Bond shall not be entitled to any benefit under the Ordinance, or become valid or obligatory for any purpose, until the certificate of authentication and registration hereon shall have been signed by the Registrar.

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

IN WITNESS WHEREOF, THE CITY OF PARKERSBURG (West Virginia) has caused this Bond to be signed by its Mayor, and its corporate seal to be imprinted hereon and attested by its City Clerk, and has caused this Bond to be dated as of the Bond Date specified above.

[SEAL]

(Manual or Facsimile Signature)
Mayor

ATTEST:

(Manual or Facsimile Signature)
City Clerk

CERTIFICATE OF AUTHENTICATION
AND REGISTRATION

This Bond is one of the fully registered Bonds described in the within-mentioned Ordinance and has been duly registered in the name of the Registered Owner on the date set forth below. Attached hereto is the complete text of the opinion of Steptoe & Johnson, bond counsel, signed originals of which are on file with the Registrar, delivered and dated on the date of the original delivery of and payment for the Bonds.

Dated: _____, _____.

_____,
as Registrar

By _____
Its Authorized Officer

STATEMENT OF INSURANCE

[Language to be Provided by Bond Insurer]

ASSIGNMENT

Social Security or Other Identifying Number of Assignee _____
_____

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

Dated: _____, _____.

_____

SIGNATURE GUARANTEED:

_____
(Bank, Trust Company or Firm)

_____
(Authorized Officer)

NOTICE: The Assignor's signature to this Assignment must correspond with the name as it appears upon the face of the within Bond in every particular, without alteration or any change whatever.

05/06/96
PCOMJ.A6
686870/96001

THE CITY OF PARKERSBURG, WEST VIRGINIA

COMBINED WATERWORKS AND SEWERAGE SYSTEM REFUNDING REVENUE BONDS, SERIES 1996

SUPPLEMENTAL RESOLUTION

SUPPLEMENTAL RESOLUTION SETTING PARAMETERS AS TO AMOUNT, MATURITIES, INTEREST RATES, PRICES AND OTHER DETAILS AS TO THE COMBINED WATERWORKS AND SEWERAGE SYSTEM REFUNDING REVENUE BONDS, SERIES 1996 OF THE CITY; AUTHORIZING AND APPROVING A CONTRACT OF PURCHASE, A CONTINUING DISCLOSURE AGREEMENT, A COMMITMENT FOR MUNICIPAL BOND INSURANCE, A REGISTRAR, PAYING AGENT AND DEPOSITORY BANK AGREEMENT, AN ESCROW AGREEMENT, AN OFFICIAL STATEMENT AND OTHER INSTRUMENTS RELATING TO THE BONDS; IMPLEMENTING PROVISIONS REQUIRED AS A CONDITION TO OBTAINING A MUNICIPAL BOND INSURANCE POLICY INSURING THE BONDS FROM FINANCIAL SECURITY ASSURANCE INC.; DELEGATING TO THE MAYOR AND FINANCE DIRECTOR OF THE CITY THE AUTHORITY TO APPROVE THE FINAL TERMS AND PRICING OF THE BONDS; APPOINTING AN ESCROW TRUSTEE, REGISTRAR, PAYING AGENT, AND DEPOSITORY BANK; AND MAKING OTHER PROVISIONS AS TO THE BONDS AND THE REFUNDING.

WHEREAS, The City of Parkersburg (the "Issuer"), in the County of Wood,, State of West Virginia, is a municipal corporation of said State, the governing body of which is this Council;

WHEREAS, this Council duly enacted on April 9, 1996, an ordinance (the "Ordinance") entitled:

AN ORDINANCE AUTHORIZING THE COMBINING OF THE OPERATION, MANAGEMENT AND CONTROL OF THE CITY'S HERETOFORE SEPARATE WATERWORKS SYSTEM AND SEWERAGE SYSTEM UNDER A SINGLE BOARD OR COMMISSION; THE REFUNDING OF THE CITY'S OUTSTANDING WATERWORKS REFUNDING REVENUE BONDS, SERIES 1994, AND SEWERAGE SYSTEM REFUNDING REVENUE BONDS, SERIES 1992; THE ISSUANCE OF COMBINED WATERWORKS AND SEWERAGE SYSTEM REFUNDING REVENUE BONDS, SERIES 1996, OF THE CITY IN THE AGGREGATE PRINCIPAL AMOUNT OF NOT MORE THAN $33,000,000, THE PROCEEDS OF WHICH, TOGETHER WITH OTHER FUNDS OF THE CITY, SHALL BE EXPENDED FOR SUCH REFUNDING AND TO PAY COSTS IN CONNECTION THEREWITH; PROVIDING FOR THE RIGHTS AND REMEDIES OF, AND THE SECURITY FOR, THE REGISTERED OWNERS OF SUCH BONDS; AUTHORIZING THE EXECUTION AND DELIVERY OF AN ESCROW AGREEMENT AND OTHER DOCUMENTS; AND ENACTING OTHER PROVISIONS WITH RESPECT TO SUCH BONDS.

WHEREAS, such Ordinance provided for the refunding of all of the Issuer's currently outstanding water revenue bonds and sewer revenue bonds (collectively defined in the Ordinance as the "Prior Bonds"), the combining of The City of Parkersburg's separate waterworks system and sanitary sewer system as a single undertaking and issuance of its Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 1996 (the "Series 1996 Bonds"), in an aggregate principal amount not to exceed $33,000,000, for the purposes of paying a portion of the costs of such refunding, funding a reserve account for the Series 1996 Bond; and paying costs of issuance thereof, all in accordance with Chapter 13, Article 2E, of the West Virginia Code of 1931, as amended (the "Act");

WHEREAS, the Ordinance further provided that the exact principal amount of the Series 1996 Bonds to be sold and the dates, maturities, interest rates, redemption provisions, price and other terms of the Series 1996 Bonds should be established, that a Bond Insurer, an Escrow Trustee, Registrar, Paying Agent and

Depository Bank be designated, that an Escrow Agreement and Registrar, Paying Agent and Depository Bank Agreement be approved, that additional covenants and provisions relating to the Series 1996 Bonds be provided herein as may be required by any Bond Insurer as a condition to insuring such Series 1996 Bonds and that other matters pertaining to the Series 1996 Bonds be provided for by a supplemental resolution of this Council upon receipt of a Bond Purchase Agreement acceptable to this Council;

WHEREAS, the Series 1996 Bonds are proposed to be purchased by Sutro & Co., Incorporated and Wheat First Butcher Singer (collectively, the "Original Purchaser"), pursuant to a Contract of Purchase between the Original Purchaser and the Issuer (the "Bond Purchase Contract");

WHEREAS, the Issuer has obtained a commitment for Municipal Bond Insurance for the Series 1996 Bonds from Financial Security Assurance Inc. (the "Bond Insurer") and has determined that it is advantageous for the Issuer to obtain such Municipal Bond Insurance Policy and provide herein for certain matters required by the Bond Insurer as a condition to issuing such Municipal Bond Insurance Policy;

WHEREAS, capitalized terms used herein and not otherwise defined shall have the meanings set forth in the Ordinance;

WHEREAS, this Council wishes to delegate to the Mayor and Finance Director established hereunder the authority to approve, within the parameters set forth herein, the final terms of the Series 1996 Bonds, including the exact principal amount, interest rates, redemption provisions, maturities, purchase price and other terms of the Series 1996 Bonds and the final terms and provisions of all Bond Documents, without the requirement of further official action by this Council; and

WHEREAS, this Council deems it essential and desirable that this Resolution be adopted and that the Bond Purchase Contract, the Continuing Disclosure Agreement, the Commitment for Municipal Bond Insurance, the Escrow Agreement and the Registrar, Paying Agent and Depository Bank Agreement hereinafter provided for be entered into by the Issuer, that the Official Statement relating to the Series 1996 Bonds, hereinafter described, be approved, that the parameters established hereunder for the aggregate principal amount, the prices, the maturity dates and amounts, and the interest rates of the Series 1996 Bonds, be fixed hereby in the manner stated herein, that provisions required by the Bond Insurer as a condition to issuing its Municipal Bond

Insurance Policy be provided herein and that other matters relating to the Series 1996 Bonds be herein provided for, all in accordance with said Ordinance;

NOW, THEREFORE, THE COUNCIL OF THE CITY OF Parkersburg HEREBY RESOLVES:

Section 1. Pursuant to the Ordinance and the Act, this Resolution is adopted and there are hereby authorized and ordered to be issued the Series 1996 Bonds. The Series 1996 Bonds shall be dated, shall be issued in such aggregate principal amount (not to exceed $33,000,000) shall bear interest and prices (at a yield not to exceed 5.85%) with interest payable semiannually on such dates (with final maturity to be on or before September 1, 2019), and shall have such redemption provisions and other terms as shall be approved by the Mayor and Finance Director of the City of Parkersburg and thereafter be fully set forth in EXHIBIT A - SERIES 1996 BOND TERMS, to be attached hereto and incorporated by reference herein following adoption hereof and approval of such terms by the Mayor and Finance Director prior to the date of delivery of the Series 1996 Bonds. All other provisions relating to the Series 1996 Bonds shall be as provided in the Ordinance, and the Series 1996 Bonds shall be in substantially the form provided in the Ordinance.

Section 2. The Bond Purchase Contract between the Original Purchaser and the Issuer, substantially in the form of the draft submitted to this meeting, and the execution and delivery (in multiple counterparts) by the Mayor of the Bond Purchase Contract on behalf of the Issuer are hereby authorized, approved, and directed. Upon approval of the Mayor and Finance Director of the sale of the Series 1996 Bonds within the parameters set forth in this Supplemental Resolution, the Mayor shall execute and deliver the Bond Purchase Contract with such changes, insertions and omissions as may be approved by the Mayor. Execution of the Bond Purchase Contract by the Mayor shall be conclusive evidence of any approval required by this Section, and authorization of any action required by the Bond Purchase Contract relating to the issuance and sale of the Series 1996 Bonds, including the payment of all necessary fees and expenses in connection therewith. The price of the Series 1996 Bonds shall be as set forth in the Bond Purchase Contract, plus interest accrued from the date of the Series 1996 Bonds to the date of delivery of the Series 1996 Bonds, expected to be on or about May 14, 1996.

Section 3. The Continuing Disclosure Agreement by and between the Issuer and the Original Purchaser, to be dated as of the date of delivery of the Series 1996 Bonds, substantially in the form submitted to this meeting, and the execution and delivery (in multiple counterparts) by the Mayor thereof shall be and the same are hereby authorized, approved and directed. The Mayor shall execute and deliver the Continuing Disclosure Agreement with such changes, insertions and

omissions as may be approved by the Mayor. Execution of the Continuing Disclosure Agreement by the Mayor shall be conclusive evidence of any approval required by this Section.

Section 4. The Escrow Agreement by and among the Issuer, the West Virginia Municipal Bond Commission and the Escrow Trustee designated herein, to be dated as of the date of delivery of the Series 1996 Bonds, substantially in the form submitted to this meeting, and the execution and delivery (in multiple counterparts) by the Mayor thereof shall be and the same are hereby authorized, approved and directed. The Mayor shall execute and deliver the Escrow Agreement with such changes, insertions and omissions as may be approved by the Mayor. Execution of the Escrow Agreement by the Mayor shall be conclusive evidence of any approval required by this Section.

Section 5. The Official Statement dated the date of adoption of this resolution, to be substantially in the form of the Preliminary Official Statement described below (with such changes, insertions and omissions as may be necessary or advisable in the opinion of the Mayor), and the distribution of counterparts or copies thereof by the Original Purchaser are hereby approved. The Mayor shall execute and deliver the Official Statement with such changes, insertions and omissions as may be approved by the Mayor. The execution of the Official Statement by the Mayor shall be conclusive evidence of any approval required by this Section. The distribution by the Original Purchaser of the Preliminary Official Statement dated April 19, 1996 (which is a "deemed final" official statement in accordance with SEC Rule 15c2-12), substantially in the form submitted to this meeting is hereby ratified and approved. The certificate of the Issuer relating to compliance with SEC Rule 15c2-12 and the execution and delivery thereof by the Mayor is hereby ratified and approved.

Section 6. The Registrar, Paying Agent and Depository Bank Agreement to be dated as of the date of delivery of the Series 1996 Bonds, by and between the Issuer and the Registrar/Paying Agent/Depository Bank designated herein, substantially in the form submitted to this meeting, shall be and the same is hereby approved. The Mayor shall execute and deliver the Registrar, Paying Agent and Depository Bank Agreement with such changes, insertions and omissions as may be approved by the Mayor. The execution of the Registrar, Paying Agent and Depository Bank Agreement by the Mayor shall be conclusive evidence of any approval required by this Section.

Section 7. The Issuer does hereby determine that the Municipal Bond Insurance Policy offered by Financial Security Assurance Inc. (the "Bond Insurer") will result in an interest cost savings for the Issuer in excess of the premium to be paid by the Issuer for such Municipal Bond Insurance Policy, and accordingly accepts the Commitment for Municipal Bond Insurance (the "Commitment"), dated April 18, 1996.

The Mayor is hereby authorized and directed to execute the approval of the Commitment and deliver the same to the Bond Insurer. Execution by the Mayor of the Commitment shall be conclusive evidence of any approval required by this Section.

Section 8. Pursuant to the Commitment, and, as permitted by Section 6.18 of the Ordinance, the following covenants and provisions which are required by the Bond Insurer as a condition precedent to issuance of its Municipal Bond Insurance Policy are hereby set forth, such covenants and provisions to be supplemental and amendatory of, and controlling with respect to the Ordinance and applicable to the Series 1996 Bonds:

A. "Bond Insurance Policy" shall mean the municipal bond insurance policy issued by the Bond Insurer guaranteeing the scheduled payment of principal of and interest on the Series 1996 Bonds.

B. "Bond Insurer" or "Financial Security" shall mean Financial Security Assurance Inc., a New York stock insurance company, or any successor thereto.

C. The prior written consent of the Bond Insurer shall be a condition precedent to the deposit of any credit instrument provided in lieu of a cash deposit in to the Reserve Account.

D. The Bond Insurer shall be deemed to be the sole holder of the Series 1996 Bonds insured by it for the purpose of exercising any voting right or privilege or giving any consent or direction or taking any other action that the holders of the Series 1996 Bonds insured by it are entitled to take pursuant to Articles VII and VIII of the Ordinance.

E. In the event the maturity of the Series 1996 Bonds is accelerated, the Bond Insurer may elect, in its sole discretion, to pay accelerated principal and interest accrued or accreted, as applicable, on such principal to the date of acceleration (to the extent unpaid by the Issuer) and the Paying Agent shall be required to accept such amounts. Upon payment of such accelerated principal and interest accrued to the acceleration date as provided above, the Bond Insurer's obligations under the Bond Insurance Policy with respect to such Series 1996 Bonds shall be fully discharged.

F. No grace period for a covenant default shall exceed 30 days, nor be extended for more than 60 days, without the prior written consent of the Bond Insurer.

G. The discretion of the Paying Agent in Section 7.04 of the Ordinance to apply moneys shall not permit the Paying Agent to fail to liquidate investment obligations in the Sinking Fund and Reserve Account therein and apply amounts credited to such funds to the payment of debt service on any Payment Date.

H. The Bond Insurer shall be granted the right to remove the Registrar, Paying Agent or Depository Bank.

I. The Bond Insurer shall be included as a third party beneficiary to the Ordinance and this Supplemental Resolution.

J. No amendment or supplement to the Ordinance, the Supplemental Resolution or any other Related Document may become effective except upon obtaining the prior written consent of the Bond Insurer.

K. Copies of any modification or amendment to the Ordinance or any other Related Document shall be sent to Standard & Poor's Ratings Services, a division of The McGraw-Hill Companies, Inc. and Moody's Investors Service, Inc. at least 10 days prior to the effective date thereof.

L. Rights of the Bond Insurer to direct or consent to Issuer, Registrar, Paying Agent or Bondholder actions under the Ordinance shall be suspended during any period in which the Bond Insurer is in default in its payment obligations under the Bond Insurance Policy (except to the extent of amounts previously paid by the Bond Insurer and due and owing to the Bond Insurer) and shall be of no force or effect in the event the Bond Insurance Policy is no longer in effect or the Bond Insurer asserts that the Bond Insurance Policy is not in effect or the Bond Insurer shall have provided written notice that it waives such rights.

M. The rights granted to the Bond Insurer under the Ordinance, the Supplemental Resolution or any other Related Document to request, consent to or direct any action are rights granted to the Bond Insurer in consideration of its issuance of the Bond Insurance Policy. Any exercise by the Bond Insurer of such rights is merely an exercise of the Bond Insurer's contractual rights and shall not be construed or deemed to be taken for the benefit or on behalf of the Bondholders nor does such action evidence any position of the Bond Insurer, positive or negative, as to whether Bondholder consent is required in addition to consent of the Bond Insurer.

N. Only (1) cash, (2) non-callable direct obligations of the United States of America ("Treasuries"), (3) evidences of ownership of proportionate interests in future interest and principal payments on Treasuries held by a bank or trust company as custodian, under which the owner of the investment is the real party in interest and has the right to proceed directly and individually against the obligor and the underlying Treasuries are not available to any person claiming through the custodian or to whom the custodian may be obligated or (4) pre-refunded municipal obligations rated "AAA" or "Aaa" by S&P and Moody's, respectively, or any combination thereof, shall be authorized to be used to effect defeasance of the Series 1996 Bonds unless the Bond Insurer otherwise approved.

To accomplish defeasance the Issuer shall cause to be delivered (i) a report of an independent firm of nationally recognized certified public accountants or such other accountant as shall be acceptable to the Bond Insurer ("Accountant") verifying the sufficiency of the escrow established to pay the Series 1996 Bonds in full on the maturity or redemption date ("Verification"), (ii) an Escrow Deposit Agreement (which shall be acceptable in form and substance to the Bond Insurer), and (iii) an opinion of nationally recognized bond counsel to the effect that the Series 1996 Bonds are no longer "Outstanding" under the Ordinance; each Verification and defeasance opinion shall be acceptable in form and substance, and addressed, to the Issuer, the Registrar, the Paying Agent and the Bond Insurer. In the event a forward purchase agreement will be employed in the refunding, such agreement shall be subject to the approval of the Bond Insurer and shall be accompanied by such opinions of counsel as may be required by the Bond Insurer. The Bond Insurer shall be provided with final drafts of the above-referenced documentation not less than five business days prior to the funding of the escrow.

Series 1996 Bonds shall be deemed "Outstanding" under the Ordinance unless and until they are in fact paid and retired or the above criteria are met.

O. Amounts paid by the Bond Insurer under the Bond Insurance Policy shall not be deemed paid for purposes of the Ordinance and shall remain Outstanding and continue to be due and owing until paid by the Issuer in accordance with the Ordinance.

The Ordinance shall not be discharged unless all amounts due or to become due to the Bond Insurer have been paid in full or duly provided for.

P. Claims upon the Bond Insurance Policy and payments by and to the Bond Insurer.

If on the third business day prior to the related scheduled interest payment date or principal payment date or the date to which a Series 1996 Bond maturity has been accelerated ("Payment Date") there is not on deposit with the Paying Agent, after making all transfers and deposits required under the Ordinance, moneys sufficient to pay the principal of and interest on the Series 1996 Bonds due on such Payment Date, the Paying Agent shall give notice to the Bond Insurer and to its designated agent (if any) (the "Insurer's Fiscal Agent") by telephone or telecopy of the amount of such deficiency by 12:00 noon, New York City time, on such Business Day. If, on the second Business Day prior to the related Payment Date, there continues to be a deficiency in the amount available to pay the principal of and interest on the Series 1996 Bonds due on such Payment Date, the Paying Agent shall make a claim under the Bond Insurance Policy and give notice to the Bond Insurer and the Insurer's Fiscal Agent (if any) by telephone of the amount of such deficiency, and the allocation of such deficiency between the amount required to pay interest on the Series 1996 Bonds and the amount required to pay principal of the Series 1996 Bonds, confirmed in writing to the Bond Insurer and the Insurer's Fiscal Agent by 12:00 noon, New York City time, on such second Business Day by filling in the form of Notice of Claim and Certificate delivered with the Bond Insurance Policy.

In the event the claim to be made is for a mandatory sinking fund redemption installment, upon receipt of the moneys due, the Registrar shall authenticate and deliver to affected Bondholders who surrender their Series 1996 Bonds a new Series 1996 Bond or Bonds in an aggregate principal amount equal to the unredeemed portion of the Series 1996 Bond surrendered. The Trustee shall designate any portion of payment of principal on Series 1996 Bonds paid by the Bond Insurer, whether by virtue of mandatory sinking fund redemption, maturity or other advancement of maturity, on its books as a reduction in the principal amount of Series 1996 Bonds registered to the then current Bondholder, whether DTC or its nominee or otherwise, and shall issue a replacement Bond to the Bond Insurer, registered in the name of Financial Security Assurance Inc., in a principal amount equal to the amount of principal

so paid (without regard to authorized denominations); provided that the Registrar's failure to so designate any payment or issue any replacement Bond shall have no effect on the amount of principal or interest payable by the Issuer on any Bond or the subrogation rights of the Bond Insurer.

The Trustee shall keep a complete and accurate record of all funds deposited by the Bond Insurer into the Policy Payments Account and the allocation of such funds to payment of interest on and principal paid in respect of any Series 1996 Bond. The Bond Insurer shall have the right to inspect such records at reasonable times upon reasonable notice to the Registrar.

Upon payment of a claim under the Bond Insurance Policy the Paying Agent/Depository Bank shall establish a separate special purpose trust account for the benefit of Bondholders referred to herein as the "Policy Payments Account" and over which the Paying Agent/Depository Bank shall have exclusive control and sole right of withdrawal. The Paying Agent/Depository Bank shall receive any amount paid under the Bond Insurance Policy in trust on behalf of Series 1996 Bondholders and shall deposit any such amount in the Policy Payments Account and distribute such amount only for purposes of making the payments for which a claim was made. Such amounts shall be disbursed by the Paying Agent/Depository Bank to Series 1996 Bondholders in the same manner as principal and interest payments are to be made with respect to the Series 1996 Bonds under the sections hereof regarding payment of Series 1996 Bonds. It shall not be necessary for such payments to be made by checks or wire transfers separate from the check or wire transfer used to pay debt service with other funds available to make such payments.

Funds held in the Policy Payments Account shall not be invested by the Paying Agent/Depository Bank and may not be applied to satisfy any costs, expenses or liabilities of the Paying Agent/Depository Bank.

Any funds remaining in the Policy Payments Account following a Bond payment date shall promptly be remitted to the Bond Insurer.

Q. The Bond Insurer shall, to the extent it makes any payment of principal of or interest on the Series 1996 Bonds, become subrogated to the rights of the recipients of such payments in accordance with the terms of the Bond Insurance Policy.

R. The Issuer shall agree to pay or reimburse the Bond Insurer any and all charges, fees, costs and expenses which the Bond Insurer may reasonably pay or incur in connection with (i) the administration, enforcement, defense or preservation of any rights or security in respect of the Ordinance or any other transaction document (each a "Related Document"), (ii) the pursuit of any remedies under the Ordinance or any other Related Document or otherwise afforded by law or equity, (iii) any amendment, waiver or other action with respect to, or related to, the Ordinance or any other Related Document whether or not executed or completed, (iv) the violation by the Issuer of any law, rule or regulation, or any judgment, order or decree applicable to it or (v) any litigation or other dispute in connection with the Ordinance or any other Related Document or the transactions contemplated thereby, other than amounts resulting from the failure of the Bond Insurer to honor its obligations under the Bond Insurance Policy. The Bond Insurer reserves the right to charge a reasonable fee as a condition to executing any amendment, waiver or consent proposed in respect of the Ordinance or any other Related Document.

S. Payments required to be made to the Bond Insurer shall be payable solely from the Gross Revenues and shall be paid (i) prior to an Event of Default, to the extent not paid from the Sinking Fund, after required deposits to the Reserve Account and (ii) after an Event of Default, with respect to amounts other than principal and interest on the Series 1996 Bonds, on the same priority as payments to the Registrar/Paying Agent for expenses. The obligations to the Bond Insurer shall survive discharge or termination of the Related Documents.

T. The Bond Insurer shall be entitled to pay principal or interest on the Series 1996 Bonds that shall become Due for Payment but shall be unpaid by reason of Nonpayment by the Issuer (as such terms are defined in the Bond Insurance Policy) and any amounts due on the Series 1996 Bonds as a result of acceleration of the maturity thereof in accordance with the Ordinance, whether or not the Bond Insurer has received a Notice (as defined in the Bond Insurance Policy) of Nonpayment or a claim upon the Bond Insurance Policy.

U. The notice address of the Bond Insurer is: Financial Security Assurance Inc., 350 Park Avenue, New York, New York 10022-6022, Attention: Managing Director--Surveillance--Re: Policy No. 21109-N, Telephone: (212)826-0100; Telecopier: (212)339-3529. In each case in which notice or other communication refers to an Event of Default or with respect to which failure on the part of the Bond

Insurer to respond shall be deemed to constitute consent or acceptance, then a copy of such notice or other communication shall also be sent to the attention of General Counsel and shall be marked to indicate "URGENT MATERIAL ENCLOSED."

V. The Bond Insurer shall be provided with the following information:

(i) Annual audited financial statements within 120 days after the end of the Issuer's fiscal year and the Issuer's annual budget within 30 days after the approval thereof;

(ii) Notice of any draw upon the Reserve Account within two Business Days after knowledge thereof other than (i) withdrawals of amounts in excess of the Reserve Requirement and (ii) withdrawals in connection with a refunding of Series 1996 Bonds;

(iii) Notice of any default known to the Paying Agent within five Business Days after knowledge thereof;

(iv) Prior notice of the advance refunding or redemption of any of the Series 1996 Bonds, including the principal amount, maturities and CUSIP numbers thereof;

(v) Notice of the resignation or removal of the Registrar, Paying Agent and Depository Bank and the appointment of, and acceptance of duties by, any successor thereto;

(vi) The commencement of any proceeding by or against the Issuer commenced under the United States Bankruptcy Code or any other applicable bankruptcy, insolvency, receivership, rehabilitation or similar law (an "Insolvency Proceeding");

(vii) The making of any claim in connection with any Insolvency Proceeding seeking the avoidance as a preferential transfer of any payment of principal of, or interest on, the Series 1996 Bonds;

(viii) A full original transcript of all proceedings relating to the execution of any amendment or supplement to the Related Documents; and

(ix) All reports, notices and correspondence to be delivered under the terms of the Related Documents.

W. Funds and accounts shall be invested in Qualified Investments. Qualified Investments shall not include corporate debt other than commercial paper rated in the highest category by the rating agencies. Investments purchased with funds on deposit in the Reserve Account shall have an average aggregate weighted term to maturity not greater than five years.

Y. Notwithstanding satisfaction of other conditions to the issuance of additional bonds contained in the Ordinance, no such issuance may occur (1) should any Event of Default (or any event which, once all notice or grace periods have passed, would constitute an Event of Default) have occurred and be continuing unless such default shall be cured upon such issuance and (2) unless the Reserve Account is fully funded at its requirement (including the new issue) upon the issuance of such additional bonds, in either case unless otherwise permitted by the Bond Insurer.

Section 9. The Issuer does hereby appoint and designate Ballard Spahr Andrews & Ingersoll, Washington, D. C. as Special Tax Counsel and Disclosure Counsel in connection with the issuance of the Series 1996 Bonds.

Section 10. The firm of Steptoe & Johnson, Clarksburg, West Virginia, is hereby appointed bond counsel to the City in connection with the issuance of the Series 1996 Bonds.

Section 11. The Issuer does hereby appoint and designate United National Bank, Parkersburg, West Virginia, for the purpose of serving in the capacities of Registrar, Paying Agent, Depository Bank and Escrow Trustee.

Section 12. The firm of Smith, Cochran & Hicks, Charleston, West Virginia, is hereby engaged for the purpose of verifying yield and sufficiency of the Escrow Fund.

Section 13. Dan A. Marshall, Esquire is hereby appointed Special Counsel to the Issuer in connection with the issuance of the Bonds.

Section 14. The notice addresses for the Registrar, Paying Agent, Depository Bank, Original Purchaser and Bond Insurer shall be as follows:

REGISTRAR, PAYING AGENT,
DEPOSITORY BANK AND ESCROW TRUSTEE

United National Bank
514 Market Street
Parkersburg, West Virginia 26101
Attention: Trust Officer

ORIGINAL PURCHASER

Sutro & Co., Incorporated
370 17th Street, Suite 1300
Denver, Colorado 80202
Attention: Managing Director

and

Wheat First Butcher Singer
500 Virginia Street, East
Charleston, West Virginia 25327
Attention: Managing Director

BOND INSURER

Financial Security Assurance Inc.
350 Park Avenue
New York, New York 10022-6022
Attention: Managing Director--Surveillance--Re:
Policy No. 21109-N

Section 15. The Mayor and City Clerk are hereby authorized and directed to execute and deliver such other documents and certificates required or desirable in connection with the Series 1996 Bond issue to the end that the Series 1996 Bonds may be delivered on a timely basis to the Original Purchaser pursuant to the Bond Purchase Agreement.

Section 16. Under the provisions of the Act, and as provided in the Ordinance and the Series 1996 Bonds, the Series 1996 Bonds and the interest thereon do not constitute indebtedness of the Issuer within the meaning of any constitutional or

statutory provisions or limitations, but shall be payable solely from the Gross Revenues derived from the operation of the System of the Issuer and the Series 1996 Bonds Reserve Account established by the Ordinance, and neither the credit nor the taxing power of the Issuer is pledged for, and no tax shall ever be levied for, payment of the Series 1996 Bonds and the interest thereon.

Section 17. The Issuer has determined and hereby determines that one of the purposes of issuing the Series 1996 Bonds is to effect the release and termination of liens, restrictions, conditions or limitations imposed in connection with the Prior Bonds, and specifically that it is necessary and essential to refund the Prior Bonds in order to effect the combination of the heretofore separate waterworks system and sanitary sewerage system of the Issuer.

Section 18. The Mayor and other appropriate officers and employees of the Issuer are hereby authorized and directed to take all further actions necessary to cause the Series 1996 Bonds to be insured by the Bond Insurer or such other municipal bond insurance company as is acceptable to the Original Purchaser.

Section 19. This Resolution shall be effective immediately.

Adopted this 23rd day of April, 1996.

[SEAL]

Mayor

ATTEST:

Connie Shaffer

City Clerk

APPROVED AND CORRECT AS TO FORM:

Blaine Myers

City Attorney

CERTIFICATION

Certified a true, correct and complete copy of a Supplemental Resolution duly adopted by the City Council of THE CITY OF PARKERSBURG at a regular meeting of the City Council held at 7:30 p.m., on April 23, 1996, pursuant to proper notice, at which meeting a quorum was present and acting throughout.

Dated this 14th day of May, 1996.

[SEAL]

Connie Stapper
City Clerk

05/06/96
PCOMJ.F6
686870/96001

EXHIBIT A - SERIES 1996 BOND TERMS

Bond No.	CUSIP	Maturity	Amount	Interest Rate	Yield	Price
		SERIAL BONDS				
R-1	701352 AA4	Sep. 1, 1997	$ 790,000	3.80%	3.90%	99.870
R-2	701352 AB2	Mar. 1, 1998	810,000	4.15	4.25	99.823
R-3	701352 AC0	Sep. 1, 1998	825,000	4.15	4.25	99.778
R-4	701352 AD8	Mar. 1, 1999	840,000	4.30	4.45	99.603
R-5	701352 AE6	Sep. 1, 1999	860,000	4.30	4.45	99.538
R-6	701352 AF3	Mar. 1, 2000	880,000	4.50	4.60	99.649
R-7	701352 AG1	Sep. 1, 2000	900,000	4.50	4.60	99.607
R-8	701352 AH9	Mar. 1, 2001	920,000	4.65	4.70	99.780
R-9	701352 AJ5	Sep. 1, 2001	945,000	4.65	4.70	99.761
R-10	701352 AK2	Mar. 1, 2002	960,000	4.75	4.80	99.742
R-11	701352 AL0	Sep. 1, 2002	985,000	4.75	4.80	99.724
R-12	701352 AM8	Mar. 1, 2003	2,760,000	4.85	4.90	99.706
R-13	701352 AN6	Sep. 1, 2003	325,000	4.85	4.90	99.689
R-14	701352 AP1	Mar. 1, 2004	335,000	4.90	5.00	99.353
R-15	701352 AQ9	Sep. 1, 2004	345,000	4.90	5.00	99.320
R-16	701352 AR7	Mar. 1, 2005	350,000	5.00	5.10	99.290
R-17	701352 AS5	Sep. 1, 2005	360,000	5.00	5.10	99.259
R-18	701352 AT3	Mar. 1, 2006	370,000	5.10	5.20	99.232
R-19	701352 AU0	Sep. 1, 2006	380,000	5.10	5.20	99.202
R-20	701352 AV8	Mar. 1, 2007	390,000	5.20	5.30	99.177
R-21	701352 AW6	Sep. 1, 2007	400,000	5.20	5.30	99.149
		TERM BONDS				
R-22	701352 AZ9	Mar. 1, 2010	1,295,000	5.50%	5.60%	99.038
R-23	701352 BA3	Sep. 1, 2010	1,335,000	5.50	5.60	99.015
R-24	701352 BB1	Sep. 1, 2013	3,105,000	5.70	5.80	98.907
R-25	701352 BC9	Sep. 1, 2019	9,785,000	5.80	5.93	98.375

OPTIONAL REDEMPTION

The Series 1996 Bonds maturing on and after March 1, 2007, are subject to redemption prior to maturity on or after September 1, 2006, at the option of the Issuer, as a whole at any time, and in part on any interest payment date, at the following redemption prices (expressed as percentages of the principal amount to be redeemed), plus interest accrued thereon to the date fixed for redemption:

Period During Which Redeemed (both dates inclusive)	Price
September 1, 2006 - August 31, 2007	102%
September 1, 2007 - August 31, 2008	101
September 1, 2008 and thereafter	100

MANDATORY SINKING FUND REDEMPTION

The Series 1996 Bonds maturing on March 1, 2010, September 1, 2010, September 1, 2013 and September 1, 2019 (the "Term Bonds") are subject to mandatory sinking fund redemption by random selection as may be deermined by the Paying Agent, at the redemption prices equal to the principal amount thereof (without premium) plus interest accrued to the date fixed for redemption, on the dates and in the amounts set forth below:

Series 1996 Bonds Maturing March 1, 2010

Date	Principal Amount
Mar. 1, 2008	$ 410,000
Mar. 1, 2009	430,000
Mar. 1, 2010	455,000*

Series 1996 Bonds Maturing September 1, 2010

Date	Principal Amount
Sep. 1, 2008	$ 420,000
Sep. 1, 2009	445,000
Sep. 1, 2010	470,000*

Series 1996 Bonds Maturing September 1, 2013

Date	Principal Amount
Mar. 1, 2011	$ 480,000
Sep. 1, 2011	495,000
Mar. 1, 2012	510,000
Sep. 1, 2012	525,000
Mar. 1, 2013	540,000
Sep. 1, 2013	555,000*

Series 1996 Bonds Maturing September 1, 2019

Date	Principal Amount
Mar. 1, 2014	$ 570,000
Sep. 1, 2014	585,000
Mar. 1, 2015	605,000
Sep. 1, 2015	620,000
Mar. 1, 2016	640,000
Sep. 1, 2016	655,000
Mar. 1, 2017	675,000
Sep. 1, 2017	695,000
Mar. 1, 2018	715,000
Sep. 1, 2018	735,000
Mar. 1, 2019	760,000
Sep. 1, 2019	2,530,000*

* By maturity

$17,070,000
THE CITY OF PARKERSBURG (WEST VIRGINIA)
TAXABLE COMBINED WATERWORKS AND SEWERAGE SYSTEM
REFUNDING REVENUE BONDS,
SERIES 2006 A

$355,000
THE CITY OF PARKERSBURG (WEST VIRGINIA)
TAXABLE COMBINED WATERWORKS AND SEWERAGE SYSTEM
REFUNDING REVENUE BONDS,
SERIES 2006 B

AND
WHEN, AS AND IF ISSUED

$17,425,000
THE CITY OF PARKERSBURG (WEST VIRGINIA)
TAX-EXEMPT COMBINED WATERWORKS AND SEWERAGE SYSTEM
REFUNDING REVENUE BONDS,
SERIES 2006 C

CONTRACT OF PURCHASE

March 3, 2006

City of Parkersburg
P. O. Box 1627
Parkersburg, WV 26102

Ladies and Gentlemen:

The undersigned, Crews & Associates, Inc. and Ferris, Baker Watts, Incorporated (collectively, the "Underwriters"), offer to enter into this Contract of Purchase (the "Contract of Purchase") with you, the City of Parkersburg, West Virginia (the "Issuer"), which, upon your acceptance, will be binding upon the Issuer and upon the Underwriters. This offer is made subject to your acceptance hereof on or before 9:00 p.m., New York time, on the date hereof, and if not so accepted, will be subject to withdrawal by the Underwriters upon notice delivered to you at any time prior to the acceptance hereof by you.

1. Purchase, Sale and Delivery of the Bonds; Official Statement. (A) Subject to the terms and conditions and in reliance upon the representations, warranties and agreements herein set forth, the Underwriters hereby agrees to purchase from the Issuer, and the Issuer hereby agrees to sell to the Underwriters, all (but not less than all) of (i) $17,070,000 aggregate principal amount of Taxable Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 2006 A (the "Series 2006 A Bonds"); (ii) $355,000 aggregate principal amount of Taxable Combined

Waterworks and Sewerage System Refunding Revenue Bonds, Series 2006 B (the "Series 2006 B Bonds" and, together with the Series 2006 C Bonds, the "Taxable Bonds"); and (iii) when, as and if issued, $17,425,000 aggregate principal amount of Tax-Exempt Combined Waterworks and Sewerage Refunding Revenue Bonds, Series 2006 C (the "Series 2006 C Bonds" and, together with the Taxable Bonds, referred to herein as the "Bonds"), bearing interest payable in each year at the rates per annum and maturing on the dates and in the amounts set forth on Schedule I. The purchase price for the Series 2006 A Bonds shall be $17,038,622.08 (which shall be equal to the par amount of the Bonds of $17,070,000.00, plus a Net Premium of $121,185.50, plus Accrued Interest of $52,276.58, less Underwriter's Discount of $204,840.00). The purchase price for the Series 2006 B Bonds shall be $351,824.72 (which shall be equal to the par amount of the Bonds of $355,000.00, plus Accrued Interest of $1,084.72, less Underwriter's Discount of $4,260.00), plus interest accrued from the dated date of the Bonds upon original issuance to the hereinafter defined Closing Date, calculated on a 30-day month/360-day year basis.

The Bonds shall be substantially in the form described in, shall be issued and secured under the provisions of, and shall be payable as provided in, an ordinance passed by the Issuer on December 13, 2005 (the "Original Ordinance"), as supplemented and amended by supplemental resolutions duly passed by the Council of the Issuer pursuant to the Original Ordinance (the "Supplemental Resolutions" and together with the Original Ordinance, the "Ordinance"). The Bonds are authorized to be issued pursuant to Chapter 8, Article 20 of the Code of West Virginia of 1931, as amended (the "Act") and the Ordinance. Until June 15, 2006, the Series 2006 A Bonds and the Series 2006 B Bonds shall be paid solely from cash and securities on deposit with the West Virginia Municipal Bond Commission (the "Bond Commission"), as Escrow Agent (the "Escrow Agent"), pursuant to the terms of an Escrow Agreement, dated March 23, 2006 (the Escrow Agreement"). On and after June 15, 2006, the Series 2006 A Bonds will be subject to either payment or tender pursuant to the terms of the Ordinance and will no longer be outstanding. On and after June 15, 2006, the Series 2006 B Bonds and the Prior Bonds, hereinafter defined, or, if the Series 2006 C Bonds are issued on June 15, 2006, the Series 2006 C Bonds and the Prior Bonds, will be payable ratably from the Gross Revenues (as defined in the Ordinance) and moneys in the respective Sinking Funds created under the Ordinance, and with respect to the Prior Bonds or the Series 2006 C Bonds, as applicable, from the Prior Bonds Reserve Account/Series 2006 C Bonds Reserve Account therein (collectively the "Security") pledged therefor under the Ordinance. For purposes of this Contract of Purchase, "Prior Bonds" shall mean those certain (i) Combined Waterworks and Sewerage System Revenue Bonds, Series 2003 A (West Virginia Infrastructure Fund), dated March 4, 2003, issued in the original aggregate principal amount of $4,000,000 (the "Series 2003 A Bonds"), (ii) the Combined Waterworks and Sewerage System Revenue Bonds, Series 2003 B (West Virginia Water Development Authority), dated March 4, 2003, issued in the original aggregate principal amount of $3,250,000 (the "Series 2003 B Bonds"), (iii) the Combined Waterworks and Sewerage System Revenue Bonds, Series 2003 D (West Virginia Infrastructure Fund), dated August 4, 2003, issued in the original aggregate principal amount of $926,000 (the "Series 2003 D Bonds"), (iv) the Combined Waterworks and Sewerage System Revenue Bonds, Series 2003 E (West Virginia SRF Program), dated August 4, 2003, issued in the original aggregate principal amount of $4,326,705 (the "Series 2003 E Bonds"), and (v) the Combined Waterworks and Sewerage System Revenue Bonds, Series 2005 A, dated August 1, 2005, issued in the original aggregate principal amount of $34,950,000 (the "Series 2005 A Bonds"). The Bonds will not constitute an indebtedness of the Issuer within the meaning of any constitutional or

statutory provision or limitation. Proceeds of the Series 2006 A Bonds will be used to provide cash and purchase securities for deposit in the Escrow Fund. Proceeds of the Series 2006 C Bonds, when, as and if issued, together with other moneys available for such purpose, will be used to currently refund on September 1, 2006, the Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 1996, issued in the original aggregate principal amount of $31,250,000 (the "Series 1996 Bonds"), fund a debt service reserve account and pay certain costs of said issuance and refunding and related costs.

(A) By its purchase of the Series 2006 A Bonds or the Series 2006 B Bonds, each Bondholder has unconditionally and irrevocably agreed, upon authentication and issuance of the Series 2006 C Bonds in accordance with the provisions of the Ordinance, to exchange on June 15, 2006, their Bonds for Series 2006 C Bonds. Pursuant to the Ordinance, each Bondholder, by its purchase of such series of Bonds, has irrevocably appointed the Escrow Agent as its agent and attorney in fact and has instructed the Escrow Agent on its behalf to transfer its Series 2006 A Bonds or Series 2006 B Bonds, respectively, in exchange for said amount of Series 2006 C Bonds on behalf of the Bondholders, all for the purpose of satisfying such Bondholders' obligations to acquire the Series 2006 C Bonds. Such exchange shall be made (unless enjoined by a court of competent jurisdiction in the event of a bankruptcy or insolvency of a Bondholder or due to other circumstances) automatically and without the necessity of any further action on the part of any such Bondholder.

(B) The Underwriters agree to make a bona fide public offering of the Bonds at the initial offering prices or yields set forth on the cover page of the Official Statement to be delivered in connection with the Bonds (the "Official Statement") and in making such offering shall comply with all federal and state securities laws, but the Underwriters reserve the right to grant concessions as the Underwriters deem necessary or desirable in connection with the offering and sale of the Bonds and to sell the Bonds to dealers (including dealer banks and dealers depositing Bonds into investment trusts) and others at prices different from the public offering prices. The Underwriters also reserve the right (a) to over-allot or effect transactions that stabilize or maintain the market price of the Bonds at a level above the level that might otherwise prevail in the open market, and (b) to discontinue such stabilizing, if commenced, at any time.

(C) On or prior to 2:00 p.m., New York time, on March 23, 2006, or at such earlier or later time and date as shall be agreed upon by the Underwriters and the Issuer (the "2006 A and B Closing Date"), the Issuer will deliver or cause to be delivered to The Depository Trust Company ("DTC"), at its offices at 55 Water Street, New York, New York 10041, the Series 2006 A Bonds and the Series 2006 B Bonds evidenced by a single certificate for each maturity, duly executed and authenticated and registered in the name of Cede & Co. At the time of the 2006 A and B Closing Date, there will be delivered to the Underwriters at the offices of Steptoe & Johnson PLLC, in Charleston, West Virginia, or at such other place upon which the Underwriters and the Issuer mutually agree, the other documents herein mentioned. The Underwriters will accept such delivery of the Series 2006 A Bonds and the Series 2006 B Bonds, together with accrued interest, as set forth in Paragraph 1(A) hereof in immediately available federal funds (such delivery and payment being herein referred to as the "2006 Closing"). The Series 2006 A Bonds and the Series 2006 B Bonds shall be delivered to DTC at least one business day prior to the 2006 A and B Closing Date for the purpose of inspection.

On or prior to 2:00 p.m., New York time, on June 15, 2006, or at such earlier or later time and date as shall be agreed upon by the Underwriters and the Issuer (the "2006 C Closing Date"), in the event the Series 2006 C Bonds are issued, the Issuer will deliver or cause to be delivered to The Depository Trust Company ("DTC"), at its offices at 55 Water Street, New York, New York 10041, the Series 2006 C Bonds evidenced by a single certificate for each maturity, duly executed and authenticated and registered in the name of Cede & Co. At the time of the 2006 C Closing Date, there will be delivered to the Underwriters at the offices of Steptoe & Johnson PLLC, in Charleston, West Virginia, or at such other place upon which the Underwriters and the Issuer mutually agree, the other documents herein mentioned. The Series 2006 C Bonds shall be delivered to DTC at least one business day prior to the 2006 C Closing Date for the purpose of inspection.

(D) We represent and warrant that any authority, discretion or other power conferred upon the Underwriters under any of the provisions of this Contract of Purchase may be exercised by Crews & Associates, Inc. as the representative of the Underwriters, and the payment for, acceptance of, and delivery and execution of any receipt for the Bonds and any other instruments upon or in connection with the Closing hereunder shall be made solely by Crews & Associates, Inc., as the representative of the Underwriters.

(E) The Issuer shall deliver or cause to be delivered to the Underwriters, promptly upon its acceptance hereof, two fully executed copies of the Official Statement. The Issuer further agrees that:

It will provide or cause to be provided to the Underwriters, within seven (7) business days after the date hereof (and at such other time or times as the Underwriters shall request for purposes of complying with the requirements hereinafter referred to) additional copies of the Official Statement in such quantities as shall be requested by the Underwriters to comply with the requirements of paragraphs (b) (3) and (b) (4) of Rule 15c2-12 promulgated under the Securities Exchange Act of 1934, as amended ("Rule 15c2-12"), and the applicable rules of the Municipal Securities Rulemaking Board; and

(ii) if on or prior to the 25th day after the "end of the underwriting period," as such expression is used in Rule 15c2-12, an event occurs affecting the Issuer that is materially adverse for the purpose for which the Official Statement is to be used and is not disclosed in the Official Statement, the Issuer will notify the Underwriters thereof and, if in the opinion of the Issuer or the Underwriters such event requires a supplement or amendment to the Official Statement, the Issuer will supplement or amend the Official Statement in a manner approved by the Issuer and the Underwriters (such approvals not to be unreasonably delayed or withheld) and will thereafter until the end of such 25-day period provide the Underwriters with copies of the Official Statement, as so amended or supplemented, in sufficient quantities to comply with the requirements referred to in subparagraph (i) above.

The Underwriters agrees that it will file copies of the Official Statement with a nationally recognized municipal securities information repository as soon as possible after the Closing.

(F) The Issuer authorizes the use and distribution of copies of the Official Statement, the Ordinance, and any other related documents and certificates in connection with the public offering and sale of the Bonds and consents to the use, prior to the date hereof, of copies of the Preliminary Official Statement dated March 1, 2006, relating to the Bonds (the "Preliminary Official Statement"). The Issuer represents that it deems the Preliminary Official Statement "final as of its date" within the meaning of Rule 15c2-12.

2. Representations, Warranties and Agreements of the Issuer. (A) The Issuer hereby represents and warrants to, and agrees with, the Underwriters that:

(i) The Issuer is a duly organized and validly existing municipality under and pursuant to the Constitution and laws of the State of West Virginia;

(ii) The Issuer has full legal right, power and authority to (a) enter into the Escrow Agreement (as hereinafter defined) and this Contract of Purchase; (b) to enact the Ordinance; (c) to pledge the Security as set forth in the Ordinance; (d) to issue, sell and deliver the Bonds to the Underwriters as provided herein; (e) to own and operate the System (as defined in the Ordinance) and conduct the business thereof as set forth in and contemplated by the Official Statement; and (f) to carry out, give effect to and consummate the transactions contemplated by the Bonds, the Ordinance, the Escrow Agreement, this Contract of Purchase and the Official Statement.

(iii) The Issuer has complied with, and will at the 2006 A and B Closing Date and the 2006 C Closing Date be in compliance, with all provisions of applicable law, the Act and the Ordinance, pertaining to the several matters referenced in Paragraph 2(A)(ii) hereof;

(iv) The Issuer has, prior to the 2006 A and B Closing Date, duly passed the Ordinance, and has, as of the date hereof, duly authorized the execution and delivery of the Bonds, and this Contract of Purchase and has, prior to the 2006 A and B Closing Date, duly authorized the execution and delivery of the Escrow Agreement, the Official Statement, and the distribution of the Official Statement, and has, prior to the 2006 A and B Closing Date, duly authorized and approved the performance by the Issuer of its obligations contained in, and the taking of any and all action as may be necessary to carry out, give effect to and consummate, the transactions contemplated by each of said documents;

(v) Upon closing, the Ordinance will be in full force and effect, and the Bonds (subject to the issuance of the Series 2006 C Bonds), the Ordinance, the Escrow Agreement, and this Contract of Purchase will constitute the legal, valid and binding obligations of the Issuer enforceable in accordance with their respective terms, except as enforcement may be limited by bankruptcy, reorganization, insolvency, moratorium or other laws affecting the enforcement of creditors' rights from time to time in effect;

(vi) The Issuer is not in breach of or in default under any constitutional provision, applicable law or administrative rule or regulation of the State of West Virginia, the United States of America, or of any department, division, agency or instrumentality of either thereof, or any applicable court or administrative decree or order, or any loan agreement, note, resolution, indenture, contract, agreement or other instrument to which the Issuer is a party or to which the

Issuer or any of the properties or assets of the System are otherwise subject or bound, which breach or default, in any material way, directly or indirectly, would affect System activities, the issuance, execution or delivery of the Bonds or the validity thereof, the validity or enacting of the Ordinance or the execution or delivery of the Escrow Agreement, this Contract of Purchase or the other instruments contemplated by any of such documents to which the Issuer is a party; and no event has occurred and is continuing which, with the passage of time or the giving of notice or both, would constitute such a breach or default; and the enacting of the Ordinance, and the execution and delivery of the Bonds, the Escrow Agreement, this Contract of Purchase and the other documents and instruments contemplated by any of such documents, and compliance with the provisions of each thereof, will not conflict with or constitute a breach of or default under any constitutional provision, applicable law or administrative rule or regulation of the State of West Virginia, the United States of America, or of any department, division, agency or instrumentality of either thereof, or any applicable court or administrative decree or order, or any loan agreement, note, resolution, indenture, contract, agreement or other instrument to which the Issuer is a party or to which the Issuer or any of the properties or assets of the System are otherwise subject or bound.

All approvals, consents, authorizations, elections and orders of or filings or registrations with any governmental authority, legislative body, board, agency or commission having jurisdiction, which would constitute conditions precedent to, or the absence of which would materially adversely affect, the due performance by the Issuer of its obligations under the Ordinance, the Bonds, the Escrow Agreement, or this Contract of Purchase, have been or will have been, prior to the delivery of the Bonds duly obtained and are and will be in full force and effect, except for such approvals, consents and orders as may be required under the Blue Sky or securities laws of any state in connection with the offering and sale of the Bonds, as to which no representation is given;

(viii) The Bonds, the Ordinance, and the Escrow Agreement shall conform to the descriptions thereof contained in the Official Statement and the Bonds shall be validly issued and outstanding revenue obligations of the Issuer entitled to all the benefits and security of the Ordinance;

(ix) The Official Statement is true, correct and complete in all material respects and does not contain any untrue statement of a material fact or omit to state a material fact required to be stated therein or necessary to make the statements therein, in light of the circumstances under which they were made, not misleading;

(x) The Ordinance creates a legally valid and binding pledge of, and lien upon, the Security, for payment of the principal of, and premium, if any, and interest on the Bonds as the same become due and for the other purposes provided in the Ordinance, subject only to the provisions of the Ordinance permitting application of such funds on the terms and conditions set forth in the Ordinance;

(xi) Except as described in the Official Statement, no action, suit, proceeding, inquiry or investigation, at law or in equity, before or by any court, regulatory agency, public board or body, is pending or, to the knowledge of the Issuer, threatened in any way questioning or affecting the corporate existence of the Issuer, the organization of the Board of the Issuer or the titles of the

officers and members of the Issuer or the Board thereof to their respective offices, or seeking to prohibit, restrain or enjoin the issuance, sale or delivery of the Bonds, the application of the proceeds thereof in accordance with the Ordinance and the Escrow Agreement, or the collection or application of Gross Revenues of the System and any other assets pledged or to be pledged to pay the principal of and interest on the Bonds or in any way contesting or affecting the validity or enforceability of the Bonds, the Ordinance, the Escrow Agreement, this Contract of Purchase or any action of the Issuer contemplated by any of said documents, or in any way contesting the completeness or accuracy of the Official Statement, or contesting the powers or authority of the Issuer with respect to the issuance, sale or delivery of the Bonds, the enacting of the Ordinance, or the execution and delivery of the Escrow Agreement or this Contract of Purchase, or any action on the part of the Issuer contemplated by any of said documents, including without limitation the power of the Issuer to fix, establish, revise and collect rates and charges for the use of the services and facilities of the System sufficient to meet the rate covenant set forth in the Ordinance, or which would adversely affect the exemption of interest to be paid on the Bonds from federal income taxation; nor, to the knowledge of the Issuer, is there any basis therefor;

(xii) The Issuer will furnish such information, execute such instruments and take such other action in cooperation with the Underwriters as the Underwriters may reasonably request to qualify the Bonds for offer and sale under the Blue Sky or other securities laws and regulations of such states and other jurisdictions of the United States of America as the Underwriters may designate;

(xiii) The audited financial statements pertaining to the System for the period ended June 30, 2005, together with the related notes and reports thereon, compiled by Dearien & Company, A.C., certified public accountant herewith delivered to the Underwriters and contained in the Official Statement as Appendix B thereto, fairly present the financial position of the System as of the dates indicated and the results of its operations for the periods specified, and such financial statements have been prepared in conformity with the laws of the State of West Virginia and regulations thereunder consistently applied during the periods involved; and the Issuer has no knowledge of any material adverse change in its financial position or results of operations from those set forth in such financial statements and the Official Statement;

(xiv) The Issuer will apply the proceeds of the Bonds in accordance with the Ordinance and as contemplated by the Official Statement;

(xv) The Issuer has not been notified of any listing or proposed listing of the Issuer by the Internal Revenue Service as an issuer whose arbitrage certifications may not be relied upon.

(xvi) To the best of the Issuer's knowledge, the Issuer has not been and is not now in default with respect to the payment of principal of or interest on (i) any securities issued or guaranteed by the Issuer that constitute a general obligation of the Issuer or (ii) on any of the Issuer's revenue bonds.

(xvii) Any certificate signed by the Mayor of the Issuer, or other authorized official or individual of the Issuer, shall be deemed a representation and warranty by the Issuer to the Underwriters as to the statements made therein.

3. Conditions to the Obligations of the Underwriters. The Obligations of the Underwriters to accept delivery of the Bonds on the 2006 A and B Closing Date and the 2006 C Closing Date, as applicable, shall be subject, at the option of the Underwriters, to the accuracy of the representations and warranties on the part of the Issuer contained herein as of the applicable Closing Date, to the accuracy in all material respects of the statements of the officers and other officials of the Issuer made in any certificates or other documents furnished pursuant to the provisions hereof, to the performance by the Issuer of its obligations to be performed hereunder at or prior to the applicable Closing Date and to the following additional conditions, provided that for purposes of this Paragraph 3, the term "Closing Date" shall refer to both the 2006 A and B Closing Date and the 2006 C Closing Date:

(A) At the Closing Date, the Ordinance shall have been duly passed and the Bonds shall have been duly authorized, executed and delivered, and the Ordinance shall be in full force and effect and shall not have been amended, modified or supplemented, except as may have been agreed to in writing by the Underwriters, and there shall have been taken in connection therewith, with the issuance of the Bonds and with the transactions contemplated by the Ordinance and by this Contract of Purchase, all such additional actions as, in the opinion of Steptoe & Johnson PLLC, bond counsel ("Bond Counsel"); or Spilman Thomas & Battle, PLLC, counsel to the Underwriters, shall be necessary and appropriate in connection with the delivery of this Contract of Purchase and any of the obligations or transactions contemplated hereby;

(B) At the Closing Date, the Official Statement shall not have been amended, modified or supplemented, except as may have been agreed to in writing by the Underwriters;

(C) Between the date hereof and the Closing Date, the market price or marketability of the Bonds, at the initial offering prices set forth in the Official Statement, shall not have been materially adversely affected, in the judgment of the Underwriters (evidenced by a written notice to the Issuer terminating the obligation of the Underwriters to accept delivery of and redemption for the Bonds), by reason of any of the following:

Legislation enacted by or introduced in Congress of the United States of America or reported out of or pending in committee or recommended for passage by the President of the United States of America, or a decision rendered by a court established under Article III of the Constitution of the United States of America or by the Tax Court of the United States of America, or an order, ruling, regulation or official statement (final, temporary or proposed) issued or made or any other release or announcement (a) by or on behalf of the Treasury Department of the United States of America or the Internal Revenue Service or any other federal or state authority, with the purpose or effect, directly or indirectly, of imposing federal income taxation upon such Gross Revenues as would be received by the Issuer or upon such interest as would be received by the holders of the Bonds; or (b) by or on behalf of the Securities and Exchange Commission, or any other governmental agency having jurisdiction of the subject matter, to the effect that obligations of the general character of the Bonds are not exempt from registration under the Securities Act of 1933 and the West Virginia Uniform Securities Act or qualification under, or other requirements of, the Trust Indenture Act of 1939, as amended, or that the issuance, offering or sale of obligations of the general character of the Bonds, including any or all underlying arrangements as contemplated

hereby or by the Official Statement, is or would be in violation of the federal securities laws as amended and then in effect;

(ii) The declaration of war or engagement in major hostilities by the United States of America or the occurrence of any other local, national or international emergency or calamity relating to effective operation of the government of or the financial community in the United States of America, or a default with respect to the debt obligations of, or the institution of proceedings under the federal bankruptcy laws by or against, any state of the United States of America or agency thereof, or any city in the United States of America having a population of over 1,000,000, the effect of which on the financial markets of the United States of America will be such as, in the Underwriter's judgment, make it impracticable for the Underwriters to market the Bonds or to enforce contracts for the sale of the Bonds;

(iii) The declaration of a general banking moratorium by federal, New York or West Virginia authorities, or the general suspension of trading on any national securities exchange;

(iv) The imposition by the New York Stock Exchange or other national securities exchange, or any governmental authority, of any material restrictions not now in force with respect to the Bonds or obligations of the general character of the Bonds or securities generally, or the material increase of any such restrictions now in force, including those relating to the extension of credit by, or to the net capital requirements of, Underwriters;

(v) The withdrawal or downgrading, from that prevailing on the date hereof, of any rating either of the Bonds by Standard and Poor's Corporation or Fitch Investors Service, or of any other securities of the Issuer by a national rating agency;

(vi) Any amendment to the federal or West Virginia Constitution or action by any federal or West Virginia Court, legislative body, regulatory body, or other authority materially adversely affecting (a) the tax-exempt status of the Issuer with respect to the Gross Revenues and other assets pledged under the Ordinance and its property, income and securities (or interest thereon); (b) the validity or enforceability of this Contract of Purchase, the Bonds, the Ordinance or the Escrow Agreement; or (c) the ability of the Issuer to meet its covenants under the Ordinance;

(vii) The occurrence of a change in the debt, a decrease in assets or any other change in the financial position or results of operations of the System or in the affairs of the Issuer subsequent to the date as of which information is given in the Official Statement, except as contemplated in the Official Statement;

(viii) Any event occurring, or information becoming known which, in the reasonable judgment of the Underwriters, makes untrue in any material respect any statement or information contained in the Official Statement, or has the effect that the Official Statement contains any untrue statement of material fact or omits to state a material fact required to be stated therein or necessary to make the statements therein, in the light of the circumstances under which they were made, not misleading;

(D) Upon the 2006 C Closing, the Issuer shall refund and defease the Series 1996 Bonds;

(E) Upon the 2006 Closing, certain funds available therefor shall be placed in escrow pursuant to the terms of an Escrow Agreement, dated the 2006 A and B Closing Date (the "Escrow Agreement"), by and between the Issuer and the West Virginia Municipal Bond Commission, an agency of the State of West Virginia, as Escrow Agent, and invested in certain direct obligations of the United States of America, the principal of which and interest on which when due will be sufficient to pay as the same become due the Series 2006 A Bonds and the Series 2006 B Bonds, to and including June 15, 2006.

(F) At or prior to the Closing Date, the Underwriters shall have received two counterpart originals of each of the following documents, in each case satisfactory in form and substance to the Underwriters and their Counsel.

(i) The Official Statement, including all appendices thereto, executed on behalf of the Issuer by its Mayor;

(ii) The Ordinance, certified by the Issuer's City Clerk to be a true, correct and complete copy thereof, without amendment, modification or rescission and in full force and effect as of the Closing Date;

(iii) An unqualified approving opinion of Bond Counsel dated the 2006 A and B Closing Date and addressed to the Issuer, in form and substance acceptable to the Underwriters and its counsel, and if such opinion is not also addressed to the Underwriters, a letter of Bond Counsel dated the Closing Date and addressed to the Underwriters, to the effect that the Underwriters may rely on said unqualified approving opinion as if it were addressed specifically to them and an unqualified approving opinion of Bond Counsel dated the 2006 A and B Closing Date and addressed to the Issuer, in substantially the form as that attached as Appendix C to the Official Statement, and if such opinion is not also addressed to the Underwriters, a letter of Bond Counsel dated the 2006 A and B Closing Date and addressed to the Underwriters to the effect that the Underwriters may rely on said unqualified approving opinion as if it were addressed specifically to them;

(iv) A supplemental opinion of Bond Counsel, dated the Closing Date and addressed to the Underwriters, to the effect that (a) the Issuer has full legal right, power and authority to sell and deliver the Bonds to the Underwriters as provided in this Contract of Purchase and to perform all of its obligations under the Escrow Agreement, and this Contract of Purchase, and the same are now in full force and effect; (b) the Escrow Agreement and this Contract of Purchase have been duly authorized, executed and delivered by, and constitute legal, valid and binding agreements and obligations enforceable in accordance with their terms, of the Issuer, except as enforcement may be limited by bankruptcy, reorganization, insolvency, moratorium or other laws affecting the enforcement of creditors rights from time to time in effect; (c) in connection with the opinion given on the 2006 C Closing Date, the Series 1996 Bonds have been defeased and discharged in accordance with the Ordinance securing the same and are deemed paid and have no further claim of any kind or under any circumstances to be paid from the Gross Revenues, and any pledge, lien, charge or other encumbrance created by the Ordinance or by the Act of or on the Security or the System has been completely defeased and discharged (provided that such opinion, insofar as it is

based upon the sufficiency of certain funds deposited pursuant to the Escrow Agreement to pay when due the principal of and interest on the Series 1996 Bonds, may rely upon the verification of calculations undertaken by the independent certified public accountants identified in the Official Statement); (d) the Issuer has duly authorized the execution, delivery and distribution of the Official Statement; (e) no registration with the Securities and Exchange Commission under the Securities Act of 1933, as amended, need be made in connection with the offering and sale of the Bonds, and neither the Ordinance, nor the Escrow Agreement is required to be qualified under the Trust Indenture Act of 1939, as amended; (f) the enacting of the Ordinance, and the execution and delivery of the Bonds, the Escrow Agreement, this Contract of Purchase and the other documents and instruments contemplated by any of such documents, and compliance with the provisions of each thereof, will not conflict with or constitute a breach of or default under any constitutional provisions, applicable law or administrative rule or regulation of the State of West Virginia, the United States of America, or any department, division, agency or instrumentality thereof, or any provision of any applicable court or administrative decree or order; (g) all approvals, consents, authorizations, elections and orders of or filings or registrations with any governmental authority, legislative body, board, agency or commission having jurisdiction, which would constitute conditions precedent to, or the absence of which would materially adversely affect, the due performance by the Issuer of its obligations under the Ordinance, the Bonds, the Escrow Agreement, or this Contract of Purchase, have been duly obtained and are in full force and effect, except for such approvals, consents and orders as may be required under the Blue Sky or other securities laws of any state in connection with the offering and sale of the Bonds, as to which no opinion need be expressed (provided that such opinion, as it regards the power and authority of the Issuer to maintain and operate the System may rely upon certifications by the Mayor of the Issuer and the opinion of Dan Marshall, Special Counsel to the Issuer, dated the Closing Date); (h) the statements contained in the Official Statement on the cover and under the captions "Introduction," "Financing Plan," "The Bonds," "Additional Security for the Bonds," "Summary of Certain Provisions of the Ordinance" and "Tax Matters", insofar as such statements purport to summarize certain provisions of the Bonds, the Ordinance, the Escrow Agreement, and the opinion of Bond Counsel, are accurate and fairly present the information purported to be shown with respect thereto; and (j) based upon the information made available to them in the course of their participation in the preparation of the Official Statement and without having made any independent investigations of the operation or affairs of the Issuer, or the System or any independent verification of the statements of fact contained in the Official Statement including the appendices thereto, such counsel does not believe that the Official Statement (except as to engineering, financial and statistical data contained in the Official Statement, as to which no opinion or belief need be expressed) contains any untrue statement of a material fact or omits to state a material fact which in its judgment, is required to be stated therein in order to make the statements therein, in the light of the circumstances under which they were made, not misleading;

(v) An opinion of Spilman Thomas & Battle, PLLC, counsel for the Underwriters, dated the Closing Date and addressed to the Underwriters, to the effect that (a) this Contract of Purchase has been duly authorized, executed and delivered on behalf of the Underwriters and constitutes a binding agreement of the Underwriters; (b) no registration with the Securities and Exchange Commission under the Securities Act of 1933, as amended, need be made in connection with the offering and sale of the Bonds, and the Ordinance is not required to be qualified under the Trust Indenture Act of 1939, as amended; (c) based upon the information made available to them in the

course of their participation in the preparation of the Official Statement and without having made any independent investigations of the operation or affairs of the Issuer, or the System or any independent verification of the statements of fact contained in the Official Statement including the appendices thereto, such counsel does not believe that the Official Statement (except for the Appendices thereto, information regarding the Issuer, or the engineering, financial and statistical data contained in the Official Statement, as to which no opinion or belief need be expressed) contains any untrue statement of a material fact or omits to state a material fact which, in its judgment, is required to be stated therein in order to make the statements therein, in the light of the circumstances under which they were made, not misleading, which opinion shall also address such other matters as the Underwriters may require;

(vi) An opinion of Dan Marshall, Special Counsel to the Issuer, dated the Closing Date and addressed to the Issuer, Bond Counsel and the Underwriters, to the effect that (a) the Issuer is a duly organized and validly existing municipality under and pursuant to the Constitution and laws of the State of West Virginia, with full legal right, power and authority to enter into the Escrow Agreement and this Contract of Purchase, to pass the Ordinance, to pledge the Security as set forth in the Ordinance, to issue, sell and deliver the Bonds to the Underwriters as provided in this Contract of Purchase, to own and operate the System and conduct the business thereof as set forth in and contemplated by the Official Statement and to carry out, give effect to and consummate the transactions contemplated by the Bonds, the Ordinance, the Escrow Agreement, this Contract of Purchase and Official Statement; (b) the Bonds, the Escrow Agreement and this Contract of Purchase have been duly authorized, executed and delivered by, and the Ordinance has been duly enacted by, and each constitutes a legal, valid and binding agreement and obligation enforceable in accordance with its terms of the Issuer, except as enforcement may be limited by bankruptcy, reorganization, insolvency, moratorium or other laws affecting the enforcement of creditors' rights from time to time in effect; (c) the Issuer has duly authorized the execution, delivery and distribution of the Official Statement; (d) the Issuer is not in breach of or in default under any constitutional provision, applicable law or administrative rule or regulation of the State of West Virginia, the United States of America, or of any department, division, agency or instrumentality of either thereof, or any applicable court or administrative decree or order, or any loan agreement, note, resolution, indenture, contract, agreement or other instrument to which the Issuer is party or to which the Issuer or any of the properties or assets of the System are otherwise subject or bound, which breach or default, in any material way, directly or indirectly, would affect System activities, the issuance, execution or delivery of the Bonds or the validity thereof, the validity or enacting of the Ordinance or of the execution or delivery of the Escrow Agreement, this Contract of Purchase or the other instruments contemplated by any of such documents to which the Issuer is a party; and no event has occurred and is continuing which, with the passage of time or the giving of notice or both, would constitute such a breach or default; and enacting of the Ordinance, and the execution and delivery of the Bonds, the Escrow Agreement, this Contract of Purchase and the other documents and instruments contemplated by and of such documents, and compliance with the provisions of each thereof, will not conflict with or constitute a breach of or default under any constitutional provision, applicable law or administrative rule or regulation of the State of West Virginia, the United States of America, or of any department, division, agency or instrumentality of either thereof, or any applicable court or administrative decree or order, or any loan agreement, note, resolution, indenture, contract, agreement or other instrument to which the Issuer is a party or to which the Issuer or any of the properties or assets of the System are otherwise subject or bound; (e)

upon Closing, the Ordinance will be in full force and effect, and the Ordinance, the Bonds, the Escrow Agreement and this Contract of Purchase will constitute the legal, valid and binding agreements and obligations of the Issuer enforceable in accordance with their respective terms, except as enforcement may be limited by bankruptcy, reorganization, insolvency, moratorium or other laws affecting the enforcement of creditors' rights from time to time in effect; (f) no action, suit, proceeding, inquiry or investigation, at law or in equity, before or by any court, regulatory agency, public board or body, is pending or to her knowledge threatened in any way questioning or affecting the corporate existence of the Issuer, the organization of the Board of the Issuer, or the titles of the officers and members of the Issuer, the Board thereof to their respective offices, or seeking to prohibit, restrain or enjoin the issuance, sale or delivery of the Bonds, the application of the proceeds thereof in accordance with the Ordinance, and the Escrow Agreement or the collection or application of the Gross Revenues of the System and any other assets pledged or to be pledged to pay the principal of and interest on the Bonds, or the pledge of and lien on the Security pursuant to the Ordinance, or in any way contesting or affecting the validity or enforceability of the Bonds, the Ordinance, the Escrow Agreement, this Contract of Purchase or any action of the Issuer, contemplated by any of said documents, or contesting the completeness or accuracy of the Official Statement, or contesting the powers or authority of the Issuer with respect to the issuance, sale or delivery of the Bonds, the enacting of the Ordinance, or the execution and delivery of the Escrow Agreement, or this Contract of Purchase, or any action on the part of the Issuer contemplated by any of said documents, including without limitation the power of the Issuer to fix, establish, revise and collect rates and charges for the use of the services and facilities of the System sufficient to meet the rate covenant set forth in the Ordinance; (g) all approvals, consents, authorizations, elections and orders of or filings or registrations with any governmental authority, legislative body, board, agency or commission having jurisdiction which would constitute conditions precedent to, or the absence of which would materially adversely affect, the due performance by the Issuer of its obligations under the Ordinance, the Bonds, the Escrow Agreement or this Contract of Purchase, have been duly obtained and are in full force and effect, except for such approvals, consents and orders as may be required under the Blue Sky or securities laws of any state in connection with the offering and sale of the Bonds, as to which no opinion need be expressed; (h) no action, suit, proceeding, inquiry or investigation, at law or in equity, before or by any court, regulatory agency, public board or body, is pending or to his knowledge, threatened in any way questioning or affecting the corporate existence of the Issuer, the organization of the Board of the Issuer or the titles of the officers and members of the Issuer, or the Board thereof to their respective offices, or seeking to prohibit, restrain or enjoin the issuance, sale or delivery of the Bonds, the application of the proceeds thereof in accordance with the Ordinance, or the collection or application of the Gross Revenues of the System and any other assets pledged or to be pledged to pay the principal of and interest on the Bonds, or the pledge of and first lien on the Security pursuant to the Ordinance, or in any way contesting or affecting the validity or enforceability of the Bonds, the Ordinance, the Escrow Agreement, this Contract of Purchase or any action of the Issuer, contemplated by any of said documents, or in any way contesting the completeness or accuracy of the Official Statement, or contesting the powers or authority of the Issuer with respect to the issuance, sale or delivery of the Bonds, the enacting of the Ordinance or the execution and delivery of the Escrow Agreement or this Contract of Purchase, or any action on the part of the Issuer contemplated by any of said documents, including without limitation the power of the Issuer or otherwise, to fix, establish, revise and collect rates and charges for the use of the services and facilities of the System sufficient to meet the rate covenant set forth in the Ordinance, or which would adversely affect the exemption of interest to be paid on the Series

2006 C Bonds from federal income taxation, nor to their knowledge is there any basis therefor; (i) based upon their participation in the preparation of the Official Statement and without having made any independent investigations of the operation or affairs of the Issuer or the System or any independent verification of the statements of fact contained in the Official Statement including the appendices thereto, such counsel does not believe that the Official Statement (except as to information regarding any engineering, financial and statistical data contained in the Official Statement, as to which no opinion or belief need to be expressed) contains any untrue statement of a material fact or omits to state a material fact which, in her judgment, is required to be stated therein in order to make the statements therein, in light of the circumstances under which they were made, not misleading; and (j) the Ordinance creates a legally valid and binding pledge of, and first lien and charge upon, the Security, for payment of the principal of, premium, if any, and interest on the Bonds as the same become due and for the other purposes provided in the Ordinance, subject only to the provisions of the Ordinance permitting application thereof on the terms and conditions set forth in the Ordinance;

(vii) A certificate, dated the Closing Date and signed by the Mayor of the Issuer, to the effect that (a) the representations and warranties of the Issuer contained herein are true and correct in all material respects on and as of the Closing Date with the same effect as if made on the Closing Date; (b) to the best of his knowledge, no event has occurred since the date of the Official Statement which should be disclosed in the Official Statement in order that the Official Statement not contain any untrue statement of a material fact or omit to state a material fact required to be stated therein or necessary to make the statements therein, in the light of the circumstances under which they were made, not misleading; and (c) the Issuer has complied with all the agreements and satisfied all the conditions on its part to be performed or satisfied under this Contract of Purchase or otherwise at or prior to the Closing;

(viii) Verification by Smith, Cochran & Hicks, PLLC, independent certified public accountants, of the mathematical accuracy of computations showing the sufficiency of the interest on and principal of the government securities, together with any other amounts deposited for such purpose, to cause the Series 1996 Bonds to be legally defeased under the 1996 Resolution, of the yield on the Bonds and of the combined yields on certain securities and the transferred proceeds adjustment, if any, in form satisfactory to Bond Counsel;

(ix) A certificate dated the 2006 C Closing Date and signed by the Mayor of the Issuer, supporting the conclusion that the Series 2006 Bonds are not "arbitrage bonds" within the meaning of Section 148 of the Internal Revenue Code of 1986, as amended, in substance and form satisfactory to Bond Counsel and counsel to the Underwriters;

(x) Such additional legal opinions, certificates, instruments and other documents as the Underwriters may reasonably request to evidence the truth and accuracy, as of the date hereof and as of the Closing Date, of the Issuer's representations and warranties contained herein and of the statements and information contained in the Official Statement and the due performance or satisfaction by the Issuer at or prior to the Closing of all agreements then to be performed and all conditions then to be satisfied by the Issuer in connection with the transactions contemplated hereby and by the Ordinance and the Official Statement.

If any of the conditions to the obligations of the Underwriters contained in this Contract of Purchase shall not have been satisfied when and as required herein, or if such obligations of the Underwriters shall be terminated for any reason permitted by this Contract of Purchase, this Contract of Purchase shall terminate upon written notice thereof to the Issuer, and neither the Underwriters nor the Issuer shall be under further obligations hereunder; except that (1) the respective obligations of the Issuer and the Underwriters for the payment of expenses, as provided in Paragraph 4 hereof, and (2) the agreement of the Issuer made in Paragraph 7 hereof shall continue as obligations in full force and effect.

(xi) Evidence of a Municipal Bond Insurance Policy issuing the payment of the principal of and interest on the Bonds.

4. Expenses. (A) The Underwriters shall be under no obligation to pay, and the Issuer shall pay or cause to be paid (out of the proceeds of the Bonds or any other legally available funds of the Issuer), all expenses incident to the performance of the Issuer's obligations hereunder, including but not limited to the cost of preparation and delivery of the Bonds; the cost of preparation, printing (and/or word processing and reproduction), distribution and delivery of the Ordinance, the Preliminary Official Statement, the Official Statement, the Escrow Agreement and all other agreements and documents contemplated hereby or used in connection with the marketing and sale of the Bonds, and drafts of any thereof, in reasonable quantities as requested by the Underwriters; the fees and disbursements of the Bond Counsel, Underwriters Counsel, Counsel to the Issuer, engineers, accountants, financial advisers and any other experts or consultants retained in connection with the Bonds; fees in connection with the verification of certain mathematical calculations; and any other expenses not specifically enumerated in Paragraph 4(B) hereof incurred in connection with the issuance of the Bonds and the refunding of the Prior Bonds;

(B) The Issuer shall be under no obligation to pay, and the Underwriters shall pay, the cost of preparation, printing (and/or word processing and reproduction), distribution and delivery of the Blue Sky and Legal Investment Memoranda and this Contract of Purchase; expenses to qualify the Bonds for sale under any Blue Sky laws; all advertising expenses in connection with the public offering of the Bonds; and all other expenses incurred by the Underwriters in connection with the public offering and distribution of the Bonds not specifically enumerated in Paragraph 4(A) hereof. If the Bonds are not issued and delivered as set forth herein, the Underwriters shall pay the expenses enumerated in this Paragraph 4(B).

5. Notices. Any notice or other communication to be given to the Issuer under this Contract of Purchase may be given by delivering the same in writing to the Issuer at the address set forth above, Attention: Mayor, and any notice or other communication to be given to the Underwriters under the Contract of Purchase may be given by delivering the same in writing to:

Crews & Associates, Inc.
521 President Clinton Avenue
Suite 800
Little Rock, Arkansas 72201
Attention: Public Finance Group

Ferris, Baker Watts, Incorporated
100 Laidley Tower
Charleston, West Virginia 25301
Attention: Public Finance Group

6. Parties in Interest. This Contract of Purchase is made solely for the benefit of the Issuer and the Underwriters (including successors or assigns of any Underwriters) and no other person shall acquire or have any right hereunder or by virtue hereof.

7. Survival of Representations and Warranties. The representations and warranties of the Issuer, set forth in or made pursuant to this Contract of Purchase, shall not be deemed to have been discharged, satisfied or otherwise rendered void by reason of the Closing or termination of this Contract of Purchase and shall remain in full force and effect regardless of any investigations or statements as to the results thereof made by or on behalf of the Underwriters and regardless of delivery of and payment for the Bonds.

8. Effective. This Contract of Purchase shall become effective and binding upon the respective parties hereto upon the execution of the acceptance hereof by the Issuer and shall be valid and enforceable as of the time of such acceptance.

9. Applicable Law. This Contract of Purchase shall be by the laws of the State of West Virginia.

Very truly yours,

CREWS & ASSOCIATES, INC.

By: _____
Its: Authorized Representative

Accepted March 3, 2006.

THE CITY OF PARKERSBURG (WEST VIRGINIA)

By: _____
Its: Mayor

Very truly yours,

CREWS & ASSOCIATES, INC.

By: _____
Its: Authorized Representative

Accepted March 3, 2006.

THE CITY OF PARKERSBURG (WEST VIRGINIA)

By: Robert D. Newell
Its: Mayor

SCHEDULE I

Dated Date: March 1, 2006
Closing Date: March 23, 2006

$17,070,000
MATURITY SCHEDULE - SERIES 2006 A BONDS

$17,070,000 Serial Bonds

Maturity	Principal Amount	Interest Rate	Price or Yield
9/1/2007	$305,000	5.000%	100.00%
9/1/2008	$1,000,000	5.000%	99.911%
9/1/2009	$1,040,000	5.000%	100.00%
9/1/2010	$1,080,000	5.000%	100.00%
9/1/2011	$1,120,000	5.000%	100.00%
9/1/2012	$1,160,000	5.000%	100.00%
9/1/2013	$1,205,000	5.250%	106.527%
9/1/2014	$1,265,000	5.250%	106.934%
9/1/2015	$1,330,000	5.250%	107,237%
9/1/2016	$1,395,000	4.900%	99.002%
9/1/2017	$1,455,000	4.900%	98.221%
9/1/2018	$1,510,000	4.900%	97.725%
9/1/2019	$1,570,000	4.900%	98.192%
9/1/2020	$1,635,000	4.900%	97.676%

$355,000
MATURITY SCHEDULE - SERIES 2006 B BONDS

Maturity	Principal Amount	Interest Rate	Price or Yield
9/1/2007	$355,000	5.000%	100.00%

$17,425,000
MATURITY SCHEDULE – SERIES 2006 C BONDS**

When, as and if issued
$17,425,000 Serial Bonds

Maturity	Principal Amount	Interest Rate	Price or Yield
9/1/2007	$660,000	3.700%	100.00%
9/1/2008	$1,000,000	3,700%	99.911%
9/1/2009	$1,040,000	3,750%	100.00%
9/1/2010	$1,080,000	3.800%	100.00%
9/1/2011	$1,120,000	3.850%	100.00%
9/1/2012	$1.160,000	3.900%	100.00%
9/1/2013	$1,205,000	5.000%	106.527%
9/1/2014	$1,265,000	5.000%	106.934%
9/1/2015	$1,330,000	5.000%	107.237%
9/1/2016	$1,395,000	4.000%	99.002%
9/1/2017	$1,455,000	4.000%	98.221%
9/1/2018	$1,510,000	4.000%	97.725%
9/1/2019	$1,570,000	4.100%	98.192%
9/1/2020	$1,635,000	4.100%	97.676%

Optional Redemption

A. The Series 2006 A Bonds shall not be subject to optional redemption.

B. If the Series 2006 C Bonds are not issued, the Series 2006 B Bonds shall be subject to optional redemption on or after June 15, 2006 at par.

C. If issued, the Series 2006 C Bonds shall be subject to optional redemption on or after September 1, 2015 at par.

Net Purchase Price of Series 2006 A and 2006 B Bonds:

Par Amount of Series A Bonds		$17,070,000
Par Amount of Series B Bonds		355,000
Net Offering Premium		121,185.50
Underwriter's Discount		(209,100.00)
Accrued Interest		53,361.30
	TOTAL	$17,390,446.80

CONTINUING DISCLOSURE AGREEMENT

This Continuing Disclosure Agreement (the "Agreement") dated March 23, 2006, from the City of Parkersburg, West Virginia (the "Borrower") to Crews & Associates, Inc. and Ferris, Baker Watts, Incorporated, the Underwriters of the (i) $17,070,000 aggregate principal amount of The City of Parkersburg (West Virginia) Taxable Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 2006 A (the "Series 2006 A Bonds"); (ii) $355,000 aggregate principal amount of The City of Parkersburg (West Virginia) Taxable Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 2006 B (the "Series 2006 B Bonds"); and (iii) when, as and if issued, $17,425,000 aggregate principal amount of The City of Parkersburg (West Virginia) Tax-Exempt Combined Waterworks and Sewerage Refunding Revenue Bonds, Series 2006 C (the "Series 2006 C Bonds" and together with the Series 2006 A Bonds and Series 2006 B Bonds, collectively, the "Bonds"), as initial purchasers (the "Purchasers") of the Bonds which are being issued by the Borrower is executed and delivered in connection with the issuance of the Bonds. Capitalized terms used in this Agreement shall have the respective meanings specified above or in Article IV hereof. The Borrower certifies as follows:

ARTICLE I

The Undertaking

Section 1.1. Purpose. This Agreement shall constitute a written undertaking for the benefit of the holders of the Bonds, and is being executed and delivered solely to assist the Purchasers in complying with subsection (b)(5) of the Rule, as hereinafter defined.

Section 1.2. Annual Financial Information. (a) The Borrower shall provide Annual Financial Information, including without limitation (i) Audited Financial Statements, with respect to each fiscal year of the Borrower, commencing with the fiscal year ending June 30, 2004, no later than 180 days after the end of its fiscal year, to each NRMSIR and the SID, and (ii) to each NRMSIR and the SID unaudited quarterly operating results relating to the Institution not later than 60 days following the quarters ending December 31, March 31 and June 30.

(b) The Borrower shall provide in a timely manner, notice of any failure of the Borrower to provide the Annual Financial Information by the date specified in subsection (a) above to (i) either the MSRB or each NRMSIR, and (ii) the SID.

Section 1.3. Material Event Notices. (a) If a Material Event occurs, the Borrower shall provide, in a timely manner, notice of each Material Event to (i) either the MSRB or each NRMSIR, (ii) the SID, and (iii) the Purchasers;

(b) Any such notice of a defeasance of Bonds shall state whether the Bonds have been escrowed to maturity or to an earlier redemption date and the date(s) of such maturity or redemption.

Section 1.4. Additional Disclosure Obligation. The Borrower acknowledges and understands that other state and federal laws, including but not limited to the Securities Act of 1933 and Rule 10b-5 promulgated under the Securities Exchange Act of 1934, may apply to the Borrower and that, under some circumstances, additional disclosures or other action in addition to those required by this Agreement may be required to enable the Borrower to fully discharge all of its duties and obligations under such laws.

Section 1.5. Additional Information. Nothing in this Agreement shall be deemed to prevent the Borrower from disseminating any other information, using the means of dissemination set forth in this Agreement or any other means of communication, or including any other information in any Annual Financial Information or notice of Material Event hereunder, in addition to that, which is required by this Agreement. If the Borrower chooses to do so, the Borrower shall have no obligation under this Agreement to update such additional information or include it in any future Annual Financial Information or notice of a Material Event hereunder, in addition to that which is required by this Agreement.

Section 1.6. No Previous Non-Compliance. The Borrower represents that since August 1, 2005, it has not failed to comply in any material respect with any previous undertaking in a written contract or agreement, as entered into by the Borrower, as issuer, specified in paragraph (b)(5)(i) of the Rule.

Section 1.7. Filing with Municipal Advisory Council. Any filing under this Agreement may be made solely by transmitting such filing to the Texas Municipal Advisory Council (the "MAC") as provided at http://www.disclosureusa.org unless the United States Securities and Exchange Commission has withdrawn the interpretive advice in its letter to the MAC dated September 7, 2004.

ARTICLE II

Operating Rules

Section 2.1. Reference to Other Documents. It shall be sufficient for purposes of this Agreement if the Borrower provides Annual Financial Information by specific reference to documents (i) either (1) provided to each NRMSIR existing at the time of such reference and the SID or (2) filed with the SEC, or (ii) if such document is an Official Statement, available from MSRB.

Section 2.2. Submission of Information. Annual Financial Information may be provided in one document or multiple documents, and at one time or in part from time to time.

Section 2.3. Transmission of Information and Notices. Unless otherwise required by law, the Borrower shall employ such methods of information and notice transmission, as it shall so determine.

Section 2.4. Fiscal Year. The Borrower's current fiscal year is the twelve-month period ending on June 30. The Borrower shall promptly notify (i) each NRMSIR, (ii) the SID and (iii) the Purchasers of each change in its fiscal year.

ARTICLE III

Effective Date, Termination, Amendment and Enforcement

Section 3.1. Effective Date; Termination. (a) This Agreement shall be effective upon the issuance of the Bonds.

(b) The Borrower's obligations under this Agreement shall terminate upon a legal defeasance, prior redemption or payment in full of all of the Bonds.

(c) This Agreement, or any provision hereof, shall be null and void in the event that the Borrower (1) delivers to the Purchasers an opinion of Counsel, addressed to the Borrower and the Purchasers, to the effect that those portions of the Rule which require this Agreement, or such provision, as the case may be, do not or no longer apply to the Bonds, whether because such portions of the Rule are invalid, have been repealed, or otherwise, as shall be specified in such opinion, and (2) delivers copies of such opinion to each NRMSIR and the SID.

Section 3.2. Amendment. (a) This Agreement may be amended, by written agreement of the parties, without the consent of the holders of the Bonds, if all of the following renditions are satisfied: (1) such amendment is made in connection with a change in circumstances that arises from a change in legal (including regulatory) requirements, a change in law (including rules or regulations) or in interpretations thereof, or a change in the identity, nature or status of the Borrower or the type of business conducted thereby, (2) this Agreement as so amended would have complied with the requirements of the Rule as of the date of this Agreement, after taking into account any amendments or interpretations of the Rule, as well as any change in circumstances, (3) the Borrower shall have delivered to the Purchasers an opinion of Counsel, addressed to the Borrower and the Purchasers, to the same effect as set forth in clause (2) above, (4) the Borrower shall have delivered to the Purchasers an opinion of Counsel or a determination by a person, in each case unaffiliated with the Borrower (such as bond counsel or the Purchasers) and acceptable to the Borrower, addressed to the Borrower and the Purchasers, to the effect that the amendment does not materially impair the interest of the holders of the Bonds, and (5) the Borrower shall have delivered copies of such opinion(s) and amendment to each NRMSIR and the SID.

(b) This Agreement may be amended, by written agreement of the parties, without the consent of the holders of the Bonds, if all of the following conditions are satisfied: (1) an amendment to the Rule is adopted, or a new or modified official interpretation of the Rule is issued, after the effective date of this Agreement which is applicable to this Agreement (2) the Borrower shall have delivered to the Purchasers an

opinion of Counsel, addressed to the Borrower and the Purchasers, to the effect that performance by the Borrower and Purchasers under this Agreement as so amended will not result in a violation of the Rule and that in the opinion of Counsel such change will not materially impair the owners of the Bonds, and (3) the Borrower shall have delivered copies of such opinion and amendment to each NRMSIR and the SID.

(c) To the extent any amendment to this Agreement results in a change in the type of financial information or operating data provided pursuant to this Agreement, the first Annual Financial Information provided thereafter shall include a narrative explanation of the reasons for the amendment and the impact of the change in the type of operating data or financial information being provided.

(d) If an amendment is made pursuant to Section 3.2(a) hereof to the accounting principles to be followed by the Borrower in preparing its financial statements, the Annual Financial Information for the fiscal year in which the change is made shall provide written explanation of such change or changes.

Section 3.3. Benefit; Third-Party Beneficiaries Enforcement. (a) The provisions of this Agreement shall constitute a contract with and inure solely to the benefit of the holders from time to time of the Bonds, except that beneficial owners of the Bonds shall be third-party beneficiaries of this Agreement and shall be deemed to be holders of the Bonds for purposes of Section 3.3(b) hereof. The provisions of this Agreement shall create no rights in any person or entity except as provided in this subsection (a).

(b) The obligations of the Borrower to comply with the provisions of this Agreement shall be enforceable (i) in the case of enforcement of obligations to provide Annual Financial Information and Material Event notices, by any holder of Outstanding Bonds, or by the Purchasers on behalf of the holders of Outstanding Bonds, or (ii) in the case of challenges to the adequacy of the Annual Financial Information so provided, by the Purchasers on behalf of the holders of Outstanding Bonds; provided, however, that the Purchasers shall not be required to take any enforcement action except at the direction of the Holders of not less than 25% in aggregate principal amount of the Bonds at the time Outstanding who shall have provided the Purchasers with adequate security and indemnity. The Holders' and Purchasers' rights to enforce the provisions of this Agreement shall be limited solely to a right by action in mandamus or for specific performance, to compel performance of the Borrower's obligations under this Agreement.

(c) Any failure by the Borrower or the Purchasers to perform in accordance with this Agreement shall not constitute a default or an Event of Default under the resolution, the Bond Indenture or the Bonds, and the rights and remedies provided by the resolution or the Bonds upon the occurrence of a default or an Event of Default shall not apply to any such failure.

(d) This Agreement shall be construed and interpreted in accordance with the laws of the State of West Virginia, and any suits and actions arising out of this

Agreement shall be instituted in a court of competent jurisdiction in the State; provided, however, that to the extent this Agreement addresses matters of federal securities laws, including the rule, this Agreement shall be construed in accordance with such federal securities laws and official interpretations thereof.

ARTICLE IV

Definitions

Section 4.1. Definitions. The following items used in this Agreement shall have the following respective meanings:

(1) "Annual Financial Information" means, collectively, (i) the Borrower's Audited Financial Statements, (ii) the quarterly unaudited financial information described in Section 1.2 of this Agreement, and (iii) the information regarding amendments to this Agreement required pursuant to Sections 3.2 (c) and (d) of this Agreement. Annual Financial Information, except that described in (ii) above, shall include Audited Financial Statements, if available, or Unaudited Financial Statements.

(2) "Audited Financial Statements" means the annual financial statements, if any, of the Borrower, audited by such auditor as shall then be required or permitted by State law. Audited Financial Statements shall be prepared in accordance with GAAP. Audited Financial Statements, for purposes of this definition, shall also be deemed to mean any special purpose financial statements, audited by such auditor as shall then be required or permitted by State law, that are prepared specifically for the Bonds, provided, that such special purpose financial statements shall be prepared in accordance with generally accepted auditing standards.

(3) "Counsel" means Steptoe & Johnson PLLC, Charleston, West Virginia, or other nationally recognized bond counsel or counsel expert in federal securities law.

(4) "GAAP" means generally accepted accounting principles as prescribed from time to time for governmental units by the Governmental Accounting Standards Authority, the Financial Accounting Standards Board, or any successor to the duties and responsibilities of either of them.

(5) "Material Event" means any of the following events with respect to the Bonds, whether relating to the Borrower or otherwise, if material:

(i) principal and interest Payment delinquencies;
(ii) non-payment related defaults;
(iii) unscheduled draws on debt service reserves reflecting financial difficulties;
(iv) unscheduled draws on credit enhancement reflecting financial difficulties;

(v) substitution of credit or liquidity providers, or their failure to perform;

(vi) adverse tax opinions or events affecting the tax-exempt status of the security;

(vii) modifications of rights of security holders;

(viii) bond calls;

(ix) defeasances;

(x) release, substitution, or sale of property securing repayment of the securities; and

(xi) rating changes.

(6) "MSRB" means the Municipal Securities Rulemaking Board established pursuant to Section 15B(b)(1) of the Securities Exchange Act of 1934.

(7) "NRMSIR" means, at any time, a then existing nationally recognized municipal securities information repository, as recognized from time to time by the SEC for the purposes referred to in the Rule. The NRMSIRs as of the date of this Agreement and the filing information relating to such NRMSIRs are set forth in Exhibit A hereto.

(8) "Official Statement" means "final official statement", as defined in paragraph (f)(3) of the Rule.

(9) "Rule" means Rule 15c2-12 promulgated by the SEC under the Securities Exchange Act of 1934 (17 CFR Part 240, § 240.15c2-12), as in effect on the date of this Agreement, including any official interpretations thereof issued either before or after the effective date of this Agreement which are applicable to this Agreement.

(10) "SEC" means the United States Securities and Exchange Corporation.

(11) "SID" means, at any time, a then-existing state information depository, if any, as operated or designated as such by or on behalf of the Borrower for the purposes referred to in the rule. As of the date of this Agreement, there is no SID.

(12) "Unaudited Financial Statements" means the same as Audited Financial Statements, except that they shall not have been audited.

ARTICLE V

Miscellaneous

Section 5.1. Counterparts. This Agreement may be executed in several counterparts, each of which shall be an original and all of which shall constitute but one and the same instrument.

Section 5.2. Severability. If any one or more sections, clauses, sentences or parts hereof shall for any reason be questioned in any court of competent jurisdiction and shall

be adjudged unconstitutional or invalid, such judgment shall not affect, impair or invalidate the remaining provisions hereof or thereof, or the Bonds, but shall be confined to the specific sections, clauses, sentences and parts so adjudged.

IN WITNESS WHEREOF, the Borrower has caused this Agreement to be executed by its duly authorized representatives, all as of the date first above written.

THE CITY OF PARKERSBURG (WEST VIRGINIA)

By: Robert D. Newell
Its: Mayor

EXHIBIT A

Filing information relating to the Nationally Recognized Municipal Securities Information Repositories approved by the Securities and Exchange Corporation (subject to change):

Bloomberg Municipal Repository
100 Business Park Drive
Skillman, NJ 08558
Phone: (609) 279-3225
Fax: (609) 279-5962
Internet address: http://www.bloomberg.com/markets/rates/municontracts.html
E-mail : Munis@Bloomberg.com

DPC Data Inc.
One Executive Drive
Fort Lee, NJ 07024
Phone: (201) 346-0701
Fax: (201) 947-0107
Internet : http://www.dpcdata.com
E-mail: nrmsir@dpcdata.com

Standard & Poor's Securities Evaluations, Inc.
55 Water Street, 45th Floor
New York, NY 10041
Phone: (212) 438-4595
Fax: (212) 438-3075
Internet: http://www.jjkenny.com/jjkenny/pser_descrip_data_rep.html
E-mail : nrmsir_repository@sandp.com

FT Interactive Data
Attn : NRMSIR
100 William Street, 15th Floor
New York, NY 10038
Phone: (212) 771-6999; 800-689-8461
Fax: (212) 771-7390
Internet: http://www.ftif.com
E-mail : NRMSIR@interactivedata.com

385781

The Depository Trust Company

A subsidiary of The Depository Trust & Clearing Corporation

BLANKET ISSUER LETTER OF REPRESENTATIONS

[To be Completed by Issuer]

THE CITY OF PARKERSBURG
[Name of Issuer]

August 18, 2004
[Date]

[For Municipal Issues:
Underwriting Department—Eligibility; 50th Floor]
[For Corporate Issues:
General Counsel's Office; 49th Floor]
The Depository Trust Company
55 Water Street
New York, NY 10041-0099

Ladies and Gentlemen:

This letter sets forth our understanding with respect to all issues (the "Securities") that Issuer shall request be made eligible for deposit by The Depository Trust Company ("DTC").

To induce DTC to accept the Securities as eligible for deposit at DTC, and to act in accordance with DTC's Rules with respect to the Securities, Issuer represents to DTC that Issuer will comply with the requirements stated in DTC's Operational Arrangements, as they may be amended from time to time.

Note:

Schedule A contains statements that DTC believes accurately describe DTC, the method of effecting book-entry transfers of securities distributed through DTC, and certain related matters.

Very truly yours,

THE CITY OF PARKERSBURG
(Issuer)

By: _____
(Authorized Officer's Signature)

Jimmy Colombo, Mayor
(Print Name)

P.O. Box 1627
(Street Address)

Parkersburg, WV 26102
(City) (State) (Country) (Zip Code)

(304) 424-8420
(Phone Number)

_____
(E-mail Address)

Received and Accepted:
THE DEPOSITORY TRUST COMPANY

By: _____

DTCC

The Depository Trust & Clearing Corporation

[2/02]

SCHEDULE A

(To Blanket Issuer Letter of Representations)

SAMPLE OFFERING DOCUMENT LANGUAGE DESCRIBING BOOK-ENTRY-ONLY ISSUANCE

(Prepared by DTC—bracketed material may be applicable only to certain issues)

1. The Depository Trust Company ("DTC"), New York, NY, will act as securities depository for the securities (the"Securities"). The Securities will be issued as fully-registered securities registered in the name of Cede & Co. (DTC's partnership nominee) or such other name as may be requested by an authorized representative of DTC. One fully-registered Security certificate will be issued for [each issue of] the Securities, [each] in the aggregate principal amount of such issue,and will be deposited with DTC. [If, however, the aggregate principal amount of [any] issue exceeds $500 million, one certificate will be issued with respect to each $500 million of principal amount, and an additional certificate will be issued with respect to any remaining principal amount of such issue.]

2. DTC, the world's largest depository, is a limited-purpose trust company organized under the New York Banking Law, a "banking organization" within the meaning of the New York Banking Law, a member of the Federal Reserve System, a "clearing corporation" within the meaning of the New York Uniform Commercial Code, and a "clearing agency" registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934. DTC holds and provides asset servicing for over 2 million issues of U.S. and non-U.S. equity issues, corporate and municipal debt issues, and money market instruments from over 85 countries that DTC's participants ("Direct Participants") deposit with DTC. DTC also facilitates the post-trade settlement among Direct Participants of sales and other securities transactions in deposited securities, through electronic computerized book-entry transfers and pledges between Direct Participants' accounts. This eliminates the need for physical movement of securities certificates. Direct Participants include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations. DTC is a wholly-owned subsidiary of The Depository Trust & Clearing Corporation ("DTCC"). DTCC, in turn, is owned by a number of Direct Participants of DTC and Members of the National Securities Clearing Corporation, Government Securities Clearing Corporation, MBS Clearing Corporation, and Emerging Markets Clearing Corporation, (NSCC, GSCC, MBSCC, and EMCC, also subsidiaries of DTCC), as well as by the New York Stock Exchange, Inc., the American Stock Exchange LLC, and the National Association of Securities Dealers, Inc. Access to the DTC system is also available to others such as both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, and clearing corporations that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly ("Indirect Participants"). DTC has Standard & Poor's highest rating: AAA. The DTC Rules applicable to its Participants are on file with the Securities and Exchange Commission. More information about DTC can be found at **www.dtcc.com**.

3. Purchases of Securities under the DTC system must be made by or through Direct Participants, which will receive a credit for the Securities on DTC's records. The ownership interest of each actual purchaser of each Security ("Beneficial Owner")is in turn to be recorded on the Direct and Indirect Participants' records. Beneficial Owners will not receive written confirmation from DTC of their purchase. Beneficial Owners are, however, expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the Direct or Indirect Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the Securities are to be accomplished by entries made on the books of Direct and Indirect Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in Securities, except in the event that use of the book-entry system for the Securities is discontinued.

4. To facilitate subsequent transfers, all Securities deposited by Direct Participants with DTC are registered in the name of DTC's partnership nominee, Cede & Co., or such other name as may be requested by an authorized representative of DTC. The deposit of Securities with DTC and their registration in the name of Cede & Co. or such other DTC nominee do not effect any change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the Securities; DTC's records reflect only the identity

of the Direct Participants to whose accounts such Securities are credited, which may or may not be the Beneficial Owners. The Direct and Indirect Participants will remain responsible for keeping account of their holdings on behalf of their customers.

5. Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time. [Beneficial Owners of Securities may wish to take certain steps to augment the transmission to them of notices of significant events with respect to the Securities, such as redemptions, tenders, defaults, and proposed amendments to the Security documents. For example, Beneficial Owners of Securities may wish to ascertain that the nominee holding the Securities for their benefit has agreed to obtain and transmit notices to Beneficial Owners. In the alternative, Beneficial Owners may wish to provide their names and addresses to the registrar and request that copies of notices be provided directly to them.]

[6. Redemption notices shall be sent to DTC. If less than all of the Securities within an issue are being redeemed, DTC's practice is to determine by lot the amount of the interest of each Direct Participant in such issue to be redeemed.]

7. Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to Securities unless authorized by a Direct Participant in accordance with DTC's Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to Issuer as soon as possible after the record date. The Omnibus Proxy assigns Cede & Co.'s consenting or voting rights to those Direct Participants to whose accounts Securities are credited on the record date (identified in a listing attached to the Omnibus Proxy).

8. Redemption proceeds, distributions, and dividend payments on the Securities will be made to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC. DTC's practice is to credit Direct Participants' accounts upon DTC's receipt of funds and corresponding detail information from Issuer or Agent, on payable date in accordance with their respective holdings shown on DTC's records. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in "street name," and will be the responsibility of such Participant and not of DTC [nor its nominee], Agent, or Issuer, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of redemption proceeds, distributions, and dividend payments to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of Issuer or Agent, disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners will be the responsibility of Direct and Indirect Participants.

[9. A Beneficial Owner shall give notice to elect to have its Securities purchased or tendered, through its Participant, to [Tender/Remarketing] Agent, and shall effect delivery of such Securities by causing the Direct Participant to transfer the Participant's interest in the Securities, on DTC's records, to [Tender/Remarketing] Agent. The requirement for physical delivery of Securities in connection with an optional tender or a mandatory purchase will be deemed satisfied when the ownership rights in the Securities are transferred by Direct Participants on DTC's records and followed by a book-entry credit of tendered Securities to [Tender/Remarketing] Agent's DTC account.]

10. DTC may discontinue providing its services as depository with respect to the Securities at any time by giving reasonable notice to Issuer or Agent. Under such circumstances, in the event that a successor depository is not obtained, Security certificates are required to be printed and delivered.

11. Issuer may decide to discontinue use of the system of book-entry transfers through DTC (or a successor securities depository). In that event, Security certificates will be printed and delivered.

12. The information in this section concerning DTC and DTC's book-entry system has been obtained from sources that Issuer believes to be reliable, but Issuer takes no responsibility for the accuracy thereof.

The City of Parkersburg (West Virginia)
Taxable Combined Waterworks and Sewerage System
Refunding Revenue Bonds, Series 2006 A,
Taxable Combined Waterworks and Sewerage System
Refunding Revenue Bonds, Series 2006 B
and
When, As and If Issued
Tax-Exempt Combined Waterworks and Sewerage System
Refunding Revenue Bonds, Series 2006 C

REGISTRAR'S AGREEMENT

THIS AGREEMENT, dated as of March 23, 2006, by and between The City of Parkersburg, a public corporation and political subdivision of the State of West Virginia (the "Issuer"), and United Bank, Inc., a state banking corporation, as Registrar (the "Bank") under a Bond Ordinance of the Issuer enacted December 13, 2005, as amended and supplemented by a Supplemental Parameters Resolution adopted December 27, 2005 and a Second Supplemental Resolution adopted March 14, 2006 (collectively, the "Ordinance").

WHEREAS, the Issuer has, contemporaneously with the execution hereof, issued and sold its $17,070,000 aggregate principal amount of Taxable Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 2006 A, and $355,000 aggregate principal amount of Taxable Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 2006 B, and the Issuer plans to issue and sell its $17,425,000 aggregate principal amount of Tax-Exempt Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 2006 C, on June 15, 2006 (collectively, the "Bonds"), pursuant to the Ordinance;

WHEREAS, capitalized words and terms used in this Agreement and not otherwise defined herein shall have the respective meanings given them in the Ordinance;

WHEREAS, the Ordinance provides for an appointment by the Issuer of a Registrar for the Bonds; and

WHEREAS, the Issuer desires to appoint, and by the Ordinance and this Agreement does appoint the Bank to act as Registrar under the Ordinance and to take certain other actions hereinafter set forth;

NOW, THEREFORE, it is agreed by and between the parties hereto as follows:

1. Upon the execution of this Agreement by the Issuer and the Bank and during the term hereof, the Bank does accept and shall have and agrees to perform all of the powers and duties of Registrar as set forth in the Ordinance, such duties including, among other things, the duties to authenticate, register and deliver Bonds upon original issuance and when properly presented for exchange or transfer, and shall do so with the intention of maintaining the excludability from gross income of interest on the Bonds for purposes of federal income taxation, in accordance with any rules and regulations promulgated by the United States Treasury Department or by the Municipal Securities Rulemaking Board or similar regulatory bodies as the Issuer advises it of and with generally accepted industry standards.

2. The Bank agrees to furnish the Issuer with appropriate records of all transactions carried out by it as Registrar and to furnish the Issuer with the names and specimen signatures of the Bank's authorized officers for the purposes of acting as the Bank and with such other information and reports as the Issuer may from time to time reasonably require.

3. The Bank shall have no responsibility or liability for any action taken by it at the specific direction of the Issuer.

4. As compensation for acting as Registrar pursuant to this Agreement, the Issuer hereby agrees to pay to the Bank the compensation for services rendered as provided in the annexed fee schedule and reimbursement for reasonable expenses incurred in connection therewith.

5. It is intended that this Agreement shall carry out and implement provisions of the Ordinance with respect to the Registrar. In the event of any conflict between the terms of this Agreement and the Ordinance, the terms of the Ordinance shall govern.

6. The Issuer and the Bank each warrants and represents that it is duly authorized and empowered to execute and enter into this Agreement and that neither such execution nor the performance of its duties hereunder or under the Ordinance will violate any order, decree or agreement to which it is a party or by which it is bound.

7. This Agreement may be terminated by either party upon 60 days' written notice sent by registered or certified mail to the other party, at the following respective addresses:

ISSUER: The City of Parkersburg
One Government Square
Parkersburg, West Virginia 26102
Attention: Mayor

BANK: United Bank, Inc.
500 Virginia Street, East
Charleston, West Virginia 25301
Attention: Corporate Trust Department

8. The Bank is hereby requested and authorized to authenticate and deliver the Bonds in accordance with the Ordinance.

9. If any one or more of the covenants or agreements provided in this Agreement to be performed on the part of any of the parties hereto shall be determined by a court of competent jurisdiction to be contrary to law, such covenant or agreement shall be deemed and construed to be severable from the remaining covenants and agreements herein contained and shall in no way affect the validity of the remaining provisions of this Agreement.

10. This Agreement may be executed in several counterparts, all or any of which shall be regarded for all purposes as one original and shall constitute and be but one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be signed in their respective names and on their behalf, all as of the day and year first above-written.

THE CITY OF PARKERSBURG

By: _____
Its: Mayor

UNITED BANK, INC.

By: _____
Its: Authorized Officer

626870.00017

FEE SCHEDULE

The City of Parkersburg (West Virginia)
Taxable Combined Waterworks and Sewerage System
Refunding Revenue Bonds, Series 2006 A,
Taxable Combined Waterworks and Sewerage System
Refunding Revenue Bonds, Series 2006 B
and
When, As and If Issued
Tax-Exempt Combined Waterworks and Sewerage System
Refunding Revenue Bonds, Series 2006 C

ACCEPTANCE OF APPOINTMENT AS DEPOSITORY BANK

United Bank, Inc. Charleston, West Virginia, hereby accepts appointment as Depository Bank in connection with a Bond Ordinance of The City of Parkersburg (the "Issuer") enacted by the Issuer on December 13, 2005, a Supplemental Parameters Resolution adopted by the Issuer on December 27, 2005, and a Second Supplemental Resolution adopted March 14, 2006 (collectively, the "Bond Legislation"), authorizing issuance of the Issuer's Taxable Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 2006 A, dated March 1, 2006, in the principal amount of $17,070,000,Taxable Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 2006 B, dated March 1, 2006, in the principal amount of $355,000, and when, as and if issued, Tax-Exempt Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 2006 C, to be dated June 15, 2006, in the principal amount of $17,425,000 (collectively, the "Bonds"), and agrees to serve as Depository Bank in connection with the Bonds, all as set forth in the Bond Legislation.

WITNESS my signature on this 23rd day of March, 2006.

UNITED BANK, INC.

By: _____
Its: Authorized Officer

626870.00017

The City of Parkersburg (West Virginia)

Taxable Combined Waterworks and Sewerage System
Refunding Revenue Bonds, Series 2006 A,
Taxable Combined Waterworks and Sewerage System
Refunding Revenue Bonds, Series 2006 B
and
When, As and If Issued
Tax-Exempt Combined Waterworks and Sewerage System
Refunding Revenue Bonds, Series 2006 C

ACCEPTANCE OF DUTIES AS REGISTRAR

UNITED BANK, INC., Charleston, West Virginia, hereby accepts appointment as Registrar in connection with the The City of Parkersburg (i) Taxable Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 2006 A, dated March 1, 2006, issued in the principal amount of $17,070,000; (ii) Taxable Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 2006 B, dated March 1, 2006, issued in the principal amount of $355,000; and (iii) if issued,Tax-Exempt Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 2006 C, to be dated June 15, 2006, issued in the principal amount of $17,425,000 (collectively, the "Bonds"), and agrees to perform all duties of Registrar in connection with the Bonds, all as set forth in the Ordinance authorizing issuance of the Bonds.

WITNESS my signature on this 23rd day of March, 2006.

UNITED BANK, INC.

By: _____
Its: Authorized Officer

686870.00017

WV MUNICIPAL BOND COMMISSION
8 Capitol Street
Suite 500
Charleston, WV 25301
(304) 558-3971

NEW ISSUE REPORT FORM

Date of Report: March 23, 2006

(See Reverse for Instructions)

ISSUE: The City of Parkersburg, Taxable Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 2006 A

ADDRESS: One Government Square, Parkersburg, West Virginia 26102 COUNTY: Wood

PURPOSE OF ISSUE: New Money: ____ Refunding: X

REFUNDS ISSUE(S) DATED: May 14, 2006

ISSUE DATE: March 1, 2006

CLOSING DATE: March 23, 2006

ISSUE AMOUNT: $17,070,000

RATE: See Supplemental Resolution

1ST DEBT SERVICE DUE: June 15, 2006

1ST PRINCIPAL DUE: June 15, 2006

1ST DEBT SERVICE AMOUNT: $

PAYING AGENT: Municipal Bond Commission

BOND COUNSEL: Steptoe & Johnson PLLC
Contact Person: Vincent A. Collins, Esq.
Phone: 304.624.8161

UNDERWRITERS COUNSEL: Spilman, Thomas & Battle, PLLC
Contact Person: Lee O. Hill, Esq.
Phone: 304.340.3802

CLOSING BANK: United Bank, Inc.
Contact Person: Kathy Smith
Phone: 304.348.8427

ESCROW AGENT: United Bank, Inc.
Contact Person: Kathy Smith
Phone: 304.348.8427

KNOWLEDGEABLE ISSUER CONTACT
Contact Person: Connie Shaffer
Position: City Clerk
Phone: 304.424.8490

OTHER: Municipal Bond Commission
Contact Person: Sara Boardman
Function: Paying Agent
Phone: 304.558.3971

DEPOSITS TO MBC AT CLOSE:
By: ____ Wire ____ Check

____ Accrued Interest: $
____ Capitalized Interest: $
____ Reserve Account: $
____ Other: Escrow Fund $

REFUNDS & TRANSFERS BY MBC AT CLOSE
By: ____ Wire ____ Check ____ IGT

____ To Escrow Trustee: $
____ To Issuer $
____ To Cons. Invest. Fund $
____ To Other: ____ $

NOTES:

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

CH810943.1

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.

WV MUNICIPAL BOND COMMISSION
8 Capitol Street
Suite 500
Charleston, WV 25301
(304) 558-3971

NEW ISSUE REPORT FORM

Date of Report: March 23, 2006

(See Reverse for Instructions)

ISSUE: The City of Parkersburg Taxable Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 2006 B

ADDRESS: One Government Square, Parkersburg, West Virginia 26102 COUNTY: Wood

PURPOSE OF ISSUE: New Money: ____ Refunding: X

REFUNDS ISSUE(S) DATED: May 14, 2006

ISSUE DATE: March 1, 2006

CLOSING DATE: March 23, 2006

ISSUE AMOUNT: $355,000

RATE: See Supplemental Resolution

1ST DEBT SERVICE DUE: June 15, 2006

1ST PRINCIPAL DUE: ____

1ST DEBT SERVICE AMOUNT: ____

PAYING AGENT: Municipal Bond Commission

BOND COUNSEL: Steptoe & Johnson PLLC
Contact Person: Vincent A. Collins, Esq.
Phone: 304.624.8161

UNDERWRITERS COUNSEL: Spilman, Thomas & Battle, PLLC
Contact Person: Lee O. Hill, Esq.
Phone: 304.340.3802

CLOSING BANK: United Bank, Inc.
Contact Person: Kathy Smith
Phone: 304.348.8427

ESCROW AGENT: United Bank, Inc.
Contact Person: Kathy Smith
Phone: 304.348.8427

KNOWLEDGEABLE ISSUER CONTACT
Contact Person: Connie Shaffer
Position: City Clerk
Phone: 304.424.8490

OTHER: Municipal Bond Commission
Contact Person: Sara Boardman
Function: Paying Agent
Phone: 304.558.3971

DEPOSITS TO MBC AT CLOSE:
By: ____ Wire ____ Check

____ Accrued Interest: $____
____ Capitalized Interest: $____
____ Reserve Account: $____
____ Other: $____

REFUNDS & TRANSFERS BY MBC AT CLOSE
By: ____ Wire ____ Check ____ IGT

____ To Escrow Trustee: $____
____ To Issuer $____
____ To Cons. Invest. Fund $____
____ To Other: ____ $____

NOTES: ____

FOR MUNICIPAL BOND COMMISSION USE ONLY:
DOCUMENTS REQUIRED: ____
TRANSFERS REQUIRED: ____

CH810945.1

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.

WEST VIRGINIA
Water Development Authority

Celebrating 31 Years of Service 1974 - 2005

June 15, 2006

THE CITY OF PARKERSBURG (WEST VIRGINIA)
Tax-Exempt Sewer Refunding Revenue Bonds, Series 2006 C

TO WHOM IT MAY CONCERN:

In reliance upon the certificate of Smith, Cochran & Hicks, P.L.L.C., independent certified public accountants and the opinion of Steptoe & Johnson PLLC, bond counsel, that the coverage and parity requirements have been met (copies attached), the undersigned duly authorized representative for the West Virginia Water Development Authority, the registered owner of the entire outstanding aggregate principal amount of the Prior Bonds, hereinafter defined and described, hereby consents to the issuance of the Tax-Exempt Sewer Refunding Revenue Bonds, Series 2006 C (the "Series 2006 C Bonds") by The City of Parkersburg (the "Issuer"), under the terms of the bond ordinance authorizing the Series 2006 Bonds, on a parity, with respect to liens, pledge and source of and security for payment, with the Issuer's outstanding (1) Combined Waterworks and Sewerage System Revenue Bonds, Series 2003 A (West Virginia Infrastructure Fund), dated March 4, 2003, issued in the original aggregate principal amount of $4,000,000, (2) Combined Waterworks and Sewerage System Revenue Bonds, Series 2003 B (West Virginia Water Development Authority), dated March 4, 2003, issued in the original aggregate principal amount of $3,250,000, (3) Combined Waterworks and Sewerage System Revenue Bonds, Series 2003 D (West Virginia Infrastructure Fund), dated August 4, 2003, issued in the original aggregate principal amount of $926,000, (4) Combined Waterworks and Sewerage System Revenue Bonds, Series 2003 E (West Virginia SRF Program), dated August 4, 2003, issued in the original aggregate principal amount of $4,326,705, and (5) Combined Waterworks and Sewerage System Revenue Bonds, Series 2005 A, dated August 1, 2005, issued in the original aggregate principal amount of $34,950,000 (collectively, the "Prior Bonds").

Authorized Representative

180 Association Drive, Charleston, WV 25311-1217
phone (304) 558-3612 / fax (304) 558-0299
www.wvwda.org

CITY OF PARKERSBURG, WV
Combined Waterworks and Sewerage System Refunding Bonds
Series 2006 A, B and C

Closing Date: March 23, 2006
DTC FAST CLOSING

SOURCES:			
Par Amount of Bonds - Series A		17,070,000.00	set
Par Amount of Bonds - Series B		355,000.00	set
Reoffering Premium - Series A		121,185.50	set
Accrued Interest - Series A (3-1-06 to 3-23-06)		52,276.58	set
Accrued Interest - Series B (3-1-06 to 3-23-06)		1,084.72	set
TOTAL SOURCES OF FUNDS		17,599,546.80	
USES:			
Deposit to Escrow Fund		17,271,304.27	set
Insurance Upfront Payment (10%)		18,698.79	set
Underwriters Discount (1.20%)		209,100.00	set
Costs of Issuance:			
Bond Counsel - Steptoe & Johnson	35,000.00		set
Underwriter's Counsel - Spilman	30,000.00		set
Counsel to the City - Dan A. Marshall, Esq.	10,000.00		set
Verification - Smith, Cochran & Hicks	1,500.00		set
Rating Agency - Moody's Investor Service	8,000.00		set
Registrar Fees - United Bank, Inc.	500.00		estimate
Miscellaneous	4,000.00		set
Registrar Counsel Fee - Bowles Rice	1,000.00		estimate
Printing/Shipping - Westerfield-Bonte	5,000.00		estimate
Underwriting Expenses - Crews PSA, MSRB, DTC, CUSIP, etc.	NA		
Total Costs of Issuance		95,000.00	estimate
Rounding - Series A		4,084.42	set
Rounding - Series B		1,359.32	set
TOTAL USES OF FUNDS		17,599,546.80	
		(0.00)	

CONTACTS:

United Bank 2719
Kathy Smith
304-348-8427 Tel

Municipal Bond Commission
Sara Boardman
304-558-3971 Tel

Steptoe & Johnson - Bond Counsel
John Stump
304-353-8196 Tel

Crews BD# 5158

FGIC - Closing Coordinator
Debbie Delianites
212-312-3381 T
212-312-3206 F

DTC
212-855-3752 Tel
212-855-3607 Tel
813-470-1010 Tel

DELIVERY INSTRUCTIONS for March 23, 2006

Wire #1 From Crews & Associates, Inc.

Escrow Funds	17,271,304.27
Costs of Issuance	95,000.00
Rounding Amount	5,443.74
Total Wire	17,371,748.01

To: Depository Bank

Bank:	United Bank / Trust Dept.
City:	Charleston, WV
ABA#:	#051-900-395
Acct. Name:	Parkersburg WWTP
Account No.:	0070126453
F/B/O:	City of Parkersburg, WV

Wire #2 From Crews & Associates, Inc.

Bond Insurance Commitment Fee (10%)	18,698.79
Total Wire	18,698.79

To: FGIC

Bank:	JPMorgan Chase Bank
City:	New York, NY
ABA#:	021000021
Acct. Name:	Financial Guaranty Insurance Company Premium Acct
Account No.:	904951812
F/B/O:	FGIC Policy # 06010113

DELIVERY INSTRUCTIONS for June 15, 2006

Wire #1 From United Bank, Inc.

Maturity Amount of Escrow	17,443,438.95
Less Insurance Fee	168,289.13
Total Wire	17,275,149.82

To: WV Municipal Bond Commission

Bank:	Branch Banking & Trust
City:	Charleston, WV
ABA#:	051503394
Acct. Name:	State of West Virginia
Account No.:	5270517317
F/B/O:	City of Parkersburg, WV

Wire #2 From United Bank, Inc.

Bond Insurance Fee (90%)	168,289.13
Total Wire	168,289.13

To: FGIC

Bank:	JPMorgan Chase Bank
City:	New York, NY
ABA#:	021000021
Acct. Name:	Financial Guaranty Insurance Company Premium Acct
Account No.:	904951812
F/B/O:	FGIC Policy # 06010113

Funds Available for MBC on 6-15-06

Wire from United	17,275,149.82
Existing 1996 DS Fund at MBC	427,406.25
Existing 1996 DSR Fund at MBC	1,750,000.00
	19,452,556.07

Use of Funds by MBC on 6-15-06

2006 A and B Taxable Interest	252,253.45
Deposit to 1996 Escrow	17,491,012.50
Deposit to 2006 C DSR	1,705,205.00
Contingency	4,085.12
	19,452,556.07

State of West Virginia

Certificate

I, Betty Ireland, Secretary of State of the State of West Virginia, hereby certify that

THIS IS A TRUE COPY OF CHAPTER 8, ARTICLE 20 OF THE WEST VIRGINIA CODE, AND CHAPTER 8, ARTICLE 20 OF THE 2005 SUPPLEMENT TO THE WEST VIRGINIA CODE, AS INDICATED BY THE RECORDS OF THIS OFFICE.

Given under my hand and the Great Seal of the State of West Virginia on

March 23, 2006

Secretary of State

sources for each hydrant or group of hydrants installed in compliance with section nine [§ 16-1-9], article one, chapter sixteen of the West Virginia code as amended: Provided, That all newly constructed water distribution systems transferred to a public or private utility shall have mains at least six inches in diameter where fire flows are desired or required by the public or private utility: Provided, however, That the utility providing service has sufficient hydraulic capacity as determined by the department of health and human resources. (1994, c. 31.)

ARTICLE 20.

COMBINED SYSTEMS.

Part I. Combined Waterworks and Sewerage Systems Authorized; Definitions.

Sec.
8-20-1. Acquisition and operation of combined waterworks and sewerage systems; extension beyond corporate limits; definitions.
8-20-1a. Acquisition and operation of combined systems; extension beyond corporate limits; definitions.
8-20-1b. Cooperation with other governmental units.
8-20-1c. Severance of combined system.

Part II. Right of Eminent Domain.

8-20-2. Right of eminent domain; limitations.

Part III. Revenue Bond Financing.

8-20-3. Ordinance describing project; contents.
8-20-4. Publication of abstract of ordinance and notice; hearing.
8-20-5. Amount, negotiability and execution of bonds; refund of outstanding obligations or securities by sale or exchange of bonds.
8-20-6. Bonds payable solely from revenues; not to constitute municipal indebtedness.
8-20-7. Lien of bondholders.
8-20-8. Covenants with bondholders.
8-20-9. Operating contract.
8-20-10. Power and authority of municipality to enact ordinances and make rules and regulations and fix rates, fees or charges; change in rates, fees or charges; failure to cure delinquency; delinquent rates, fees or charges as liens; civil action for recovery thereof; deferral of filing fees and costs in magistrate court action; limitations with respect to foreclosure.
8-20-11. Discontinuance of water service for nonpayment of rates or charges.
8-20-11a. Governmental entities subject to established rates.
8-20-12. Use of revenues; sinking fund.
8-20-13. System of accounts; audit.
8-20-14. Repair and maintenance of municipal sewerage system outside corporate limits.
8-20-15. Protection and enforcement of rights of bondholders, etc.; receivership.

Part IV. Grants, Loans and Advances; Cumulative Authority.

8-20-16. Grants, loans and advances.
8-20-17. Additional and alternative method for constructing, etc., and financing combined system; cumulative authority.

Part V. Operation by Board; Construction.

8-20-18. Alternative procedure for acquisition, construction, etc., of combined system.
8-20-19. Article to be liberally construed.

Revision of chapter. — See note under the same catchline at the beginning of this chapter.

Legislative intent. — It appears clear that the legislature recognized the need for municipal utility systems; however, it did not wish the municipality to become generally obligated for the building or acquisition of the system. Financing is provided for primarily by revenue bonds, and bondholders are assured of a safe investment through the collection of sufficient

user charges to service the bonds and maintain the assets of the system. Op. Att'y Gen., April 3, 1979.

PART I. COMBINED WATERWORKS AND SEWERAGE SYSTEMS AUTHORIZED; DEFINITIONS.

§ 8-20-1. Acquisition and operation of combined waterworks and sewerage systems; extension beyond corporate limits; definitions.

Any municipality may acquire, construct, establish and equip and thereafter repair, maintain and operate a combined waterworks and sewerage system either wholly within or partly within and partly without the corporate limits thereof, under the provisions of this article, and any municipality owning and operating either a waterworks or a sewerage system, but not both, may acquire, construct, establish and equip the waterworks or sewerage system which it does not then own and operate, and in either of such cases such municipality may provide by ordinance that when such waterworks or sewerage system, or both, shall have been acquired, constructed, established and equipped, the same shall thereafter be owned, repaired, maintained and operated as a combined undertaking under the provisions of this article, and any municipality already owning and operating an existing waterworks system and an existing sewerage system may by ordinance combine the same into a single undertaking under the provisions of this article.

Any municipality which has combined its waterworks and sewerage system under the provisions of this article, or pursuant to provisions of any other law, may hereafter construct extensions, additions, betterments and improvements to either the waterworks system or the sewerage system of said combined waterworks and sewerage system, or both, and may finance the acquisition, construction, establishment and equipment of any such waterworks or sewerage system, or both, or the construction of extensions, additions, betterments and improvements to either the waterworks system or the sewerage system of such combined waterworks and sewerage system, or both, by the issuance of revenue bonds under the provisions of this article.

Notwithstanding the provisions of any other law or charter to the contrary, any such municipality may serve and supply the area included within twenty miles outside its corporate limits with the water or sewer services and facilities, or both, of its combined waterworks and sewerage system: Provided, That such water or sewer services and facilities shall not be served or supplied within the corporate limits of any other municipality without the consent of the governing body of such other municipality.

When used in this article, the term "waterworks system" shall be construed to mean and include a waterworks system in its entirety or any integral part thereof, including mains, hydrants, meters, valves, standpipes, storage tanks, pump tanks, pumping stations, intakes, wells, impounding reservoirs, pumps, machinery, purification plants, softening apparatus, and all other facilities necessary, appropriate, useful, convenient or incidental in connection with or

to a water supply system; the term "sewerage system" shall be construed to mean and include any or all of the following: A sewage treatment plant or plants, collecting, intercepting and outlet sewers, lateral sewers, drains, force mains, conduits, pumping stations, ejector stations and all other appurtenances, extensions, additions and improvements necessary, appropriate, useful, convenient or incidental for the collection, treatment and disposal in a sanitary manner of sewage and industrial wastes; and the term "combined waterworks and sewerage system" shall be construed to mean and include a waterworks and sewerage system, which a municipality determines by ordinance to operate in combination. (1939, c. 98, §§ 1, 2; 1947, c. 112; 1955, c. 131; 1969, c. 86.)

Eminent domain. — Municipalities that operate sewer systems may exercise the power of eminent domain. When such a municipality is obliged to exercise that power in furtherance of its public responsibility, but refuses to do so, the public service commission may require the exercise of the power by appropriate order. Broadmoor/Timberline Apts. v. Public Serv. Comm'n, 180 W. Va. 387, 376 S.E.2d 593 (1988).

Plant expansion or repair. — Considering the general grant of authority provided by § 8-12-5(32) there is no language in this article that would prevent a municipality from granting funds to its combined waterworks and sewerage system to be used for plant expansion or repair. What this section does say, however, is that if the municipality wishes to finance any of the activities governed by the article, it must do so by revenue bonds or by loans or advances under § 8-20-16. Op. Att'y Gen., April 3, 1979.

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

§ 8-20-1a. Acquisition and operation of combined systems; extension beyond corporate limits; definitions.

(a) Any municipality may acquire, construct, establish and equip and thereafter repair, maintain and operate a combined waterworks, sewerage and stormwater system either wholly within or partly within and partly without the corporate limits thereof under the provisions of this article, and any municipality owning and operating a waterworks and sewerage system, but not a stormwater system, may acquire, construct, establish and equip the stormwater system which it does not then own and operate, and such municipality may provide by ordinance that when such stormwater system shall have been acquired, constructed, established and equipped, the same shall thereafter be owned, repaired, maintained and operated as a combined undertaking under the provisions of this article, and any municipality already owning and operating an existing waterworks system, sewerage system, and stormwater system, may by ordinance combine the same into a single undertaking under the provisions of this article. However, no municipality may acquire, construct, establish and equip or thereafter repair, maintain and operate a combined waterworks, sewerage and stormwater system which includes highways, road and drainage easements, and/or stormwater facilities constructed, owned and/or operated by the West Virginia division of highways without the express agreement of the commissioner of highways.

(b) Any municipality which has combined its waterworks, sewerage system and stormwater systems under the provisions of this article, or pursuant to the provisions of any other law, may hereafter construct extensions, additions, betterments and improvements to any of the systems, any combination

thereof, or all of the waterworks, sewerage and stormwater systems of said combined waterworks, sewerage and stormwater system, and may finance the acquisition, construction, establishment and equipment thereof, or the construction or extensions, additions, betterments and improvements thereof by the issuance of revenue bonds under the provisions of this article.

(c) Notwithstanding the provisions of any other law or charter to the contrary, any such municipality may serve and supply the area included within twenty miles outside its corporate limits with either the water, sewer or stormwater services, any combination of such services or all such services, of its combined waterworks, sewerage and stormwater system; provided that such water, sewer or stormwater services and facilities shall not be served or supplied within the corporate limits of any municipality without the consent of the governing body of such municipality: Provided, That for stormwater systems, within the twenty miles beyond the municipality's corporate limits the only areas the municipality may serve and supply shall be those areas from which stormwater affects or drains into the municipality.

(d) As used in this article, the following terms shall have the following meanings unless the text clearly indicates otherwise.

(1) "Stormwater system" means a stormwater system in its entirety or any integral part thereof used to collect and dispose of stormwater and an associated stormwater management program. It includes all facilities, structures and natural water courses used for collecting and conducting stormwater to, through and from drainage areas to the points of final outlet, including, but not limited to, any and all of the following: Inlets, conduits, outlets, channels, ponds, drainage ways, easements, water quality facilities, catch basins, ditches, streams, gulches, flumes, culverts, siphons, retention or detention basins, dams, floodwalls, pipes, flood control systems, levies and pumping stations. The term "stormwater system" shall not include highways, road and drainage easements, and/or stormwater facilities constructed, owned and/or operated by the West Virginia division of highways.

(2) "Combined waterworks, sewerage and stormwater system" means a waterworks, sewerage and stormwater system which a municipality determines by ordinance to operate in combination.

(3) "Combined system" means either a combined waterworks, sewerage and stormwater system, or a combined waterworks and sewerage system.

(4) "Stormwater management program" means those activities associated with the management, operation and maintenance and control of stormwater and stormwater systems, and shall include and not be limited to public education, stormwater and surface runoff water quality improvement, mapping, planning, flood control, inspection, enforcement and any other activities required by state and federal law. The term "stormwater management program" shall not include those activities associated with the management, operation, maintenance and control of highways, road and drainage easements, and/or stormwater facilities constructed, owned and/or operated by the West Virginia division of highways without the express agreement of the commissioner of highways. (1976, c. 83; 2001, c. 212.)

§ 8-20-1b. Cooperation with other governmental units.

In carrying out any lawful purpose prescribed by this article, any municipality may, in the exercise of its powers, duties and responsibilities, cooperate or join with the state of West Virginia or any political subdivision, agency, board, commission, office or department thereof, however designated, or with the United States of America or any agency or department thereof. (1986, c. 118; 2001, c. 212.)

§ 8-20-1c. Severance of combined system.

Any municipality which has combined its waterworks and sewerage systems or waterworks, sewerage and stormwater systems, under the provisions of this article, or pursuant to provisions of any other law, may hereafter sever said combined system if the following conditions are met:

(a) An ordinance is enacted by the governing body of the municipality severing the combined system into separate systems.

(b) If revenue bonds or notes or other obligations with a lien on or pledge of the revenues of said combined system, or any part thereof, are outstanding, then the municipality must provide in said ordinance that the severance of the combined system is not effective until all such outstanding revenue bonds or notes or other obligations with a lien on or pledge of the revenues of the system, or any part thereof, are paid and the method for paying said outstanding revenue bonds or notes or other obligations. For the purposes of this section, said municipality may provide for payment of said outstanding revenue bonds or notes or other obligations by:

(1) Depositing moneys and funds with the West Virginia municipal bond commission or in escrow with a corporate trustee, which may be a trust company or bank having powers of a trust company within or without the state of West Virginia selected by the issuer to pay interest when due and to pay principal when due, whether at maturity or earlier redemption;

(2) Depositing securities with the municipal bond commission or said escrow trustee, the principal of and earnings on which will provide moneys sufficient to pay interest when due and to pay principal when due, whether at maturity or earlier redemption; or

(3) Depositing with the municipal bond commission or said escrow trustee any combination of the foregoing sufficient to pay interest when due and to pay principal when due, whether at maturity or earlier redemption.

(c) If the combined system is under the supervision and control of a separate committee, board or commission, then the governing body of the municipality must provide for the dissolution of the committee, board or commission, and the creation of other committees, boards or commissions as may be required by law. (2001, c. 212.)

Part II. Right of Eminent Domain.

§ 8-20-2. Right of eminent domain; limitations.

For the purpose of acquiring, constructing, establishing or extending any system within a combined system, or a combined system, or for the purpose of

constructing any additions, betterments or improvements to any system within a combined system, or a combined system, or for the purpose of acquiring any property necessary, appropriate, useful, convenient or incidental for or to any system within a combined system, or combined system, under the provisions of this article, the municipality shall have the right of eminent domain as provided in chapter fifty-four [§§ 54-1-1 et seq.] of this code: Provided, That such right of eminent domain for the acquisition of a complete privately owned waterworks system may not be exercised without prior approval of the public service commission, and in no event shall any municipality construct, establish or extend beyond the corporate limits of the municipality a municipal waterworks system or a combined system under the provisions of this article to supply service in competition with an existing privately or municipally owned waterworks system or combined system in the municipality or within the proposed extension of the system, unless, except in the case of a stormwater system, a certificate of public convenience and necessity therefor shall have been issued by the public service commission: Provided, however, that the power of eminent domain provided in this section shall not extend to highways, road and drainage easements, and/or stormwater facilities constructed, owned and/or operated by the West Virginia division of highways without the express agreement of the commissioner of highways. (1947, c. 112; 1969, c. 86; 2001, c. 212.)

Applied in Cincinnati Ins. Co. v. Mills, 208 W. Va. 723, 542 S.E.2d 886 (W. Va. 2000).

PART III. REVENUE BOND FINANCING.

§ 8-20-3. Ordinance describing project; contents.

The governing body of any municipality availing itself of the provisions of this article shall adopt an ordinance describing in a general way the contemplated project. If it is intended to include in the combined system any existing waterworks system or any existing sewerage system, or both, or if applicable, any existing stormwater system, or any of them, or all of them, the ordinance shall provide that it or they be so included in the combined system and shall describe in a general way such existing waterworks or sewerage system or both, or, if applicable, any existing stormwater system, or any of them, or all of them, to be included in the combined system. The ordinance shall state the means provided for refunding any obligations unpaid and outstanding payable solely from the revenues of any such waterworks or sewerage system, or both, or if applicable, any existing stormwater system, or any of them, or all of them. The ordinance shall determine the period of usefulness of the contemplated project.

If it is intended to acquire, construct, establish and equip a combined system or any part thereof, or to construct extensions, additions, betterments and improvements to either the waterworks system or the sewerage system of the combined system, or both, or if applicable, any existing stormwater system, or any of them, or all of them, the ordinance shall describe in a general way the

works or property or system to be acquired, constructed, established or equipped or the extensions, additions, betterments and improvements to be constructed.

The ordinance shall fix the amount of revenue bonds proposed to be issued, the interest rate or rates, and any other details in connection with the bonds considered advisable. The ordinance may state that the bonds, or such ones thereof as may be specified, shall, to the extent and in the manner prescribed, be subordinated and be junior in standing, with respect to principal and interest and the security thereof, to such other bonds as are designated in the ordinance. (1939, c. 98, § 4; 1947, c. 112; 1949, c. 91; 1969, c. 86; 2001, c. 212.)

§ 8-20-4. Publication of abstract of ordinance and notice; hearing.

After the ordinance for any project under the provisions of this article has been adopted, an abstract of the ordinance, determined by the governing body to contain sufficient information as to give notice of the contents of such ordinance, together with the following described notice, shall be published as a Class II legal advertisement in compliance with the provisions of article three [§§ 59-3-1 et seq.], chapter fifty-nine of this code, and the publication area for such publication shall be such municipality. The notice to be published with said abstract of the ordinance shall state that said ordinance has been adopted, that the municipality contemplates the issuance of the bonds described in the ordinance, that any person interested may appear before the governing body upon a certain date, which shall not be less than ten days subsequent to the date of the first publication of such abstract and notice and which shall not be prior to the date of the last publication of such abstract and notice, and present protests and that a certified copy of the ordinance is on file with the governing body for review by interested parties during the office hours of the governing body. At such hearing all protests and suggestions shall be heard and the governing body shall take such action as it shall deem proper in the premises: Provided, That if at such hearing written protest is filed by thirty percent or more of the freeholders of the municipality, then the governing body of said municipality shall not take further action unless four fifths of the qualified members of said governing body assent thereto. (1939, c. 98, § 5; 1947, c. 112; 1967, c. 105; 1969, c. 86; 1971, c. 103; 1981, 1st Ex. Sess., c. 2.)

§ 8-20-5. Amount, negotiability and execution of bonds; refund of outstanding obligations or securities by sale or exchange of bonds.

For the purpose of defraying the cost of acquisition, construction, establishment or equipment of any system within a combined system, or a combined system, and for the purpose of paying the cost of constructing any extensions, additions, betterments or improvements to any of the systems of said combined system, or all of them, any such municipality may issue revenue bonds under the provisions of this article.

All such bonds may be authorized, issued and sold pursuant to ordinance in installments at different times or an entire issue or series may be sold at one time. Such bonds shall bear interest at a rate not to exceed twelve percent per annum, payable at such times, and shall mature within the period of usefulness of the project involved, to be determined by the governing body and in any event within a period of not more than forty years. The bonds may be in denomination or denominations, may be in such form, either coupon or registered, may carry registration and conversion privileges, may be executed in such manner, may be payable in such medium of payment, at such place or places, may be subject to terms of redemption, with or without a premium, may be declared to become due before the maturity date thereof, may provide for the replacement of mutilated, destroyed, stolen or lost bonds, may be authenticated in such manner and upon compliance with such conditions, and may contain other terms and covenants, as may be provided by ordinance of the governing body of the municipality. Notwithstanding the form or tenor thereof, and in the absence of an express recital on the face thereof that the bond is nonnegotiable, all bonds shall at all times be, and shall be treated as, negotiable instruments for all purposes.

The bonds and the interest thereon, together with all properties and facilities of the municipality owned or used in connection with the combined system, and all the moneys, revenues and other income of such municipality derived from the combined system shall be exempt from all taxation by this state or any county, municipality, political subdivision or agency thereof. Bonds may be sold in such manner as the governing body shall determine. If any bonds shall be issued to bear interest at a rate of twelve percent per annum, the price at which they may be sold shall be such that the interest cost to the municipality of the proceeds of the bonds may not exceed thirteen percent per annum computed to maturity according to the standard table of bond values.

If the governing body of the municipality determines to sell any revenue bonds of such combined system for refunding purposes, the proceeds of the bonds shall be deposited at the place of payment of the bonds, obligations or securities being refunded thereby.

In case any officer whose signature appears on the bonds or coupons attached thereto shall cease to be such officer before the delivery of the bonds to the purchaser, such signature shall nevertheless be valid and sufficient for all purposes, with the same effect as if he or she had remained in office until the delivery of the bonds. All signatures on the bonds or coupons and the corporate seal may be mechanically reproduced if authorized in the ordinance authorizing the issuance of the bonds. The bonds shall have all the qualities of negotiable instruments under the laws of this state.

Whenever a waterworks and sewerage system or stormwater system, if applicable, is included in a combined system under the provisions of this article and there are unpaid and outstanding revenue bonds or any other obligations or securities previously issued which are payable solely from the revenues of the waterworks or the sewerage system or stormwater system, if applicable, or any part thereof, such outstanding bonds, obligations or securities may be refunded by the issuance and sale or exchange therefor of revenue bonds to be issued under the provisions of this article.

Whenever any outstanding bonds, obligations or securities previously issued which are payable solely from the revenues of any waterworks or sewerage system, or stormwater system, if applicable, included in a combined system under the provisions of this article are refunded and the refunding is to be accomplished by exchange, such outstanding bonds, obligations or securities shall be surrendered and exchanged for revenue bonds of such combined system of a total principal amount which shall not be more and may be less than the principal amount of the bonds, obligations or securities surrendered and exchanged plus the interest to accrue thereon to the date of surrender and exchange, and if the refunding is to be accomplished through the sale of revenue bonds of such combined system the total principal amount of such revenue bonds which may be sold for refunding purposes shall not exceed the principal amount of the bonds, obligations or securities being refunded plus the interest to accrue thereon to the retirement date or the next succeeding interest payment date, whichever date may be earlier.

Provision may be made that each bond to be exchanged for refunding bonds shall be kept intact and shall not be canceled or destroyed until the refunding bonds, and interest thereon, have been finally paid and discharged, but each bond shall be stamped with a legend to the effect that the same has been refunded pursuant to the provisions of this article. (1939, c. 98, § 3; 1947, c. 112; 1957, c. 123; 1969, c. 86; 1970, c. 7; 1980, c. 33; 1981, 1st Ex. Sess., c. 2; 2001, c. 212.)

§ 8-20-6. Bonds payable solely from revenues; not to constitute municipal indebtedness.

Bonds issued under the provisions of this article shall be payable solely from the revenues derived from the combined system, and the bonds may not in any event constitute an indebtedness of such municipality within the meaning of any constitutional or statutory provision or limitation and it shall be plainly stated on the face of each bond that the same has been issued under the provisions of this article, and that it does not constitute an indebtedness of the municipality within any constitutional or statutory provision or limitation. The ordinance authorizing the issuance of the bonds may contain such covenants and restrictions upon the issuance of additional revenue bonds thereafter as may be considered necessary or advisable for the assurance of payment of the bonds thereby authorized and as may thereafter be issued. (1939, c. 98, § 6; 1969, c. 86; 2001, c. 212.)

§ 8-20-7. Lien of bondholders.

There shall be and there is hereby created and granted a statutory mortgage lien upon such combined system which shall exist in favor of the holder of bonds hereby authorized to be issued, and each of them, and to and in favor of the holder of the coupons attached to said bonds, and such combined system shall remain subject to such statutory mortgage lien until payment in full of the principal of and interest upon said bonds. However, no lien may attach to

any portion of any highways, road or drainage easements or stormwater facilities constructed, owned or operated by the West Virginia division of highways.

Any municipality in acquiring an existing waterworks system may provide that payment therefor shall be made by issuing revenue bonds and delivering the same at such prices as may be agreed upon within the limitations prescribed in section five [§ 8-20-5] hereof. Any revenue bonds so issued in payment for an existing waterworks system shall for all purposes be regarded as partaking of the nature of and as being secured by a purchase money mortgage upon the property so acquired; and the holders thereof shall have, in addition to any other remedies and rights prescribed by this article, remedies and rights as may now or hereafter exist in law in the case of purchase money mortgages. (1939, c. 98, § 8; 1947, c. 112; 1969, c. 86; 2001, c. 212.)

§ 8-20-8. Covenants with bondholders.

Any ordinance authorizing the issuance of bonds hereunder, or any trust indenture with any banking institution or trust company, within or without the state, for the security of said bonds, which any municipality is hereby empowered and authorized to enter into and execute, may contain covenants with the holders of the bonds as to:

(a) The purpose or purposes to which the proceeds of sale of bonds or the revenues derived from said combined system may be applied and the securing, use and disposition thereof, including, if considered desirable, the appointment of a trustee or depository for any of the funds;

(b) The pledging of all or any part of the revenues derived from the ownership, control or operation of such combined system, including any part thereof heretofore or hereafter acquired, constructed, established, extended, equipped, added to, bettered or improved or derived from any other sources, to the payment of the principal of or interest thereon of bonds issued hereunder and for reserve or other funds as may be considered necessary or desirable;

(c) The fixing, establishing and collecting of rates, fees or charges for the use of the services and facilities of the combined system, including the parts thereof heretofore or hereafter acquired, constructed, established, extended, equipped, added to, bettered or improved and the revision of same from time to time, as will always provide revenues at least sufficient to provide for all expenses of repair, maintenance and operation of such combined system, the payment of the principal of and interest upon all bonds or other obligations payable from the revenues of such combined system, and all reserve and other funds required by the terms of the ordinance authorizing the issuance of bonds;

(d) The transfer from the general funds of the municipality to the account or accounts of the combined system of an amount equal to the cost of furnishing the municipality or any of its departments, boards or agencies with the services and facilities of such combined system;

(e) Limitations or restrictions upon the issuance of additional bonds or other obligations payable from the revenues of such combined system, and the rank

or priority, as to lien and source and security for payment from the revenues of such combined system, between bonds payable from the revenues;

(f) The manner and terms upon which all bonds and other obligations issued hereunder may be declared immediately due and payable upon the happening of a default in the payment of the principal of or interest thereon, or in the performance of any covenant or agreement with bondholders, and the manner and terms upon which defaults may be declared cured and the acceleration of the maturity of the bonds rescinded and repealed;

(g) Budgets for the annual repair, maintenance and operation of such combined system and restrictions and limitations upon expenditures for the purposes, and the manner of adoption, modification, repeal or amendment thereof, including the approval of the budgets by consulting engineers designated by holders of bonds issued hereunder;

(h) The amounts of insurance to be maintained upon the combined system, or any part thereof, and the use and disposition of the proceeds of any insurance; and

(i) The keeping of books of account, relating to such undertaking and the audit and inspection thereof, and the furnishing to the holders of bonds issued hereunder or their representatives, reports prepared, certified or approved by accountants designated or approved by the holders of bonds issued hereunder.

Any ordinance or trust indenture may also contain other additional covenants as shall be considered necessary or desirable for the security of the holders of bonds issued under the provisions of this article, notwithstanding that other covenants are not expressly enumerated above, it being the intention hereof to grant to municipalities plenary power and authority to make any and all covenants or agreements necessary in order to secure greater marketability for bonds issued hereunder as fully and to the same extent as covenants or agreements could be made by a private corporation rendering similar services and facilities and to grant to municipalities full and complete power and authority to enter into any contracts, covenants or agreements with holders of bonds issued hereunder not inconsistent with the constitution of this state. (1955, c. 131; 1969, c. 86; 2001, c. 212.)

§ 8-20-9. Operating contract.

Any municipality may enter into contracts or agreements with any persons for: (1) The repair, maintenance and operation and management of the facilities and properties of the combined system, or any part thereof; or (2) the collection and disbursement of the income and revenues thereof, or for both (1) and (2), for the period of time and under terms and conditions as shall be agreed upon between the municipality and such persons. Any municipality shall have plenary power and authority to provide in the ordinance authorizing the issuance of bonds hereunder, or in any trust indenture securing the bonds, that the contracts or agreements shall be valid and binding upon the municipality as long as any of the bonds, or interest thereon, is outstanding and unpaid. (1955, c. 131; 1969, c. 86; 2001, c. 212.)

§ 8-20-10. Power and authority of municipality to enact ordinances and make rules and regulations and fix rates, fees or charges; change in rates, fees or charges; failure to cure delinquency; delinquent rates, fees or charges as liens; civil action for recovery thereof; deferral of filing fees and costs in magistrate court action; limitations with respect to foreclosure.

(a) The governing body of any municipality availing itself of the provisions of this article shall have plenary power and authority to make, enact and enforce all needful rules and regulations for the repair, maintenance and operation and management of the combined system of such municipality and for the use thereof, and shall also have plenary power and authority to make, enact and enforce all needful rules and regulations and ordinances for the care and protection of any such system, which may be conducive to the preservation of the public health, comfort and convenience and to rendering the water supply of such municipality pure, the sewerage harmless insofar as it is reasonably possible so to do, and if applicable properly collecting and controlling the stormwater as is reasonably possible so to do: Provided, That no municipality may make, enact or enforce any rule, regulation or ordinance regulating any highways, road or drainage easements or stormwater facilities constructed, owned or operated by the West Virginia Division of Highways except in accordance with chapter twenty-nine-a [§§ 29A-1-1 et seq.] of this code.

Any municipality shall have plenary power and authority to charge the users for the use and service of combined system and to establish rates, fees or charges for such purpose. Separate rates, fees or charges may be fixed for the water and sewer services respectively, and, if applicable, the stormwater services, or combined rates, fees or charges for the combined water and sewer services, and, if applicable, the stormwater services. Such rates, fees or charges, whether separate or combined, shall be sufficient at all times to pay the cost of repair, maintenance and operation of the combined system, provide an adequate reserve fund and adequate depreciation fund and pay the principal of and interest upon all revenue bonds issued under this article. Rates, fees or charges shall be established, revised and maintained by ordinance and become payable as the governing body may determine by ordinance, and such rates, fees or charges shall be changed from time to time as needful, consistent with the provisions of this article.

(b) Whenever any rates, fees or charges for services or facilities furnished remain unpaid for a period of thirty days after the same become due and payable, the user of the services and facilities provided shall be delinquent and the user shall be held liable at law until such time as all rates, fees and charges are fully paid.

(c) All rates, fees or charges for water service, sewer service, and, if applicable, stormwater service, whenever delinquent, as provided by ordinance

of the municipality, shall be liens of equal dignity, rank and priority with the lien on such premises of state, county, school and municipal taxes for the amount thereof upon the real property served, and the municipality shall have plenary power and authority from time to time to enforce such lien in a civil action to recover the money due for services rendered plus court fees and costs and a reasonable attorney's fee: Provided, That an owner of real property may not be held liable for the delinquent rates, fees or charges for services or facilities of a tenant, nor shall any lien attach to real property for the reason of delinquent rates, fees or charges for services or facilities of a tenant of the real property, unless the owner has contracted directly with the municipality to purchase such services or facilities.

(d) Municipalities are hereby granted a deferral of filing fees or other fees and costs incidental to the bringing and maintenance of an action in magistrate court for the collection of the delinquent rates and charges. If the municipality collects the delinquent account, plus fees and costs, from its customer or other responsible party, the municipality shall pay to the magistrate court the filing fees or other fees and costs which were previously deferred.

(e) No municipality may foreclose upon the premises served by it for delinquent rates, fees or charges for which a lien is authorized by this section except through the bringing and maintenance of a civil action for the purpose brought in the circuit court of the county wherein the municipality lies. In every such action, the court shall be required to make a finding based upon the evidence and facts presented that the municipality had exhausted all other remedies for the collection of debts with respect to such delinquencies prior to the bringing of the action. In no event shall foreclosure procedures be instituted by any municipality or on its behalf unless the delinquency had been in existence or continued for a period of two years from the date of the first delinquency for which foreclosure is being sought. (1939, c. 98, § 7; 1947, c. 112; 1969, c. 86; 1989, c. 133; 1990, c. 140; 2001, c. 212.)

Municipalities not granted authority to limit, modify or eliminate tort liability. — A municipal ordinance that is enacted pursuant to the power granted municipalities in this section to operate and maintain sewer systems that purports to limit, modify or eliminate tort liabilities and immunities related to such a sewer system in a fashion that conflicts with the general law of the state, is unenforceable and void, to the extent of such conflict. Calabrese v. City of Charleston, 515 S.E.2d 814 (W. Va. 1999).

Municipality cannot compel landlord liability. — While a landlord may choose to contract directly with the municipality if he seeks to furnish utilities as an element of the rental package, W.Va. Code § 8-20-10 is not an instrument through which municipalities can compel a landlord to contract with the municipality and to assume responsibility for the tenant's delinquencies. State ex rel. Pub. Serv. Comm'n v. Town of Fayetteville, 212 W. Va.427, 573 S.E.2d 338 (2002), *this is a per curiam opinion*.

§ 8-20-11. Discontinuance of water service for nonpayment of rates or charges.

Any municipality shall also have plenary power and authority, and may covenant with the holders of any bonds issued hereunder, to shut off and discontinue the supplying of the water service of the combined system for the

nonpayment of the rates, fees or charges for said water service or sewer service, or both, or, if applicable, stormwater service, or any combination thereof, or all of them. (1955, c. 133; 1969, c. 86; 2001, c. 212.)

§ 8-20-11a. Governmental entities subject to established rates.

The municipality and any county government, state government and federal government served by the services of the combined system shall be subject to the same rates, fees or charges established in this article or to rates, fees or charges established in harmony therewith, for service rendered to the governmental entity, and shall pay such rates, fees or charges when due from corporate funds and the same shall be considered to be part of the revenue of the combined system as defined in this article, and be applied as provided in this article, for the application of such revenues. However, no rates, fees or charges for combined services or stormwater services may be assessed against highways, road and drainage easements, and/or stormwater facilities constructed, owned and/or operated by the West Virginia Division of Highways. (2001, c. 212.)

§ 8-20-12. Use of revenues; sinking fund.

All revenues derived from the operation of any combined system under the provisions of this article shall be set aside as collected and used only for the purpose of paying the cost of repairing, maintaining and operating such system, providing an adequate reserve fund, an adequate depreciation fund, and paying the principal of and interest upon the revenue bonds issued by the municipality under the provisions of this article. The ordinance pursuant to which any bonds are issued shall pledge the revenues derived from the combined system to the purposes aforesaid and shall definitely fix and determine the amount of revenues which shall be necessary and set apart in a special fund for the bond requirements. The amounts so set apart into said special fund for the bond requirements shall be remitted to the West Virginia municipal bond commission to be retained and paid out by said commission consistent with the provisions of this article and the ordinance pursuant to which the bonds have been issued: Provided, That payments of principal of and interest on any bonds owned by the United States of America or any agency or department thereof may be made by the municipality directly to the United States of America or said agency or department thereof. (1939, c. 98, § 9; 1969, c. 86; 1986, c. 118; 2001, c. 212.)

§ 8-20-13. System of accounts; audit.

Any municipality operating a combined system under the provisions of this article shall set up and maintain a proper system of accounts in accordance with the requirements of the public service commission, showing the amount of revenues received from the combined system and the application of the same. At least once each year the municipality shall cause the accounts to be

properly audited, and a report of the audit shall be open to the public for inspection at all reasonable times. (1939, c. 98, § 10; 1969, c. 86; 2001, c. 212.)

§ 8-20-14. Repair and maintenance of municipal sewerage system outside corporate limits.

Whenever a municipality collects rates or charges from users of any part of a sewerage system located outside the corporate limits of such municipality for sewerage service rendered to such users, pursuant to the provisions of this article or other act or law, such municipality shall be responsible for the repair and maintenance of such sewerage system and the county court [county commission] of the county or counties in which such sewerage system is located shall not be liable or responsible for the repair and maintenance of such sewerage system. (1957, c. 127; 1969, c. 86.)

Editor's notes. — For construction of the county court as county commission, see W.Va. Const. art. IX, § 9.

§ 8-20-15. Protection and enforcement of rights of bondholders, etc.; receivership.

Any holder of any bonds issued under the provisions of this article or of any coupons representing interest accrued thereon may by civil action, mandamus or other proper proceeding enforce the statutory mortgage lien created and granted in section seven [§ 8-20-7] of this article, protect and enforce any and all rights granted hereunder or under any such ordinance or trust indenture, and may enforce and compel performance of all duties required by the provisions of this article or by any ordinance or trust indenture to be performed by the municipality or by the governing body or any officer, including the making and collecting of reasonable and sufficient rates, fees or charges for services rendered by the combined system.

If there be default in the payment of the principal of or interest upon any of bonds, or of both principal and interest, any court having jurisdiction shall appoint a receiver to administer said combined system on behalf of the municipality, and the bondholders or trustee, or both, with power to charge and collect rates, fees or charges sufficient to provide for the retirement of the bonds and pay the interest thereon, and for the payment of the repair, maintenance and operation expenses, and the receiver shall apply the revenues in conformity with the provisions of this article and the ordinance pursuant to which the bonds have been issued or trust indenture, or both. (1939, c. 98, § 8; 1947, c. 112; 1969, c. 86; 2001, c. 212.)

Part IV. Grants, Loans and Advances; Cumulative Authority.

§ 8-20-16. Grants, loans and advances.

Any municipality is hereby empowered and authorized to accept loans or grants and procure loans or temporary advances evidenced by notes or other

negotiable instruments issued in the manner, and subject to the privileges and limitations, set forth with respect to bonds authorized to be issued under the provisions of this article, for the purpose of paying part or all of the cost of acquisition, construction, establishment, extension or equipment of combined systems and the construction of additions, betterments and improvements thereto, and for the other purposes herein authorized, from any authorized agency of the state or from the United States of America or any federal or public agency or department of the United States or any private agency, corporation or individual, which loans or temporary advances, including the interest thereon, may be repaid out of the proceeds of bonds authorized to be issued under the provisions of this article, the revenues of the said combined system or grants to the municipality from any agency of the state or from the United States of America or any federal or public agency or department of the United States or any private agency, corporation or individual or from any combination of such sources of payment, and to enter into the necessary contracts and agreements to carry out the purposes hereof with any agency of the state, the United States of America or any federal or public agency or department of the United States, or with any private agency, corporation or individual. Any other provisions of this article notwithstanding, interest on any loans or temporary advances may be paid from the proceeds thereof until the maturity of the notes or other negotiable instrument.

In no event shall any loan or temporary advance be a general obligation of the municipality and the loans or temporary advances, including the interest thereon, shall be paid solely from the sources specified in this section. (1961, c. 106; 1969, c. 86; 1981, lst Ex. Sess., c. 2; 1986, c. 118; 2001, c. 212.)

§ 8-20-17. Additional and alternative method for constructing, etc., and financing combined system; cumulative authority.

This article is, without reference to any other statute or charter provision, full authority for the acquisition, construction, establishment, extension, equipment, additions, betterment, improvement, repair, maintenance and operation of or to the combined system herein provided for and for the issuance and sale of the bonds by this article authorized, and is an additional and alternative method therefor and for the financing thereof, and no petition, referendum or election or other or further proceeding with respect to any undertaking or to the issuance or sale of bonds under this article and no publication of any resolution, ordinance, notice or proceeding relating to any undertaking or to the issuance or sale of such bonds is required, except as prescribed by this article, any provisions of other statutes of the state to the contrary notwithstanding: Provided, That all functions, powers and duties of the bureau of public health and the division of environmental protection remain unaffected by this article: Provided, however, that no municipality may acquire, construct, establish, extend, repair or equip or thereafter repair, maintain and operate a combined waterworks, sewerage or stormwater system which includes highways, road and drainage easements, and/or stormwater

facilities constructed, owned and/or operated by the West Virginia division of highways without the express agreement of the commissioner of highways.

This article is cumulative authority for any undertaking herein authorized, and does not repeal any existing laws with respect thereto. (1933, Ex. Sess., c. 26, § 13; 1969, c. 86; 1994, c. 61; 2001, c. 212.)

PART V. OPERATION BY BOARD; CONSTRUCTION.

§ 8-20-18. Alternative procedure for acquisition, construction, etc., of combined system.

(a) As an alternative to the procedure provided in this article, any municipality is hereby empowered and authorized to acquire, construct, establish, extend, equip, repair, maintain and operate a combined system or to construct, maintain and operate additions, betterments and improvements thereto, whether acquired, constructed, established, extended or equipped under the provisions of this article or not, and to collect the revenues therefrom for the services rendered thereby, through the supervision and control of a committee, by whatever name called, composed of all or of a portion of the governing body, or of a board or commission appointed by the governing body, as may be provided by the governing body, and if such alternative is followed, said committee, board or commission shall have and be limited to all the powers, authority and duties granted to and imposed upon a board as provided in article sixteen [§§ 8-16-1 et seq.] of this chapter.

However, no municipality may acquire, construct, establish, extend, repair or equip or thereafter repair, maintain and operate a combined waterworks, sewerage or stormwater system, which includes highways, road and drainage easements, and/or stormwater facilities constructed, owned and/or operated by the West Virginia Division of Highways without the express agreement of the commissioner of highways.

(b) In the event that the waterworks or sewerage system or both, or if applicable, stormwater services, are in existence prior to the creation of the combined system, and the waterworks or sewerage system or both, and if applicable, stormwater services, are supervised and controlled by a committee, board or commission, and the alternative provided for in subsection (a) of this section is to be followed with respect to the supervision and control of the combined system, the governing body may by ordinance, after the creation of the combined system, provide:

(1) The manner of and procedure for transferring supervision and control from each separate committee, board or commission to the committee, board or commission which is supervising and controlling the combined system; or

(2) The manner of and procedure for combining each separate committee, board or commission into one committee, board or commission and transferring thereto supervision and control as aforesaid. (1961, c. 104; 1969, c. 86; 2001, c. 212.)

§ 8-20-19. Article to be liberally construed.

This article is necessary for the public health, safety and welfare and shall be liberally construed to effectuate its purposes. (1933, Ex. Sess., c. 26, § 14; 1969, c. 86.)

ARTICLE 20A.

NEIGHBORHOOD REHABILITATION.

Sec.
8-20A-1. Legislative findings and purpose.
8-20A-2. Definitions.
8-20A-3. Neighborhood rehabilitation fund.
8-20A-4. Inspection and technical assistance.
8-20A-5. Deferral of repayment.

§ 8-20A-1. Legislative findings and purpose.

(a) The legislature hereby finds and declares that the lack of safe, decent, sanitary and affordable owner-occupied and rental dwellings is one of the most serious problems facing this State and that a major contributing factor to this problem is the deterioration of the State's existing housing stock; that these deteriorating dwellings exist in both the urban and rural areas of the State; that a disproportionate number of owners of these deteriorating dwellings are older, less affluent and otherwise less able to afford the expense of the remodeling, repairing and rehabilitating of their residences necessary to maintain such residences in a sanitary, safe and decent condition; that because of the lack of acceptable loan collateral, the age of their residences and the location and age of the neighborhoods in which their residences are located, many of such owners have not been able to borrow funds necessary to effect such remodeling, repair and rehabilitation; and that some of such homeowners who have been able to obtain funds for such purposes have been able to do so only upon rates of interest and upon other terms and conditions which are particularly onerous and disadvantageous to such owners.

(b) The legislature further finds and declares that the assistance authorized in this article will provide, and will encourage private lenders to provide, to such owners, more readily and at rates of interest and upon other terms and conditions significantly more favorable to such owners, the loans necessary to finance the cost of such remodeling, repair and rehabilitation.

(c) The legislature further finds and declares that the powers granted to municipalities and counties in this article will enable them to maximize the use of federal programs for housing rehabilitation.

(d) The legislature further finds and declares that it is manifestly in the public interest to foster the pride, self-respect and esteem incident to home ownership and to encourage and assist in the maintenance of residences, both owner occupied and rental, in a safe, decent and sanitary condition; that without the assistance authorized in this article, there will be continued deterioration of housing with the resultant proliferation of slums, higher crime rates and general decline in civic pride, public spirit and the quality of life, with all of the public cost, direct and indirect, attendant thereon; and that

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preceding the second occurrence of "user," and "and property" following the second occurrence of "user," and added the last two sentences; and deleted "as provided by ordinance of the municipality" following the first occurrence of "delinquent" in (b).

ARTICLE 20.

COMBINED WATERWORKS AND SEWERAGE SYSTEMS.

Part III. Revenue Bond Financing.

Sec.
8-20-10. Power and authority of municipality to enact ordinances and make rules and fix rates, fees or charges; deposit required for new customers; change in rates, fees or charges; failure to cure delinquency; delinquent rates, discontinuance of service; reconnecting deposit; return of deposit; fees or charges as liens; civil action for recovery thereof; deferral of filing fees and costs in magistrate court action; limitations with respect to foreclosure.

Effect of amendment of 2004. — Acts 2004, c. 185, effective June 10, 2004, inserted "Waterworks and Sewerage" in the article heading.

PART III. REVENUE BOND FINANCING.

§ 8-20-10. Power and authority of municipality to enact ordinances and make rules and fix rates, fees or charges; deposit required for new customers; change in rates, fees or charges; failure to cure delinquency; delinquent rates, discontinuance of service; reconnecting deposit; return of deposit; fees or charges as liens; civil action for recovery thereof; deferral of filing fees and costs in magistrate court action; limitations with respect to foreclosure.

(a)(1) The governing body of any municipality availing itself of the provisions of this article shall have plenary power and authority to make, enact and enforce all needful rules for the repair, maintenance and operation and management of the combined system of such municipality and for the use thereof, and shall also have plenary power and authority to make, enact and enforce all needful rules and ordinances for the care and protection of any such system, which may be conducive to the preservation of the public health, comfort and convenience and to rendering the water supply of such municipality pure, the sewerage harmless insofar as it is reasonably possible so to do, and if applicable properly collecting and controlling the stormwater as is reasonably possible so to do: Provided, That no municipality may make, enact or enforce any rule, regulation or ordinance regulating any highways, road or drainage easements or stormwater facilities constructed, owned or operated by

the West Virginia Division of Highways except in accordance with chapter twenty-nine-a [§§ 29A-1-1 et seq.] of this code.

(2) Any municipality shall have plenary power and authority to charge the users for the use and service of combined system and to establish required deposits, rates, fees or charges for such purpose. Separate deposits, rates, fees or charges may be fixed for the water and sewer services respectively, and, if applicable, the stormwater services, or combined rates, fees or for the combined water and sewer services, and, if applicable, the stormwater services. Such deposits, rates, fees or charges, whether separate or combined, shall be sufficient at all times to pay the cost of repair, maintenance and operation of the combined system, provide an adequate reserve fund and adequate depreciation fund and pay the principal of and interest upon all revenue bonds issued under this article. Deposits, rates, fees or charges shall be established, revised and maintained by ordinance and become payable as the governing body may determine by ordinance, and such rates, fees or charges shall be changed from time to time as needful, consistent with the provisions of this article.

(3) All new applicants for service shall indicate to the municipality or governing body whether they are an owner or tenant with respect to the service location.

(4) The municipality or governing body, but only one of them, may collect from all new applicants for service a deposit of one hundred dollars or two twelfths of the average annual usage of the applicant's specific customer class, whichever is greater, to secure the payment of water and sewage service rates, fees and charges in the event they become delinquent as provided in this section. In any case where a deposit is forfeited to pay service rates, fees and charges which were delinquent and the user's service is disconnected or terminated, no reconnecting or reinstatement of service may be made by the municipality or governing body until another deposit equal to one hundred dollars or a sum equal to two twelfths of the average usage for the applicant's specific customer class, whichever is greater, is remitted to the municipality or governing body. After twelve months of prompt payment history, the municipality or governing body shall return the deposit to the customer or credit the customer's account with interest at a rate as the Public Service Commission may prescribe: Provided, That where the customer is a tenant, the municipality or governing body is not required to return the deposit until the time the tenant discontinues service with the municipality or governing body. Whenever any rates, fees, rentals or charges for services or facilities furnished remain unpaid for a period of twenty days after the same become due and payable, the user of the services and facilities provided is delinquent and the user is liable at law until all rates, fees and charges are fully paid. The municipality or governing body may, under reasonable rules promulgated by the Public Service Commission, shut off and discontinue water services to a delinquent user of either water or sewage facilities, or both, ten days after the water or sewage services become delinquent regardless of whether the governing body utilizes the security deposit to satisfy any delinquent payments.

(b) Whenever any rates, fees or charges for services or facilities furnished remain unpaid for a period of twenty days after the same become due and payable, the user of the services and facilities provided shall be delinquent and the municipality or governing body may apply any deposit against any delinquent fee and the user shall be held liable at law until such time as all rates, fees and charges are fully paid.

(c) All rates, fees or charges for water service, sewer service, and, if applicable, stormwater service, whenever delinquent, as provided by ordinance of the municipality, shall be liens of equal dignity, rank and priority with the lien on such premises of state, county, school and municipal taxes for the amount thereof upon the real property served, and the municipality shall have plenary power and authority from time to time to enforce such lien in a civil action to recover the money due for services rendered plus court fees and costs and a reasonable attorney's fee: Provided, That an owner of real property may not be held liable for the delinquent rates, fees or charges for services or facilities of a tenant, nor shall any lien attach to real property for the reason of delinquent rates, fees or charges for services or facilities of a tenant of the real property, unless the owner has contracted directly with the municipality to purchase such services or facilities.

(d) Municipalities are hereby granted a deferral of filing fees or other fees and costs incidental to the bringing and maintenance of an action in magistrate court for the collection of the delinquent rates and charges. If the municipality collects the delinquent account, plus fees and costs, from its customer or other responsible party, the municipality shall pay to the magistrate court the filing fees or other fees and costs which were previously deferred.

(e) No municipality may foreclose upon the premises served by it for delinquent rates, fees or charges for which a lien is authorized by this section except through the bringing and maintenance of a civil action for the purpose brought in the circuit court of the county wherein the municipality lies. In every such action, the court shall be required to make a finding based upon the evidence and facts presented that the municipality had exhausted all other remedies for the collection of debts with respect to such delinquencies prior to the bringing of the action. In no event shall foreclosure procedures be instituted by any municipality or on its behalf unless the delinquency had been in existence or continued for a period of two years from the date of the first delinquency for which foreclosure is being sought. (1939, c. 98, § 7; 1947, c. 112; 1969, c. 86; 1989, c. 133; 1990, c. 140; 2001, c. 212; 2004, c. 185.)

Effect of amendment of 2004. — Acts 2004, c. 185, effective June 10, 2004, in the section heading, deleted "regulations and" preceding "fix," inserted "deposit required for new customers," and "discontinuance of service; reconnecting deposit; return of deposit"; redesignated the former second paragraph of (a) as (a)(2) and added (a)(3) and (4); in (a)(1), deleted "and regulations" preceding "for the repair" and "regulations and" preceding "ordinances," and substituted "storm water" for "stormwater"; in (a)(2), inserted "required deposits" in the first sentence, in the second sentence, inserted "deposits," deleted "charges" preceding "for the combined," and substituted "storm water" for "stormwater," inserted "deposits" in the third sentence, and added "Deposits" at the beginning of the last sentence; and, in (b), substi-

tuted "twenty" for "thirty" and inserted "and the municipality or governing body may apply any deposit against any delinquent fee."

ARTICLE 21.

BOARD OF PARK AND RECREATION COMMISSIONERS.

Part I. Establishment; Organization.

Sec.
8-21-3. Members; quorum; qualifications; election or appointment; terms; disqualification.

PART I. ESTABLISHMENT; ORGANIZATION.

§ 8-21-3. Members; quorum; qualifications; election or appointment; terms; disqualification.

The board shall consist of not less than three nor more than seven members as may be provided by charter provision or ordinance, a majority of whom shall constitute a quorum for the transaction of business, except as hereinafter in this article provided. Each member of the board must be a resident and freeholder of the city. It may be provided either by charter provision or by ordinance for the appointment of the members thereof by the governing body, but unless and until such provision is made, the members of the board shall be elected by the qualified voters of the city at appropriate regular municipal elections. Membership on the governing body may not disqualify any member for election to the board. If provision is made for the appointment of members as aforesaid and the board consists of three or four members, one member of the governing body, if otherwise qualified, may be appointed by the governing body; if the board consists of five members not more than two members of the governing body so qualified may be so appointed and if the board consists of six or seven members not more than three members of the governing body so qualified may be so appointed. The term of the board membership of any member of the governing body so appointed shall continue during his or her term as a member of the governing body and until his or her successor is appointed or elected and qualified. The terms of other appointed or of elected members shall be for six years, and until their successors have been duly appointed or elected and qualified: Provided, That notwithstanding the fact that there be no charter provision or ordinance for appointment of the members of the board, the governing body of the city shall appoint the members of the first board, such appointees to serve, one for a term of six years, one for a term of four years, and one for a term of two years. The date upon which the terms of the board members shall begin shall be specified by ordinance. When any member of the board, during his or her term of office, shall cease to be a resident and freeholder of the city, he or she shall thereby be disqualified as a member of the board and his or her office shall thereupon become vacant. (1939, c. 91, § 4; 1945, c. 91; 1969, c. 86; 2005, c. 61.)

State of West Virginia

Certificate

I, Betty Ireland, Secretary of State of the State of West Virginia, hereby certify that

THIS IS A TRUE COPY OF CHAPTER 13, ARTICLE 2E OF THE WEST VIRGINIA CODE, AS INDICATED BY THE RECORDS OF THIS OFFICE.

Given under my hand and the Great Seal of the State of West Virginia on

March 23, 2006

Secretary of State

ARTICLE 2E.

REVENUE BOND REFUNDING ACT.

Sec.		Sec.	
13-2E-1.	How article cited.	13-2E-9.	Call of revenue bonds for redemption.
13-2E-2.	Definitions.	13-2E-10.	Security provisions.
13-2E-3.	Authority to refund.	13-2E-11.	Bonds payable solely from revenues of enterprise.
13-2E-4.	Terms, form and execution of refunding bonds.	13-2E-12.	Tax exemption; exceptions.
13-2E-5.	Issuance of refunding bonds; application of proceeds.	13-2E-13.	Validity of bonds.
13-2E-6.	Determination of governing body to be conclusive.	13-2E-14.	Article complete authority for refunding bonds; effect on other laws; liberal construction.
13-2E-7.	Authorization for issuance.	13-2E-15.	Severability.
13-2E-8.	Authority for escrow agreement.		

§ 13-2E-1. How article cited.

This article may be cited as "Revenue Bond Refunding Act." (1969, c. 12.)

§ 13-2E-2. Definitions.

The following terms or words, wherever used or referred to in this article, shall have the following meaning, unless a different meaning plainly appears from the context:

The term "public body" means any city, town, village, county, public service district, sanitary district, political subdivision or any other similar public entity now or hereafter created, and the state of West Virginia acting through any of its agencies, boards, commissions or departments, having power to issue revenue bonds.

The term "governing body" means a board, council or other body having power to borrow money on behalf of a public body.

The term "law" means any act or statutes, general, special or local, of this state, including, without being limited to, the charter of any public body.

The term "enterprise" means any work, undertaking, or project which the public body is or may hereafter be authorized to acquire or construct and from which the public body has heretofore derived or may hereafter derive revenues, for the refinancing of which enterprise refunding bonds are issued under this article, and such enterprise shall include all improvements, betterments, extensions and replacements thereto, and all appurtenances, facilities, lands, rights in land, water rights, franchises, and structures in connection therewith or incidental thereto; and for the purposes of this article "enterprise" includes the waterworks system or the sewerage system, or both said systems, resulting from the severance of a combined waterworks and sewerage system pursuant to section one-b [§ 8-20-1b] article twenty, chapter eight of this code, all as the governing body shall authorize in the ordinance authorizing said severance.

The term "revenues" means all fees, tolls, rates, rentals and charges to be levied and collected in connection with and all other income and receipts of whatever kind or character derived by the public body from the operation of any enterprise or arising from any enterprise, and including earnings derived from investments and bank deposits.

The term "revenue bonds" means notes, bonds, certificates or other obligations of a public body heretofore or hereafter issued and outstanding under any law and which by their terms are payable from the revenues derived by such public body from the operation of an enterprise.

The term "refunding bonds" means notes, bonds, certificates or other obligations of a public body issued pursuant to this article.

The term "holder of bonds" or "bondholder" or any similar term means any person who shall be the bearer of any outstanding refunding bond or refunding bonds registered to bearer or not registered, or the registered owner of any such outstanding refunding bond or refunding bonds which shall at the time be registered other than to bearer.

The words "net interest cost" when referring to an outstanding issue of revenue bonds to be refunded, means the total amount of interest which would accrue on such revenue bonds from the date of the refunding bonds to the respective maturity dates of the outstanding revenue bonds to be refunded, without regard to any retained options of redemption.

The words "net interest cost" when referring to a proposed issue of refunding bonds, means the total amount of interest to accrue on the refunding bonds from their date to their respective maturities, without regard to any retained options of redemption, plus the amount of any discount below par or less the amount of any premium above par at which the bonds may be sold.

The words "net effective interest rate" when referring to a proposed issue of refunding bonds, means the net interest cost of said refunding bonds divided by the product obtained by multiplying the aggregate principal amount of such refunding bonds maturing on each maturity date by the number of years from the date of the refunding bonds to their respective maturities, without regard to any retained options of redemption.

The term "certified public accountant" means an independent certified public accountant or firm of certified public accountants licensed to practice in this state.

Words importing the singular number shall include the plural number in each case and vice versa, and words importing persons shall include firms and corporations. (1969, c. 12; 1986, c. 118.)

§ 13-2E-3. Authority to refund.

Any public body may issue refunding bonds for the purpose of refunding all or any part of its revenue bonds now or hereafter outstanding, whether or not such revenue bonds are at the time of the refunding due or optional for redemption, under the circumstances and restrictions set forth in this article. Refunding bonds shall be payable from revenues derived from the same enterprise as the revenue bonds to be refunded except where the public body has outstanding revenue bonds payable from the revenues of an enterprise and is authorized under any other law to combine and consolidate such enterprise with another enterprise and issue revenue bonds payable from the revenues of the combined and consolidated enterprises. An issue of refunding bonds may refund part or all of one or more issues of outstanding revenue bonds:

imposed in connection with the bonds which are to be refunded, then such refunding bonds may be issued without the necessity of showing a net saving to the issuer, in which event such refunding bonds shall bear interest at such rate or rates as the governing body may determine, but such rate or rates shall not exceed the maximum stated rate of interest which the revenue bonds to be refunded thereby could bear if they were being issued as of the date of issuance of such refunding bonds, and such refunding bonds may not be sold or exchanged at a price which would result in a net interest cost in excess of the maximum net interest cost which the revenue bonds to be refunded could be sold or exchanged for if they were being issued as of the date of issuance of such refunding bonds.

If any such refunding bonds are to be sold, they may be issued in such principal amount as may be determined advisable by the governing body including, without limitation, the aggregate principal amount of the revenue bonds to be refunded, interest accrued and to accrue to the date or dates on which the revenue bonds being refunded are scheduled to mature or to be redeemed prior to maturity, any redemption premiums which must be paid in order to refund such outstanding revenue bonds and any costs and expenses of issuing the refunding bonds and providing for retirement of revenue bonds to be refunded. If sold, the net proceeds shall either be immediately applied to the payment or redemption and retirement of the revenue bonds to be refunded, or the net proceeds of the refunding bonds may be invested at the discretion and under the supervision of the escrow agent in whole, or in part, (a) in direct obligations issued by the United States of America or one of its agencies, (b) in obligations unconditionally guaranteed by the United States of America as to principal and interest, or (c) in certificates of deposit of a banking corporation or association which is a member of the federal deposit insurance corporation, or successor; but any such certificates of deposit must be fully secured as to both principal and interest by pledged collateral consisting of direct obligations of or obligations guaranteed by the United States of America having a market value, excluding accrued interest, at all times at least equal to the amount of the principal of an accrued interest on such certificates of deposit. Any such investments must mature, or be payable in advance of maturity at the option of the holder, and must bear interest in such manner as to provide funds which, together with uninvested money placed in the hereinafter mentioned escrow, will be sufficient to pay when due or called for redemption the revenue bonds refunded, together with interest accrued and to accrue thereon and redemption premiums, if any, and such refunding bond proceeds or obligations so purchased therewith shall, and with other funds legally available to the public body for such purpose may, be deposited in escrow with the West Virginia municipal bond commission or a corporate trustee, which may be a trust company or bank having powers of a trust company within or without the state of West Virginia, to be selected by the issuer to be held in trust for the payment and redemption of the revenue bonds refunded, and such money and obligations and any reinvestment thereof shall be held in trust by such escrow agent for the payment of interest on the refunded bonds when due, and principal thereof and applicable redemption premiums, if any, when due, or upon the

Provided, That part or all of two or more issues of outstanding revenue bonds may not be refunded under this article unless either (a) all of the issues of outstanding revenue bonds to be refunded are payable from revenues derived from the same enterprise, or (b) the public body is authorized under any other law to combine or consolidate the enterprises in question and issue revenue bonds payable from the revenues of the combined or consolidated enterprises.

Refunding bonds may be issued hereunder whenever the governing body of the public body deems it expedient and, notwithstanding any provision in this article to the contrary, may be issued as part of a series of revenue bonds issued for the purpose, in addition to such refunding, of financing the acquisition or construction of improvements, betterments, extensions or replacements to the particular enterprise, as provided by other articles of this Code. (1969, c. 12; 1981, 1st Ex. Sess., c. 2.)

§ 13-2E-4. Terms, form and execution of refunding bonds.

Refunding bonds authorized under this article may be issued in one or more series; may bear such date or dates; may mature at such time or times, not exceeding the period of usefulness of the enterprise, as determined by the governing body in its discretion, not exceeding forty years from their respective dates; may bear interest at such rate or rates; may be in such denomination or denominations; may be in such form either coupon or registered; may carry such registration and conversion privileges; may be executed in such manner; may be payable in such medium of payment, at such place or places; may be subject to such terms of redemption, with or without a premium; may be declared or become due before the maturity date; may provide for the replacement of mutilated, destroyed, stolen or lost bonds; may be authenticated in such manner and upon compliance with such conditions; and may contain such other terms and covenants, as may be determined by the governing body in the proceedings authorizing the refunding bonds. Notwithstanding the form or tenor thereof, and in the absence of an express recital on the face thereof that the bond is nonnegotiable, all refunding bonds shall at all times be, and shall be treated as, negotiable instruments for all purposes. (1969, c. 12; 1981, 1st Ex. Sess., c. 2.)

§ 13-2E-5. Issuance of refunding bonds; application of proceeds.

Refunding bonds issued under this article may be exchanged for not less than a like principal amount of the revenue bonds to be refunded, or may be sold at public or private sale, or may be exchanged in part and sold in part, in such manner and upon such terms as may be determined by the governing body to be for the best interests of the public body: Provided, That such refunding bonds shall not be sold or exchanged at a price lower than a price which will show a net saving to the issuer after deducting all expenses of the refunding: Provided, however, That if the governing body determines that one of the purposes of issuing such refunding bonds is to effect the release, termination or modification of liens, restrictions, conditions or limitations

date or dates for which they shall have been called for redemption, or upon an earlier voluntary surrender at the option of the escrow agent; provided if interest earned by any investment in such escrow is shown to be in excess of the amounts required from time to time for the payment of interest on and principal of the refunded revenue bonds, including applicable redemption premium, then such excess may be withdrawn from escrow and disbursed by the public body as are other revenues of the enterprise. Any moneys in the sinking or reserve funds or other funds maintained for the outstanding revenue bonds to be refunded may be applied in the same manner and for the same purpose as are the net proceeds of refunding bonds or may be deposited in the special fund or any reserve funds established for account of the refunding bonds. The term "net proceeds" as used above shall mean the gross proceeds of the refunding bonds after the deduction therefrom of all accrued interest, costs and expenses incurred in connection with the authorization and issuance of the refunding bonds and the retirement of the outstanding revenue bonds, and including all costs and expenses resulting from price variations to par or otherwise incurred in the purchase of obligations for escrow and in the disposition of the refunding bonds. (1969, c. 12; 1973, c. 115; 1986, c. 118.)

§ 13-2E-6. Determination of governing body to be conclusive.

The determination by the governing body of any public body issuing refunding bonds under this article that the limitations herein imposed upon the issuance of refunding bonds have been met, shall be conclusive: Provided, however, That such public body shall have obtained from an independent certified public accountant a certification that the amount of saving stated to be achieved by the refunding shall in fact be served, based upon his review, comparison and analysis of the net interest cost in dollars of the refunding bonds and the net interest cost in dollars of the bonds to be refunded. (1969, c. 12.)

§ 13-2E-7. Authorization for issuance.

Refunding bonds and all acts required to be authorized hereunder shall be authorized in the manner in which the bonds to be refunded were authorized and issued: Provided, That refunding bonds of a system resulting from the severance of a combined municipal waterworks and sewerage system shall to the extent applicable be authorized and issued under the terms and provisions of law, including, but not limited to, interest rates and net interest costs, under which revenue bonds of such resulting system would be authorized and issued. (1969, c. 12; 1986, c. 118.)

§ 13-2E-8. Authority for escrow agreement.

The governing body of any public body shall have power to enter into such escrow agreements and to insert therein such protective and other covenants and provisions as it may consider necessary to permit the carrying out of the provisions of this article and to insure the prompt payment of principal of and

interest and redemption premiums on the revenue bonds refunded. (1969, c. 12.)

§ 13-2E-9. Call of revenue bonds for redemption.

Where any revenue bonds to be refunded are not to be surrendered for exchange or payment and are not to be paid at maturity with escrowed obligations, but are to be paid from such source prior to maturity pursuant to call for redemption exercised under a right of redemption reserved in such revenue bonds, the governing body of the public body shall, prior to the issuance of the refunding bonds, determine which redemption date or dates shall be used, call such revenue bonds for redemption and provide for the giving of the notice of redemption required by the proceedings authorizing such revenue bonds. Where such notice is to be given at a time subsequent to the issuance of the refunding bonds, the necessary notices may be deposited with the state sinking fund commission or the bank acting as escrow agent of the refunding bond proceeds and the escrow agent appropriately instructed and authorized to give the required notices at the prescribed time or times. If any officer of the public body signing any such notice shall no longer be in office at the time of the utilization of the notice, the notice shall nevertheless be valid and effective for its intended purpose. (1969, c. 12.)

§ 13-2E-10. Security provisions.

Refunding bonds shall be special obligations of the public body and shall be payable solely from and secured by a lien upon the gross revenues or net revenues of the enterprise, as shall be more fully described in the ordinance or resolution authorizing the issuance of refunding bonds, and the ordinance or resolution authorizing such refunding bonds shall provide for a special fund into which there shall be pledged a fixed amount or a fixed proportion of such revenues which shall be sufficient to pay the principal of and interest on the refunding bonds as the same become due.

In order to assure payment of the principal and interest on any refunding bonds it shall be the duty of the governing body of the public body to establish, levy, maintain and collect such fees, tolls, rentals, rates and other charges for the services of such enterprise as shall be necessary to produce revenues sufficient, after making due and reasonable allowance for contingencies and for a margin of error in estimates, to pay at all times principal of and interest on the refunding bonds as the same become due, to pay current expenses of operation and maintenance, to provide for depreciation, to provide for reserves for any of the foregoing, to comply in all respects with any contract or agreement with bondholders set forth in the ordinance or resolution authorizing such refunding bonds, and to meet any other obligations of the public body which by their terms are charges, liens, or encumbrances upon the revenues of such enterprise.

The ordinance or resolution authorizing any refunding bonds may contain such covenants with the holders of the refunding bonds as to the efficient management and operation of the enterprise; the collection, keeping and

disposition of the revenues of the enterprise; the issuance of additional refunding bonds or revenue bonds; the carrying of insurance on such enterprise and the disposition of insurance proceeds; the keeping of books and records and the auditing thereof; the inspection by bondholders at reasonable times of the enterprise and the records, accounts and data of the public body relating thereto; limitations upon the sale or other disposition of integral parts of the enterprise; the discontinuance of the services and facilities of the enterprise upon failure to pay for such services and facilities; the appointment and duties of a trustee; the rights, liabilities, powers and duties arising upon the breach by the public body of any covenants, conditions or obligations contained in the ordinance or resolution authorizing the issuance of such refunding bonds; remedies of bondholders upon default in the payment of the principal of or interest on any refunding bonds, including the appointment by a court of competent jurisdiction of a receiver for the operation and management of the enterprise and the collection and disbursement of the revenues thereof, but such receiver or any court having jurisdiction in the matter shall not be permitted to sell, mortgage or otherwise dispose of any assets of the enterprise and useful in its operation or cause any of such assets to be sold, mortgaged or otherwise disposed of; and any other conditions, acts or pertinent matters as may be deemed necessary or proper by the governing body of the public body to assure efficient operation of the enterprise, payment of the refunding bonds and marketability of the refunding bonds upon favorable terms. Any agreement or covenant contained in the ordinance or resolution authorizing such refunding bonds shall constitute a contract with the holders of such refunding bonds.

All refunding bonds of the same issue shall be equally and ratably secured, without priority by reason of number, date or time of sale, execution or delivery, by a lien upon the revenues of the enterprise in accordance with the provisions of this section and the ordinance or resolution authorizing the issuance of such refunding bonds.

Nothing in this section or in any other section of this article shall be deemed in any way to alter the terms of any agreements made with the holders of any outstanding revenue bonds of the public body, or to authorize the public body to alter the terms of any such agreements, or to impair, or authorize the public body to impair, the rights and remedies of any creditors of the public body.

Nothing in this section or in any other section of this article shall be deemed in any way to authorize any public body to do anything in any manner or for any purpose which would result in the creation or incurring of a debt or indebtedness or the issuance of any instrument which would constitute a bond or debt within the meaning of any provision, limitation, or restriction of the Constitution relating to the creation or incurring of a debt or indebtedness or the issuance of an instrument constituting a bond or a debt. (1969, c. 12.)

§ 13-2E-11. Bonds payable solely from revenues of enterprise.

No recourse shall be had for the payment of the refunding bonds, or interest thereon, or any part thereof, against the general fund of any public body, nor

shall the credit or taxing power of any public body be deemed to be pledged thereto.

The refunding bonds, and interest thereon, shall not be a debt of the public body, nor a charge, lien or encumbrance, legal or equitable, upon any property of the public body, nor upon any income, receipts, or revenues of the public body other than such of the revenues of the enterprise as shall have been pledged to the payment thereof, and every refunding bond shall recite in substance that said bond, including interest thereon, is payable solely from the revenues pledged to the payment thereof and that the public body is under no obligation to pay the same, except from said revenues. (1969, c. 12.)

§ 13-2E-12. Tax exemption; exceptions.

The refunding bonds and the income therefrom shall be exempt from taxation, except inheritance, estate and transfer taxes. (1969, c. 12.)

§ 13-2E-13. Validity of bonds.

Refunding bonds bearing the signatures of officers of the public body in office on the date of the signing thereof shall be valid and binding obligations of the public body for all purposes, notwithstanding that before the delivery thereof any or all the persons whose signatures appear thereon shall have ceased to be officers of the public body, the same as if such persons had continued to be officers of the public body until after the delivery thereof. The ordinance or resolution authorizing any refunding bonds may provide that such refunding bond may contain a recital that such refunding bond is issued pursuant to this article, and any refunding bond containing such recital under authority of any such ordinance or resolution shall be conclusively deemed to be valid and to have been issued in conformity with the provisions of this article.

Where any refunding bonds have been heretofore authorized by any public body which would have been valid under and in compliance with the provisions of this article had this article been in existence at the time of the authorization of such refunding bonds, such refunding bonds if heretofore issued, and if not yet issued then such refunding bonds when they shall have been issued, and the proceedings authorizing their issuance, are hereby validated, ratified and confirmed and declared to be binding and enforceable obligations in accordance with their terms. (1969, c. 12.)

§ 13-2E-14. Article complete authority for refunding bonds; effect on other laws; liberal construction.

This article constitutes full and complete authority for the issuance of refunding bonds. No procedure or proceedings, publications, notices, consents, approvals, orders, acts or things by any governing body of any public body, or any board, officer, commission, department, agency, or instrumentality of the State or any public body shall be required to issue any refunding bonds or to do any act or perform anything under this article, except as may be prescribed

in this article. The powers conferred by this article shall be in addition and supplemental to, and not in substitution for, and the limitations imposed by this article shall not affect, the powers conferred by any other law. This article is remedial in nature and shall be liberally construed. (1969, c. 12.)

§ 13-2E-15. Severability.

If any one or more provisions of this article or the applicability thereof to any persons or circumstances are ever held by a final decision of a court of competent jurisdiction to be invalid, such invalidity shall not affect any other provision or provisions, application or applications of this article, and to this end, the provisions of this article are declared to be severable. (1969, c. 12.)

ARTICLE 2F.

PUBLIC OBLIGATIONS REGISTRATION ACT.

Sec.	
13-2F-1.	How article cited.
13-2F-2.	Purposes; article governs over charter provisions.
13-2F-3.	Definitions.
13-2F-4.	Authority to issue public obligations in registered and book entry forms.
13-2F-5.	Powers of official registrar; designee.
13-2F-6.	Confidentiality.
13-2F-7.	Application to public obligations approved by voters.

§ 13-2F-1. How article cited.

This article may be cited as "Public Obligations Registration Act." (1986, c. 118.)

§ 13-2F-2. Purposes; article governs over charter provisions.

The purpose of this article is to provide a mechanism for public bodies in the state to issue public obligations in compliance with section 310(b)(1) of the tax equity and fiscal responsibility act of one thousand nine hundred eighty-two, United States Internal Revenue Code section 103(j) [26 USCS § 103(j)], as amended.

To fulfill the purpose, this article shall govern notwithstanding any charter provisions. (1986, c. 118.)

Editor's notes. — The bracketed USCS reference was inserted by the editor.

§ 13-2F-3. Definitions.

The following terms wherever used or referred to in this article shall have the following meanings, unless a different meaning plainly appears from the context:

The term "public body" means any city, town, county commission, building commission, board of education, public service district, political subdivision or

Final

$17,425,000

City of Parkersburg, West Virginia

Combined Waterworks & Sewerage Revenue Bonds

Series A & B

Total Issue Sources And Uses

Dated 03/01/2006 | Delivered 03/23/2006

	Series A	Series B	Issue Summary
Sources Of Funds			
Par Amount of Bonds	$17,070,000.00	$355,000.00	$17,425,000.00
Reoffering Premium	121,185.50	-	121,185.50
Accrued Interest from 03/01/2006 to 03/23/2006	52,276.58	1,084.72	53,361.30
Total Sources	**$17,243,462.08**	**$356,084.72**	**$17,599,546.80**
Uses Of Funds			
Deposit to Escrow Fund (Securing Series A)	17,021,537.66	-	17,021,537.66
Total Underwriter's Discount (1.200%)	204,840.00	4,260.00	209,100.00
Deposit to Escrow Fund (Interest on Series A & B)	13,000.00	236,766.61	249,766.61
Costs of Issuance	-	95,000.00	95,000.00
Insurance - Upfront Payment	-	18,698.79	18,698.79
Rounding Amount	4,084.42	1,359.32	5,443.74
Total Uses	**$17,243,462.08**	**$356,084.72**	**$17,599,546.80**

Crews & Associates, Inc.
Public Finance

Final

$17,425,000

City of Parkersburg, West Virginia

Combined Waterworks & Sewerage Revenue Bonds

Series A & B

Net Debt Service Schedule

Date	Principal	Coupon	Interest	Total P+I	Escrow Fund	Net New D/S	Fiscal Total
03/23/2006	-	-	-	-	-	-	-
06/15/2006	17,425,000.00	5.005%	252,253.45	17,677,253.45	(252,253.45)	17,425,000.00	-
06/01/2007	-	-	-	-	-	-	17,425,000.00
Total	**$17,425,000.00**	**-**	**$252,253.45**	**$17,677,253.45**	**(252,253.45)**	**$17,425,000.00**	**-**

Crews & Associates, Inc.
Public Finance

Final

$17,070,000

City of Parkersburg, West Virginia

Combined Waterworks & Sewerage Revenue Bonds

Series 2006A

Pricing Summary

Maturity	Type of Bond	Coupon	Maturity Value	Price	Dollar Price
09/01/2007	Serial Coupon	5.000%	305,000.00	100.000%	305,000.00
09/01/2008	Serial Coupon	5.000%	1,000,000.00	99.911%	999,110.00
09/01/2009	Serial Coupon	5.000%	1,040,000.00	100.000%	1,040,000.00
09/01/2010	Serial Coupon	5.000%	1,080,000.00	100.000%	1,080,000.00
09/01/2011	Serial Coupon	5.000%	1,120,000.00	100.000%	1,120,000.00
09/01/2012	Serial Coupon	5.000%	1,160,000.00	100.000%	1,160,000.00
09/01/2013	Serial Coupon	5.250%	1,205,000.00	106.527%	1,283,650.35
09/01/2014	Serial Coupon	5.250%	1,265,000.00	106.934%	1,352,715.10
09/01/2015	Serial Coupon	5.250%	1,330,000.00	107.237%	1,426,252.10
09/01/2016	Serial Coupon	4.900%	1,395,000.00	99.002%	1,381,077.90
09/01/2017	Serial Coupon	4.900%	1,455,000.00	98.221%	1,429,115.55
09/01/2018	Serial Coupon	4.900%	1,510,000.00	97.725%	1,475,647.50
09/01/2019	Serial Coupon	4.900%	1,570,000.00	98.192%	1,541,614.40
09/01/2020	Serial Coupon	4.900%	1,635,000.00	97.676%	1,597,002.60
Total	-	-	**$17,070,000.00**	-	**$17,191,185.50**

Bid Information

Par Amount of Bonds	$17,070,000.00
Reoffering Premium or (Discount)	121,185.50
Gross Production	$17,191,185.50
Total Underwriter's Discount (1.200%)	$(204,840.00)
Bid (99.510%)	16,986,345.50
Accrued Interest from 03/01/2006 to 03/23/2006	52,276.58
Total Purchase Price	$17,038,622.08
Bond Year Dollars	$4,931.33
Average Life	0.289 Years
Average Coupon	5.0113357%
Net Interest Cost (NIC)	6.7077228%
True Interest Cost (TIC)	7.2462075%

Crews & Associates, Inc.
Public Finance

Final

$355,000

City of Parkersburg, West Virginia
Combined Waterworks & Sewerage Revenue Bonds
Series 2006B

Pricing Summary

Maturity	Type of Bond	Coupon	Maturity Value	Price	Dollar Price
09/01/2007	Serial Coupon	5.000%	355,000.00	100.000%	355,000.00
Total	-	-	**$355,000.00**	-	**$355,000.00**

Bid Information

Par Amount of Bonds	$355,000.00
Gross Production	$355,000.00
Total Underwriter's Discount (1.200%)	$(4,260.00)
Bid (98.800%)	350,740.00
Accrued Interest from 03/01/2006 to 03/23/2006	1,084.72
Total Purchase Price	$351,824.72
Bond Year Dollars	$102.56
Average Life	0.289 Years
Average Coupon	5.0000022%
Net Interest Cost (NIC)	9.1538483%
True Interest Cost (TIC)	10.5073095%

Crews & Associates, Inc.
Public Finance

Final

$17,425,000

City of Parkersburg, West Virginia

Combined Waterworks & Sewerage Revenue Bonds

Series A

Escrow Fund - Principal Series A

Date	Principal	Rate	Receipts	Disbursements	Cash Balance
03/23/2006	-	-	185.50	-	185.50
06/15/2006	17,191,000.00	4.229%	17,191,000.00	17,191,185.50	-
Total	**$17,191,000.00**	-	**$17,191,185.50**	**$17,191,185.50**	-

Investment Parameters

Investment Model [PV, GIC, or Securities]	Securities
Default investment yield target	Bond Yield
Cash Deposit	185.50
Cost of Investments Purchased with Bond Proceeds	17,021,352.16
Total Cost of Investments	$17,021,537.66
Target Cost of Investments at bond yield	$17,115,615.53
Actual positive or (negative) arbitrage	94,077.87
Yield to Receipt	4.4017307%
Yield for Arbitrage Purposes	1.9435244%
State and Local Government Series (SLGS) rates for	1/17/2006

Final

$17,425,000

City of Parkersburg, West Virginia

Combined Waterworks & Sewerage Revenue Bonds

Series A & B

Escrow Fund - Interest on A & B

Date	Principal	Rate	Receipts	Disbursements	Cash Balance
03/23/2006	-	-	253.45	-	253.45
06/15/2006	252,000.00	4.229%	252,000.00	252,253.45	-
Total	**$252,000.00**	-	**$252,253.45**	**$252,253.45**	-

Investment Parameters

Investment Model [PV, GIC, or Securities]	Securities
Default investment yield target	User Defined
Cash Deposit	253.45
Cost of Investments Purchased with Bond Proceeds	249,513.16
Total Cost of Investments	$249,766.61
Target Cost of Investments at bond yield	$251,144.58
Actual positive or (negative) arbitrage	1,377.97
Yield to Receipt	4.4017318%
Yield for Arbitrage Purposes	1.9435244%

Composition Of Initial Deposit

Original Bond Proceeds	196,405.31
Accrued Interest	53,361.30
Cash Contribution and Prior Issue Transfers	-

Crews & Associates, Inc.
Public Finance

Final

$17,425,000

City of Parkersburg, West Virginia

Combined Waterworks & Sewerage Revenue Bonds

Series A & B

Escrow Summary Cost

Maturity	Type	Coupon	Yield	Price	Par Amount	Principal Cost	+Accrued Interest	= Total Cost
Escrow								
06/15/2006	T-BILL	4.229%	4.331%	99-.013159	17,191,000	17,021,352.16	-	17,021,352.16
Subtotal		-	-	-	**$17,191,000**	**$17,021,352.16**	-	**$17,021,352.16**
Capitalized Interest Fund								
06/15/2006	T-BILL	4.229%	4.331%	99-.013159	252,000	249,513.16	-	249,513.16
Subtotal		-	-	-	**$252,000**	**$249,513.16**	-	**$249,513.16**
Total		-	-	-	**$17,443,000**	**$17,270,865.32**	-	**$17,270,865.32**

Escrow	
Cash Deposit	185.50
Cost of Investments Purchased with Bond Proceeds	17,021,352.16
Total Cost of Investments	$17,021,537.66

Capitalized Interest Fund	
Cash Deposit	253.45
Cost of Investments Purchased with Bond Proceeds	249,513.16
Total Cost of Investments	$249,766.61

Cash Deposit	438.95
Cost of Investments	17,270,865.32
Total Deposit	$17,271,304.27

Delivery Date	3/23/2006

Crews & Associates, Inc.
Public Finance

Final

$17,425,000

City of Parkersburg, West Virginia

Combined Waterworks & Sewerage Revenue Bonds

Series A & B

Primary Purpose Fund Proof Of Yield @ 4.4017307%

Date	Cashflow	PV Factor	Present Value	Cumulative PV
03/23/2006	-	1.0000000x	-	-
06/15/2006	17,191,000.00	0.9901316x	17,021,352.16	17,021,352.16
Total	**$17,191,000.00**	-	**$17,021,352.16**	-

Composition Of Initial Deposit

Cost of Investments Purchased with Bond Proceeds	17,021,352.16
Adjusted Cost of Investments	17,021,352.16

Crews & Associates, Inc.
Public Finance

Final

$17,425,000

City of Parkersburg, West Virginia
Combined Waterworks & Sewerage Revenue Bonds
Series A & B

Proof Of Escrow Yield @ 4.4017318%

Date	Cashflow	PV Factor	Present Value	Cumulative PV
03/23/2006	-	1.0000000x	-	-
06/15/2006	252,000.00	0.9901316x	249,513.16	249,513.16
Total	**$252,000.00**	-	**$249,513.16**	-

Cost of Investments Purchased with Bond Proceeds	249,513.16
Adjusted Cost of Investments	249,513.16

Final

$17,425,000

City of Parkersburg, West Virginia

Combined Waterworks & Sewerage Revenue Bonds

Series A

Escrow Fund Optimized Dedicated Portfolio

Maturity	Type	Coupon	Yield	$ Price	Par Amount	Principal Cost	= Total Cost
06/15/2006	T-BILL	4.229%	4.331%	99.0131590%	17,191,000	17,021,352.16	17,021,352.16
-	-	-	-	-	**$17,191,000**	**$17,021,352.16**	**$17,021,352.16**

Composition Of Initial Deposit

Cash Deposit	185.50
Cost of Investments Purchased with Bond Proceeds	17,021,352.16
Total Cost of Investments	$17,021,537.66

Crews & Associates, Inc.
Public Finance

Final

$17,425,000

City of Parkersburg, West Virginia

Combined Waterworks & Sewerage Revenue Bonds

Series A

Escrow Cash Flow Analysis

Event Date	Event	Type	Maturity	Principal	Coupon	Cash Flow	Balance
03/23/2006	Transfer	CASH	-	-	-	185.50	185.50
06/15/2006	Receipt	T-BILL	06/15/2006	17,191,000.00	4.229%	17,191,000.00	17,191,185.50
06/15/2006	Disburse		-	-	-	(17,191,185.50)	-
Total	-	-	-	**$17,191,000.00**	-	-	-

Date And Term Structure

Dated	3/01/2006
Delivery Date	3/23/2006

Crews & Associates, Inc.
Public Finance

Final

$17,425,000

City of Parkersburg, West Virginia

Combined Waterworks & Sewerage Revenue Bonds

Series A & B

Escrow Detailed Cash Flow Analysis

Event Date	Event	Type	Maturity	Principal	Coupon	Cash Flow	Balance
03/23/2006	Transfer	CASH	-	-	-	253.45	253.45
06/15/2006	Receipt	T-BILL	06/15/2006	252,000.00	4.229%	252,000.00	252,253.45
06/15/2006	Disburse		-	-	-	(252,253.45)	-
Total	-	-	-	**$252,000.00**	-	-	-

Date And Term Structure

Dated	3/01/2006
Delivery Date	3/23/2006

Final

$17,425,000

City of Parkersburg, West Virginia

Combined Waterworks & Sewerage Revenue Bonds

Series 2006C

Sources & Uses

Dated 06/15/2006 | Delivered 06/15/2006

Sources Of Funds	
Par Amount of Bonds	$17,425,000.00
Transfers from Prior Issue DSR Funds	1,750,000.00
Transfers from Prior Issue Debt Service Funds	427,406.25
Reoffering Premium	121,185.50
Total Sources	$19,723,591.75

Uses Of Funds	
Deposit to Escrow Fund	17,491,012.50
Deposit to Debt Service Reserve Fund (DSRF)	1,705,205.00
Redeem Series B	355,000.00
Insurance - Remaining Payment	168,289.13
Rounding Amount	4,085.12
Total Uses	$19,723,591.75

Forward Test:	
Series C - Par Amount	$17,425,000.00
Less: Series B - Tender Amount	$(355,000.00)
Plus: Original Issue Premium	$121,185.50
Total	$17,191,185.50
Escrow Fund - Securing Series B (MaturingAmount on Conversion Date)	$17,191,185.50
Series A - Par Amount	$17,070,000.00
Plus: Series A - Original Issue Premium	$121,185.50
Total	$17,191,185.50

Crews & Associates, Inc.
Public Finance

Final

$17,425,000

City of Parkersburg, West Virginia

Combined Waterworks & Sewerage Revenue Bonds

Series 2006C

Debt Service Schedule

Date	Principal	Coupon	Interest	Total P+I
09/01/2006	-	-	153,187.50	153,187.50
03/01/2007	-	-	362,812.50	362,812.50
09/01/2007	660,000.00	3.700%	362,812.50	1,022,812.50
03/01/2008	-	-	350,602.50	350,602.50
09/01/2008	1,000,000.00	3.700%	350,602.50	1,350,602.50
03/01/2009	-	-	332,102.50	332,102.50
09/01/2009	1,040,000.00	3.750%	332,102.50	1,372,102.50
03/01/2010	-	-	312,602.50	312,602.50
09/01/2010	1,080,000.00	3.800%	312,602.50	1,392,602.50
03/01/2011	-	-	292,082.50	292,082.50
09/01/2011	1,120,000.00	3.850%	292,082.50	1,412,082.50
03/01/2012	-	-	270,522.50	270,522.50
09/01/2012	1,160,000.00	3.900%	270,522.50	1,430,522.50
03/01/2013	-	-	247,902.50	247,902.50
09/01/2013	1,205,000.00	5.000%	247,902.50	1,452,902.50
03/01/2014	-	-	217,777.50	217,777.50
09/01/2014	1,265,000.00	5.000%	217,777.50	1,482,777.50
03/01/2015	-	-	186,152.50	186,152.50
09/01/2015	1,330,000.00	5.000%	186,152.50	1,516,152.50
03/01/2016	-	-	152,902.50	152,902.50
09/01/2016	1,395,000.00	4.000%	152,902.50	1,547,902.50
03/01/2017	-	-	125,002.50	125,002.50
09/01/2017	1,455,000.00	4.000%	125,002.50	1,580,002.50
03/01/2018	-	-	95,902.50	95,902.50
09/01/2018	1,510,000.00	4.000%	95,902.50	1,605,902.50
03/01/2019	-	-	65,702.50	65,702.50
09/01/2019	1,570,000.00	4.100%	65,702.50	1,635,702.50
03/01/2020	-	-	33,517.50	33,517.50
09/01/2020	1,635,000.00	4.100%	33,517.50	1,668,517.50
Total	**$17,425,000.00**	-	**$6,244,357.50**	**$23,669,357.50**

Yield Statistics

Bond Year Dollars	$148,238.61
Average Life	8.507 Years
Average Coupon	4.2123691%
Net Interest Cost (NIC)	4.1306188%
True Interest Cost (TIC)	4.1143447%
Bond Yield for Arbitrage Purposes	4.2547752%
All Inclusive Cost (AIC)	4.2547752%

IRS Form 8038

Net Interest Cost	4.1193592%
Weighted Average Maturity	8.472 Years

Crews & Associates, Inc.
Public Finance

Final

$17,425,000

City of Parkersburg, West Virginia
Combined Waterworks & Sewerage Revenue Bonds
Series 2006C

Proof Of Bond Yield @ 4.2547752%

Date	Cashflow	PV Factor	Present Value	Cumulative PV
06/15/2006	-	1.0000000x	-	-
09/01/2006	153,187.50	0.9911513x	151,831.99	151,831.99
03/01/2007	362,812.50	0.9705049x	352,111.30	503,943.29
09/01/2007	1,022,812.50	0.9502886x	971,967.03	1,475,910.32
03/01/2008	350,602.50	0.9304934x	326,233.30	1,802,143.62
09/01/2008	1,350,602.50	0.9111105x	1,230,548.14	3,032,691.76
03/01/2009	332,102.50	0.8921314x	296,279.08	3,328,970.83
09/01/2009	1,372,102.50	0.8735477x	1,198,596.95	4,527,567.78
03/01/2010	312,602.50	0.8553510x	267,384.87	4,794,952.66
09/01/2010	1,392,602.50	0.8375335x	1,166,351.19	5,961,303.85
03/01/2011	292,082.50	0.8200870x	239,533.07	6,200,836.92
09/01/2011	1,412,082.50	0.8030040x	1,133,907.93	7,334,744.85
03/01/2012	270,522.50	0.7862769x	212,705.58	7,547,450.43
09/01/2012	1,430,522.50	0.7698981x	1,101,356.62	8,648,807.05
03/01/2013	247,902.50	0.7538606x	186,883.93	8,835,690.98
09/01/2013	1,452,902.50	0.7381571x	1,072,470.36	9,908,161.35
03/01/2014	217,777.50	0.7227808x	157,405.40	10,065,566.74
09/01/2014	1,482,777.50	0.7077247x	1,049,398.33	11,114,965.08
03/01/2015	186,152.50	0.6929823x	129,000.39	11,243,965.47
09/01/2015	1,516,152.50	0.6785470x	1,028,780.74	12,272,746.20
03/01/2016	152,902.50	0.6644124x	101,590.31	12,374,336.52
09/01/2016	1,547,902.50	0.6505722x	1,007,022.31	13,381,358.83
03/01/2017	125,002.50	0.6370203x	79,629.13	13,460,987.96
09/01/2017	1,580,002.50	0.6237507x	985,527.66	14,446,515.62
03/01/2018	95,902.50	0.6107575x	58,573.17	14,505,088.80
09/01/2018	1,605,902.50	0.5980350x	960,385.90	15,465,474.69
03/01/2019	65,702.50	0.5855775x	38,473.91	15,503,948.60
09/01/2019	1,635,702.50	0.5733795x	937,878.26	16,441,826.86
03/01/2020	33,517.50	0.5614356x	18,817.92	16,460,644.78
09/01/2020	1,668,517.50	0.5497405x	917,251.59	17,377,896.37
Total	**$23,669,357.50**	-	**$17,377,896.37**	-

Derivation Of Target Amount

Par Amount of Bonds	$17,425,000.00
Reoffering Premium or (Discount)	121,185.50
Bond Insurance Premium..... (71.1 bp)	(168,289.13)
Original Issue Proceeds	$17,377,896.37

Final

$17,425,000

City of Parkersburg, West Virginia
Combined Waterworks & Sewerage Revenue Bonds
Series 2006C

Debt Service Comparison

Date	Total P+I	DSR	Escrow Fd Int.	Net New D/S	Old Net D/S	Savings
09/01/2006	153,187.50	-	(119,449.18)	33,738.32	427,406.25	393,667.93
09/01/2007	1,385,625.00	-	-	1,385,625.00	1,710,105.00	324,480.00
09/01/2008	1,701,205.00	-	-	1,701,205.00	1,707,890.00	6,685.00
09/01/2009	1,704,205.00	-	-	1,704,205.00	1,706,690.00	2,485.00
09/01/2010	1,705,205.00	-	-	1,705,205.00	1,707,877.50	2,672.50
09/01/2011	1,704,165.00	-	-	1,704,165.00	1,705,835.00	1,670.00
09/01/2012	1,701,045.00	-	-	1,701,045.00	1,709,405.00	8,360.00
09/01/2013	1,700,805.00	-	-	1,700,805.00	1,709,555.00	8,750.00
09/01/2014	1,700,555.00	-	-	1,700,555.00	1,706,000.00	5,445.00
09/01/2015	1,702,305.00	-	-	1,702,305.00	1,707,995.00	5,690.00
09/01/2016	1,700,805.00	-	-	1,700,805.00	1,705,930.00	5,125.00
09/01/2017	1,705,005.00	-	-	1,705,005.00	1,704,805.00	(200.00)
09/01/2018	1,701,805.00	-	-	1,701,805.00	1,704,185.00	2,380.00
09/01/2019	1,701,405.00	-	-	1,701,405.00	3,458,780.00	1,757,375.00
09/01/2020	1,702,035.00	(1,705,205.00)	-	(3,170.00)	-	3,170.00
Total	**$23,669,357.50**	**(1,705,205.00)**	**(119,449.18)**	**$21,844,703.32**	**$24,372,458.75**	**$2,527,755.43**

PV Analysis Summary (Net to Net)

Gross PV Debt Service Savings	814,322.63
Effects of changes in DSR investments	937,420.19
Net PV Cashflow Savings @ 4.255%(Bond Yield)	1,751,742.82
Transfers from Prior Issue Debt Service Fund	(427,406.25)
Amount deposited into Construction Fund	17,491,012.50
Contingency or Rounding Amount	4,085.12
Other Costs	(17,063,606.25)
Net Present Value Benefit	$1,755,827.94
Net PV Benefit / $16,690,000 - Refunded Principal	10.520%
Average Annual Cash Flow Savings	168,517.03

Refunding Bond Information

Refunding Dated Date	6/15/2006
Refunding Delivery Date	6/15/2006

Crews & Associates, Inc.
Public Finance

Final

$17,425,000

City of Parkersburg, West Virginia
Combined Waterworks & Sewerage Revenue Bonds
Series 2006C

Debt Service Comparison

Date	Total P+I	DSR	Escrow Fd Int.	Net New D/S	Old Net D/S	Savings
06/30/2006	-	-	-	-	-	-
06/30/2007	516,000.00	-	(119,449.18)	396,550.82	1,282,528.75	885,977.93
06/30/2008	1,373,415.00	-	-	1,373,415.00	1,709,565.00	336,150.00
06/30/2009	1,682,705.00	-	-	1,682,705.00	1,705,065.00	22,360.00
06/30/2010	1,684,705.00	-	-	1,684,705.00	1,707,627.50	22,922.50
06/30/2011	1,684,685.00	-	-	1,684,685.00	1,707,440.00	22,755.00
06/30/2012	1,682,605.00	-	-	1,682,605.00	1,708,047.50	25,442.50
06/30/2013	1,678,425.00	-	-	1,678,425.00	1,709,907.50	31,482.50
06/30/2014	1,670,680.00	-	-	1,670,680.00	1,708,347.50	37,667.50
06/30/2015	1,668,930.00	-	-	1,668,930.00	1,707,505.00	38,575.00
06/30/2016	1,669,055.00	-	-	1,669,055.00	1,707,470.00	38,415.00
06/30/2017	1,672,905.00	-	-	1,672,905.00	1,703,375.00	30,470.00
06/30/2018	1,675,905.00	-	-	1,675,905.00	1,705,075.00	29,170.00
06/30/2019	1,671,605.00	-	-	1,671,605.00	1,707,135.00	35,530.00
06/30/2020	1,669,220.00	-	-	1,669,220.00	2,603,370.00	934,150.00
06/30/2021	1,668,517.50	(1,705,205.00)	-	(36,687.50)	-	36,687.50
Total	**$23,669,357.50**	**(1,705,205.00)**	**(119,449.18)**	**$21,844,703.32**	**$24,372,458.75**	**$2,527,755.43**

PV Analysis Summary (Net to Net)

Gross PV Debt Service Savings	814,322.63
Effects of changes in DSR investments	937,420.19
Net PV Cashflow Savings @ 4.255%(Bond Yield)	1,751,742.82
Transfers from Prior Issue Debt Service Fund	(427,406.25)
Amount deposited into Construction Fund	17,491,012.50
Contingency or Rounding Amount	4,085.12
Other Costs	(17,063,606.25)
Net Present Value Benefit	$1,755,827.94
Net PV Benefit / $16,690,000 - Refunded Principal	10.520%
Average Annual Cash Flow Savings	168,517.03

Refunding Bond Information

Refunding Dated Date	6/15/2006
Refunding Delivery Date	6/15/2006

Crews & Associates, Inc.
Public Finance

Final

$17,425,000

City of Parkersburg, West Virginia

Combined Waterworks & Sewerage Revenue Bonds

Series 2006C

Pricing Summary

Maturity	Type of Bond	Coupon	Yield	Maturity Value	Price	Dollar Price
09/01/2007	Serial Coupon	3.700%	3.696%	660,000.00	100.000%	660,000.00
09/01/2008	Serial Coupon	3.700%	3.740%	1,000,000.00	99.911%	999,110.00
09/01/2009	Serial Coupon	3.750%	3.749%	1,040,000.00	100.000%	1,040,000.00
09/01/2010	Serial Coupon	3.800%	3.799%	1,080,000.00	100.000%	1,080,000.00
09/01/2011	Serial Coupon	3.850%	3.849%	1,120,000.00	100.000%	1,120,000.00
09/01/2012	Serial Coupon	3.900%	3.899%	1,160,000.00	100.000%	1,160,000.00
09/01/2013	Serial Coupon	5.000%	3.950%	1,205,000.00	106.527%	1,283,650.35
09/01/2014	Serial Coupon	5.000%	4.000%	1,265,000.00	106.934%	1,352,715.10
09/01/2015	Serial Coupon	5.000%	4.050%	1,330,000.00	107.237%	1,426,252.10
09/01/2016	Serial Coupon	4.000%	4.120%	1,395,000.00	99.002%	1,381,077.90
09/01/2017	Serial Coupon	4.000%	4.200%	1,455,000.00	98.221%	1,429,115.55
09/01/2018	Serial Coupon	4.000%	4.240%	1,510,000.00	97.725%	1,475,647.50
09/01/2019	Serial Coupon	4.100%	4.280%	1,570,000.00	98.192%	1,541,614.40
09/01/2020	Serial Coupon	4.100%	4.320%	1,635,000.00	97.676%	1,597,002.60
Total	-	-	-	**$17,425,000.00**	-	**$17,546,185.50**

Crews & Associates, Inc.
Public Finance

Final

$17,425,000

City of Parkersburg, West Virginia
Combined Waterworks & Sewerage Revenue Bonds
Series 2006C

Escrow Fund

Date	Principal	Rate	Interest	-Transfers	Receipts	Disbursements	Cash Balance
06/15/2006	-	3.2500000%	-	-	-	-	-
09/01/2006	17,491,012.50	3.2500000%	119,449.18	(119,449.18)	17,491,012.50	17,491,012.50	-
Total	$17,491,012.50	-	$119,449.18	(119,449.18)	$17,491,012.50	$17,491,012.50	-

Investment Parameters

Investment Model [PV, GIC, or Securities]	GIC
Default investment yield target	User Defined
Cost of Investments Purchased with Bond Proceeds	17,491,012.50
Total Cost of Investments	$17,491,012.50
Target Cost of Investments at bond yield	$17,336,239.59
Yield to Receipt	3.2500001%
Yield for Arbitrage Purposes	4.2547752%

Final

$17,425,000

City of Parkersburg, West Virginia
Combined Waterworks & Sewerage Revenue Bonds
Series 2006C

Derivation Of Insurance Premium

Maturity	Type	Coupon	Yield	Gross P+I	Fee	Premium
09/01/2007	Serial	3.700%	3.696%	689,575.33	0.790%	5,447.65
09/01/2008	Serial	3.700%	3.740%	1,081,811.11	0.790%	8,546.31
09/01/2009	Serial	3.750%	3.749%	1,165,233.33	0.790%	9,205.34
09/01/2010	Serial	3.800%	3.799%	1,252,824.00	0.790%	9,897.31
09/01/2011	Serial	3.850%	3.849%	1,344,703.11	0.790%	10,623.15
09/01/2012	Serial	3.900%	3.899%	1,440,990.67	0.790%	11,383.83
09/01/2013	Serial	5.000%	3.950%	1,639,469.44	0.790%	12,951.81
09/01/2014	Serial	5.000%	4.000%	1,784,352.78	0.790%	14,096.39
09/01/2015	Serial	5.000%	4.050%	1,942,538.89	0.790%	15,346.06
09/01/2016	Serial	4.000%	4.120%	1,964,780.00	0.790%	15,521.76
09/01/2017	Serial	4.000%	4.200%	2,107,486.67	0.790%	16,649.14
09/01/2018	Serial	4.000%	4.240%	2,247,551.11	0.790%	17,755.65
09/01/2019	Serial	4.100%	4.280%	2,420,399.22	0.790%	19,121.15
09/01/2020	Serial	4.100%	4.320%	2,587,641.83	0.790%	20,442.37
Total	-	-	-	**$23,669,357.50**	-	**$186,987.92**

INSURANCE PREMIUM

Insurance - Upfront	18,698.79
Insurance - Remaining	168,289.13
Total	186,987.92

Final

$17,425,000

City of Parkersburg, West Virginia
Combined Waterworks & Sewerage Revenue Bonds
Series 2006C

Derivation Of Form 8038 Yield Statistics

Maturity	Issuance Value	Price	Issuance PRICE	Exponent	Bond Years
06/15/2006	-	-	-	-	-
09/01/2007	660,000.00	100.000%	660,000.00	1.2111111x	799,333.33
09/01/2008	1,000,000.00	99.911%	999,110.00	2.2111111x	2,209,143.22
09/01/2009	1,040,000.00	100.000%	1,040,000.00	3.2111111x	3,339,555.56
09/01/2010	1,080,000.00	100.000%	1,080,000.00	4.2111111x	4,548,000.00
09/01/2011	1,120,000.00	100.000%	1,120,000.00	5.2111111x	5,836,444.44
09/01/2012	1,160,000.00	100.000%	1,160,000.00	6.2111111x	7,204,888.89
09/01/2013	1,205,000.00	106.527%	1,283,650.35	7.2111111x	9,256,545.30
09/01/2014	1,265,000.00	106.934%	1,352,715.10	8.2111111x	11,107,293.99
09/01/2015	1,330,000.00	107.237%	1,426,252.10	9.2111111x	13,137,366.57
09/01/2016	1,395,000.00	99.002%	1,381,077.90	10.2111111x	14,102,339.89
09/01/2017	1,455,000.00	98.221%	1,429,115.55	11.2111111x	16,021,973.22
09/01/2018	1,510,000.00	97.725%	1,475,647.50	12.2111111x	18,019,295.58
09/01/2019	1,570,000.00	98.192%	1,541,614.40	13.2111111x	20,366,439.13
09/01/2020	1,635,000.00	97.676%	1,597,002.60	14.2111111x	22,695,181.39
Total	**$17,425,000.00**	-	**$17,546,185.50**	-	**$148,643,800.52**

IRS Form 8038

Weighted Average Maturity = Bond Years/Issue Price	8.472 Years
Total Interest from Debt Service	6,244,357.50
Reoffering (Premium) or Discount	(121,185.50)
Total Interest	6,123,172.00
NIC = Interest / (Issue Price * Average Maturity)	4.1193592%
Bond Yield for Arbitrage Purposes	4.2547752%

Final

$17,060,000

City of Parkersburg, West Virginia

Combined Waterworks & Sewerage Revenue Bonds

Series 1996

Debt Service To Maturity And Call

Date	Princ. to Call	Premium	D/S To Call	Principal	Coupon	Interest	D/S To Maturity
09/01/2006	16,690,000.00	326,200.00	17,491,012.50	380,000.00	5.100%	474,812.50	854,812.50
03/01/2007	-	-	-	390,000.00	5.200%	465,122.50	855,122.50
09/01/2007	-	-	-	400,000.00	5.200%	454,982.50	854,982.50
03/01/2008	-	-	-	410,000.00	5.500%	444,582.50	854,582.50
09/01/2008	-	-	-	420,000.00	5.500%	433,307.50	853,307.50
03/01/2009	-	-	-	430,000.00	5.500%	421,757.50	851,757.50
09/01/2009	-	-	-	445,000.00	5.500%	409,932.50	854,932.50
03/01/2010	-	-	-	455,000.00	5.500%	397,695.00	852,695.00
09/01/2010	-	-	-	470,000.00	5.500%	385,182.50	855,182.50
03/01/2011	-	-	-	480,000.00	5.700%	372,257.50	852,257.50
09/01/2011	-	-	-	495,000.00	5.700%	358,577.50	853,577.50
03/01/2012	-	-	-	510,000.00	5.700%	344,470.00	854,470.00
09/01/2012	-	-	-	525,000.00	5.700%	329,935.00	854,935.00
03/01/2013	-	-	-	540,000.00	5.700%	314,972.50	854,972.50
09/01/2013	-	-	-	555,000.00	5.700%	299,582.50	854,582.50
03/01/2014	-	-	-	570,000.00	5.800%	283,765.00	853,765.00
09/01/2014	-	-	-	585,000.00	5.800%	267,235.00	852,235.00
03/01/2015	-	-	-	605,000.00	5.800%	250,270.00	855,270.00
09/01/2015	-	-	-	620,000.00	5.800%	232,725.00	852,725.00
03/01/2016	-	-	-	640,000.00	5.800%	214,745.00	854,745.00
09/01/2016	-	-	-	655,000.00	5.800%	196,185.00	851,185.00
03/01/2017	-	-	-	675,000.00	5.800%	177,190.00	852,190.00
09/01/2017	-	-	-	695,000.00	5.800%	157,615.00	852,615.00
03/01/2018	-	-	-	715,000.00	5.800%	137,460.00	852,460.00
09/01/2018	-	-	-	735,000.00	5.800%	116,725.00	851,725.00
03/01/2019	-	-	-	760,000.00	5.800%	95,410.00	855,410.00
09/01/2019	-	-	-	2,530,000.00	5.800%	73,370.00	2,603,370.00
Total	**$16,690,000.00**	**$326,200.00**	**$17,491,012.50**	**$16,690,000.00**	**-**	**$8,109,865.00**	**$24,799,865.00**

Crews & Associates, Inc.
Public Finance

Greg Isaacs

From: Matt Rothman [mattr@cdrfp.com]
Sent: Thursday, March 02, 2006 4:28 PM
To: Michael Lambert
Cc: Greg Isaacs; John Stump
Subject: City of Parkersburg Escrow Bids
Attachments: Parkersburg Escrow Faxed Bids.pdf

Attached are the Parkersburg escrow bids that were faxed by the providers. Note the security is a treasury bill, cusip # 912795XG1. Let me know if you have any questions. Thanks.

Matt Rothman
Vice President
CDR Financial Products, Inc.
9777 Wilshire Blvd. #800
Beverly Hills, CA 90212
Phone: (310) 273-9384
Fax: (310) 273-7767
mattr@cdrfp.com

$17,415,000
The City of Parkersburg (West Virginia)
Taxable Combined Waterworks and Sewerage System Refunding Revenue Bonds
Series of 2006 A

$320,000
The City of Parkersburg (West Virginia)
Taxable Combined Waterworks and Sewerage System Refunding Revenue Bonds
Series of 2006 B

Letter of Acceptance

We hereby confirm our competitive bid and commit to provide the security(ies) as defined in the Request for Quotations at the following cost subject to all the terms and conditions stated in the foregoing Request for Quotations. We have read and understand all of the terms and conditions stated in the foregoing Request for Quotations and, unless otherwise stated in writing below, agree to all of such terms in their entirety if we are awarded the investment.

In making this bid we represent:

1. We are a reasonably competitive provider of securities of the type described in the Request for Quotations.
2. CDR Financial Products, Inc. has not provided us any information that induced us to bid a yield/amount lower than the yield/amount induced by the Request for Quotations.
3. The yield/amount bid is at least equal to the yield/amount that we would offer for securities comparable to that set forth in the Request for Quotations to other persons from a source of funds other than the gross proceeds of an issue of tax-exempt bonds.
4. We did not consult with any other potential provider about our bid.
5. The bid was determined without regard to any other formal or informal agreement with the City or any other person (whether or not in connection with the bond issue).
6. Our bid is not being submitted solely as a courtesy to the City or any other persons for purposes of satisfying the requirements of the applicable Treasury Regulations.
7. We received the Request for Quotations in a timely manner.

Up-Front Deposit Amount: $ [redacted] 17,271,431.34

Net Yield: 4.330097%

Firm: Cantor Fitzgerald By: [signature] Chris Cerey
Signature of Authorized Representative

Title: Director

** TOTAL PAGE.01 **

$17,415,000
The City of Parkersburg (West Virginia)
Taxable Combined Waterworks and Sewerage System Refunding Revenue Bonds
Series of 2006 A

$320,000
The City of Parkersburg (West Virginia)
Taxable Combined Waterworks and Sewerage System Refunding Revenue Bonds
Series of 2006 B

Letter of Acceptance

We hereby confirm our competitive bid and commit to provide the security(ies) as defined in the Request for Quotations at the following cost subject to all the terms and conditions stated in the foregoing Request for Quotations. We have read and understand all of the terms and conditions stated in the foregoing Request for Quotations and, unless otherwise stated in writing below, agree to all of such terms in their entirety if we are awarded the investment.

In making this bid we represent:

1. We are a reasonably competitive provider of securities of the type described in the Request for Quotations.
2. CDR Financial Products, Inc. has not provided us any information that induced us to bid a yield/amount lower than the yield/amount induced by the Request for Quotations.
3. The yield/amount bid is at least equal to the yield/amount that we would offer for securities comparable to that set forth in the Request for Quotations to other persons from a source of funds other than the gross proceeds of an issue of tax-exempt bonds.
4. We did not consult with any other potential provider about our bid.
5. The bid was determined without regard to any other formal or informal agreement with the City or any other person (whether or not in connection with the bond issue).
6. Our bid is not being submitted solely as a courtesy to the City or any other persons for purposes of satisfying the requirements of the applicable Treasury Regulations.
7. We received the Request for Quotations in a timely manner.

Up-Front Deposit Amount: $ 17,273,479.33

Net Yield: _____ %

Firm: Jefferies

By: _____
Signature of Authorized Representative

Title: _____

$17,415,000
The City of Parkersburg (West Virginia)
Taxable Combined Waterworks and Sewerage System Refunding Revenue Bonds
Series of 2006 A

$320,000
The City of Parkersburg (West Virginia)
Taxable Combined Waterworks and Sewerage System Refunding Revenue Bonds
Series of 2006 B

Letter of Acceptance

We hereby confirm our competitive bid and commit to provide the security(ies) as defined in the Request for Quotations at the following cost subject to all the terms and conditions stated in the foregoing Request for Quotations. We have read and understand all of the terms and conditions stated in the foregoing Request for Quotations and, unless otherwise stated in writing below, agree to all of such terms in their entirety if we are awarded the investment.

In making this bid we represent:

1. We are a reasonably competitive provider of securities of the type described in the Request for Quotations.
2. CDR Financial Products, Inc. has not provided us any information that induced us to bid a yield/amount lower than the yield/amount induced by the Request for Quotations.
3. The yield/amount bid is at least equal to the yield/amount that we would offer for securities comparable to that set forth in the Request for Quotations to other persons from a source of funds other than the gross proceeds of an issue of tax-exempt bonds.
4. We did not consult with any other potential provider about our bid.
5. The bid was determined without regard to any other formal or informal agreement with the City or any other person (whether or not in connection with the bond issue).
6. Our bid is not being submitted solely as a courtesy to the City or any other persons for purposes of satisfying the requirements of the applicable Treasury Regulations.
7. We received the Request for Quotations in a timely manner.

Up-Front Deposit Amount: $17,275,717.85

Net Yield: 4.29 %

Firm: UBS Securities LLC By: [signature]
Signature of Authorized Representative

Title: AD Dir

CANTOR Fitzgerald
Established 1945
110 E59th Street, New York, NY 10022
www.cantor.com (212)610-2452

CONFIRMATION

THANK YOU… for letting us serve you. Your cancelled check is your receipt.
No receipt will be forwarded unless requested.
Amount due or securities due must be received in our office on or before settlement date shown below. Retain this original for your records and tax purposes.

POSSIBLE DUPLICATE CONFIRMATION

Account Number: 70129838 **Name:** UNITED BANK **Date:** 03/07/2006

UNITED BANK
CUSTODIAN FOR THE CITY OF PARKERSBURG,VA
A/C #367963
514 MARKET STREET
PO BOX 1508PARKERSBURG VA 26101

Special Delivery Instructions

BK OF NYC
367963

WE CONFIRM THE FOLLOWING TRANSACTIONS:

Symbol	T*	Mkt*	Trans No.	Cap*	Inst*	Trade Date	Settle Date	Ofc	RR	Coupon/ Maturity	Security Description
	1	G	G7003	2	V	03/02/2006	03/23/2006	NY	CC	06/15/2006	US TBILL 0 06/15/06 CPR: 12/15/2005
ENTRY DATE: 03/07/2006 You BOUGHT	Quantity		Cusip	Price		Principal	State Tax /Int	Comm		Sec. Fee	YIELD TO MATURITY 4.37565 MATURITY DATE:06/15/2006 BOOK ENTRY
	17443000		912795XG1	99.013158		17,270,865.31	0.00	0.00		0.00	Misc. 0.00 Net Amount: 17,270,865.31

Account Number : 70129838 **Name :** UNITED BANK **Date:** 03/07/2006

IF THE INFORMATION IN THIS CONFIRMATION IS INCORRECT, PLEASE NOTIFY US IMMEDIATELY

It is agreed between Cantor Fitzgerald & Co. introducing broker (if any), and customer as follows:

(1.) That all orders are entered and executed subject to the rules, regulations, customs of the market or exchange (selected by Cantor Fitzgerlad & Co. in its discretion) where order is entered, a clearing house if any, and to the provisions of the Securities Exchange Act of 1934, and the rules and regulations of the Securities and Exchange Commission and of the Federal Reserve Board, and also in accordance with the requirements of the National Association of Securities Dealers, Inc., where applicable.

(2.) THISTRANSACTION IS CONFIRMED WITH THE UNDERSTANDING THAT SECURITIES PURCHASED ARE TO BE PAID FOR AND SECURITIES SOLD ARE TO BE DELIVERED. ALL TRANSACTION ARE SUBJECT TO THE RULES AND CUSTOMS OF THE INDUSTRY.

(3.) That CantorFitzergald & Co, may whenever in its judgement it appears necessary for its protection and without any further notice, close out the custome's account or accounts, in whole or in part by selling the securities therein held at public or private sale without any tender to the customer of the securities sold, or by buying at public or private sale any or all securities sold but not received from the customer for delivery.

(4.) In the iterim of the receiving payment for the securities purchased these securities are or may be hypothecated under circumstance which will permit commingling thereof with securites carried for the account of other customers. Also, unless payment is received by the payment date shown, interest at the current rate, may be charged.

(5.) Reports of the the execution of the orders and statements of this account will be conclusive if not objected to by customer in writing, the former within two days, and the later within ten days after forwarding such report or statement to the customer by mail or otherwise.

(6.) That all information given by Cantor Fitzgerald & Co. or its representative as to the financial or other responsibility of individuals, firms or corporations, or as to values or prospects of stocks, bonds or other property or other similar information, is based upon opinion only & Cantor Fitzgerald & Co. assumes no responsibility.

(7.) The time of the execution of this transaction will be furnished upon customers request. If Cantor Fitzgerald & Co. acted as customers agent, the name of the other party to the transaction will be furnished upon customers written request.

(8.) The customer will promptly pay or deliver, in good delivery form to Cantor Fitzgerald & Co. any dividend, interest or distribution whether in cash, stock, rights of other properties, received by the customer after a sale is made by the customer before an ex-dividend, ex-interest, or ex-distribution date applicable to such dividend,interest or distribution.

(9.) Debt, securities, transactions-call features may exist permitting redemptionin whole or in part which could affect yield represented. Additional information available upon request.

(10.) Cantor Fitzgerald & Co. and/or its representatives, including introductin brokers, may from time to time have a long or short position and buy or sell securities of this issuer.

(11.) This agreement shall be construed in accordance with the laws of the State of California.

(12.) For institutional customers and institutional size orders: To facilitate the execution of institutional customer and institutional size orders on a not held basis, you agree that when you place such orders, we may trade for our firm account at prices equal to or better than the prices at which we execute this orders. All information in connection with any such trade is available is upon request.

(13.) Collateralized Mortgage Obligations/Asset Backed Securities: A mortage/asset backed backed security represents an interest in or is secured by pool of financial assets that may be subject to continous repayment. The actual yield may vary based on prepayment rates. Information concerning factors that affect yield will be furnished upon written request.

(14.) Ratings information is provided based on good faith inquiry of selected sources, but its accuracy of completeness cannot be guaranteed.

(15.) When Issued or When Distributed Transactions: The information contained here inis an estimate based upon information available at the time of your order. The final figures will be forwarded to you when obtainaible upon issue or delivery. Such transactions shall be settled at such time, place and in such manner and by delivery of such securities and/or property as determined by the exchangeor association to whose requirements the transaction is subject, or shall be cancelled if such exchange or association shall so determine. Cantor Fitzgeral may demand deposits to secure this transaction & reserves the right to close this transaction upon failure of the customer to tender such deposit.

(16.) Collateralized Mortage Obligations/Asset Backed Securities: A mortgage/asset backed security represent an interest in or issecured by the pool offinancial asset that may be subject to continous repayment. The actual yield may vary based upon repayment rates. Information concerning fators that affect yield will be furnished upon written request.

(17.) Municipal Securities Transactions: disclosure of the contra side and source of any remuneration received or to be received from any person other thancustomer will be available to customer upon written request when Cantor Fitzgerald & Co. acts either as agent for the customer or as agent for both the customer and another person.

T* Type of Account

1.Cash	5.Future
2.Margin	6.Funding
3.Short	7-9 OtherTypes
4.Spec.Subscription	0.BrokerDealer

Mkt Market in which the transaction was Executed

1.New York Stock Exchange, Inc.
2.American Stock Exchange, Inc.
3.OtherExchanges
5.Chicago Board Option Exchange Inc
O.Over the Counter
N.Over the Counter/NSCC
Other market codes available upon request

Inst* Instructions

Buys	Sells
D.Transfer and Ship	P.Remit to Customer Trade for Trade
S.Hold in Street Name	H.Hold in account
H.Transfer and Hold	D.Remit Difference Check
I. Advise Customer	M.Sweep Internal
V.Delivery vs. Payment	V.Payment vs. Delivery
R.Hold for Special Instructions	I.Hold for Special Instructions

Cap* Capacity in which the Firm Acted

D.As Agent for you we have sold or bought this security
2.As principal we have sold to you or bought from you this security
9.As agent for both buyer and seller. Upon written requests, we will furnish information concerning any other remuneration received by us in this transaction
6.As (Riskless) Principal disclosing commission equivalent under the heading "commission" above.
I.Mixed Capacity: "As both agent and principal. Details available upon request."

Explanation of Special Conditions, If Any

A.This transaction is part of a registered underwriting and your acceptance of this Confirmation acknowledges receipt of the prospectus.
B.This transaction is part of a secondary or special offering and our compensation is a concession in price allowed by the offeror
C.On Zero coupon, compound interest and multiplier securities: No periodic payments- Callable below market value without notice by mail to holder unless registered

$17,425,000

The City of Parkersburg
Tax-Exempt Combined Waterworks and
Sewerage System Refunding Revenue Bonds, Series 2006 C

CROSS-RECEIPT FOR SERIES 2006 C BONDS AND BOND PROCEEDS

The undersigned Vice President of CREWS & ASSOCIATES, INC. and the undersigned Senior Vice President of FERRIS, BAKER WATTS, INCORPORATED (collectively, the "Underwriters"), for and on behalf of the Underwriters, and the undersigned Chairman of The City of Parkersburg (the "Issuer"), for and on behalf of the Issuer, hereby certify as follows:

1. On the 15th day of June, 2006, in New York, New York, the Underwriters received the entire original issue of $17,425,000 in aggregate principal amount of The City of Parkersburg (West Virginia)Tax-Exempt Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 2006 C (the "Bonds"). The Bonds, as so received on original issuance, are dated June 15, 2006, are in fully registered form, are numbered from CR-1 upward in order of maturity, and are registered in the name of "CEDE & CO."

2. At the time of such receipt of the Bonds upon original issuance, they had been executed by Robert D. Newell, Mayor of the Issuer, and the official seal of the Issuer had been impressed upon such Bonds and attested by Connie Shaffer, City Clerk of the Issuer, by their respective manual signatures, and the Bonds have each been manually authenticated by an authorized officer of United Bank, Inc., as Registrar.

3. The Issuer has received and hereby acknowledges receipt from the Underwriters, as the original purchasers of the Bonds, of the proceeds of the Bonds, as follows:

Par Amount of Bonds	$17,425,000.00
Reoffering Premium	121,185.50
Purchase Price	$17,546,185.50

Payment for the Bonds was made by delivery to the Issuer of its Taxable Sewer Taxable Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 2006 A and Taxable Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 2006 B in exchange for the Bonds.

WITNESS our signatures on this 15th day of June, 2006.

CREWS & ASSOCIATES, INC.

By: _____
Its: Vice President

FERRIS, BAKER WATTS, INCORPORATED

By: _____ For Marie L. Prezioso
Its: Senior Vice President

THE CITY OF PARKERSBURG

By: _____
Its: Mayor

04.18.06
686870.00017

STEPTOE & JOHNSON PLLC
ATTORNEYS AT LAW
Clarksburg Charleston Morgantown Martinsburg Wheeling Huntington

Bank One Center, 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

June 15, 2006

The City of Parkersburg
Tax-Exempt Combined Waterworks and Sewerage System
Refunding Revenue Bonds, Series 2006 C

The City of Parkersburg
Parkersburg, West Virginia

Financial Guaranty Insurance Company
New York, New York

Crews & Associates, Inc.
Charleston, West Virginia

Ferris, Baker Watts, Incorporated
Charleston, West Virginia

Ladies and Gentlemen:

We have examined a record of proceedings relating to the issuance by The City of Parkersburg, West Virginia (the "Issuer") of its $17,425,000 aggregate principal amount of Tax-Exempt Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 2006 C (the "Series 2006 C Bonds").

The Series 2006 C 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 8, Article 20 and Chapter 13, Article 2E of the West Virginia Code of 1931, as amended (collectively, the "Act"), and a Bond Ordinance duly enacted by the Issuer on December 13, 2005, as supplemented by a Supplemental Parameters Resolution duly adopted by the Issuer on December 27, 2005, and a Second Supplemental Resolution duly adopted by the Issuer on March 14, 2006 (collectively, the "Ordinance"), and are subject to all the terms and conditions of the Ordinance. All capitalized terms used herein and not otherwise defined shall have the meanings set forth in the Ordinance when used herein.

The Series 2006 C Bonds are issued in fully registered form, are dated June 15, 2006, upon original issuance, mature on September 1 in the years and amounts and bear interest payable each March 1 and September 1, commencing September 1, 2007, as set forth in the Ordinance.

The Series 2006 C Bonds shall be subject to optional redemption on or after September 1, 2015, at par.

TERRALEX
The Worldwide Network of Independent Law Firms

The Ordinance provides that the Series 2006 C Bonds are issued for the purpose of currently refunding the Issuer's Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 1996 (the "Series 1996 Bonds") on their first permitted redemption date, being June 15, 2006.

The Series 2006 Bonds have been sold to Crews & Associates, Inc. and Ferris, Baker Watts, Incorporated (collectively, the "Original Purchaser"), pursuant to a Bond Purchase Agreement dated March 2, 2006, and accepted by the Issuer (the "Bond Purchase Agreement").

As to questions of fact material to our opinion, we have relied upon representations of the Issuer, the Original Purchaser and other entities contained in the Ordinance and the Continuing Disclosure Certificate and in the certified proceedings and other certifications of certain officials furnished to us without undertaking to verify the same by independent investigation.

Based upon the foregoing, and assuming compliance with the covenants and representations of the Issuer and others set forth in the Ordinance, the Escrow Agreement and the Registrar's Agreement and such certifications, we are of the opinion, under existing law, that:

1. The Issuer is a duly organized and validly existing municipal corporation under and pursuant to the laws of the State of West Virginia, with full power and authority to adopt and enact the Ordinance, enter into the Escrow Agreement, the Bond Purchase Agreement and the Continuing Disclosure Agreement, perform its obligations under the terms and provisions thereof and to issue and sell the Series 2006 C Bonds, all under the provisions of the Act and other applicable provisions of law.

2. The Issuer, through its governing body, has legally and effectively adopted and enacted the Ordinance, has authorized, executed and delivered the Escrow Agreement, the Bond Purchase Agreement and the Continuing Disclosure Agreement and has issued and delivered the Series 2006 Bonds to the Purchaser pursuant to the Bond Purchase Agreement. The Ordinance is in full force and effect as of the date hereof.

3. Assuming due authorization, execution and delivery by the other parties thereto, the Escrow Agreement, the Bond Purchase Agreement and the Continuing Disclosure Agreement constitute valid, legal, binding and enforceable instruments of the Issuer in accordance with their respective terms.

4. The Series 2006 C Bonds have been duly authorized, executed and delivered by the Issuer and, assuming proper authentication, constitute valid and legally enforceable limited obligations of the Issuer, payable from, and secured by a lien on, the Net Revenues of the System, on a parity with the Issuer's outstanding (1) Combined Waterworks and Sewerage System Revenue Bonds, Series 2003 A (West Virginia Infrastructure Fund), dated March 4, 2003, issued in the original aggregate principal amount of $4,000,000 (the "Series 2003 A Bonds"), (2) Combined Waterworks and Sewerage System Revenue Bonds, Series 2003 B (West Virginia Water Development Authority), dated March 4, 2003, issued in the original aggregate principal amount of $3,250,000 (the "Series 2003 B Bonds"), (3) Combined Waterworks and Sewerage System Revenue Bonds, Series 2003 D (West Virginia Infrastructure Fund), dated August 4, 2003, issued in the original aggregate principal amount of $926,000 (the "Series 2003 D Bonds"), (4) Combined Waterworks and Sewerage System Revenue Bonds, Series 2003 E (West Virginia SRF Program), dated August 4, 2003, issued in the original aggregate principal amount of $4,326,705 (the "Series 2003 E Bonds"), and (5) Combined Waterworks and Sewerage System Revenue Bonds, Series 2005 A, dated August 1, 2005, issued in the original aggregate principal amount of $34,950,000 (the "Series 2005 A Bonds") (collectively, the "Prior Bonds"), and enforceable in accordance with their terms and the terms of the Ordinance, and are entitled to the benefits of the Ordinance and the Act.

5. The Series 1996 Bonds have been paid within the meaning and with the effect expressed in the Ordinance, as supplemented, pursuant to which they were issued, and the covenants, agreements and other obligations of the Issuer to the holders and owners of the Series 1996 Bonds have been satisfied and discharged. In rendering the opinion set forth in this paragraph 5, we have relied upon the verification report of certain independent certified public accountants that the proceeds of the Bonds are sufficient to pay the entire outstanding principal of, premium, if any, and interest, not otherwise paid, on the Series 1996 Bonds on the date hereof, being the redemption date of the Series 1996 Bonds.

6. Under existing laws, regulations, published rulings and judicial decisions of the United States of America, as presently written and applied, the interest on the Series 2006 C Bonds (including original issue discount properly allocable to owners of the Bonds) is excludable from gross income of the holders thereof for federal income tax purposes and is not an item of tax preference for purposes of the federal alternative minimum tax imposed upon individuals and corporations. It should be noted, however, that for the purpose of computing the alternative minimum tax on corporations (as defined for federal income tax purposes), such interest is taken into account in determining adjusted current earnings. Ownership of tax-exempt obligations, including the Series 2006 C Bonds, may result in collateral federal income tax consequences to certain taxpayers, including without limitation, financial institutions, property and casualty insurance companies, individual recipients of

Social Security or Railroad Retirement benefits, and taxpayers who may be deemed to have incurred or continued indebtedness to purchase or carry such obligations. We offer no opinion as to such collateral tax consequences or any other federal tax consequences arising with respect to the Series 2006 C Bonds. Prospective purchasers of the Bonds should consult their own tax advisors as to such consequences. The opinions set forth above are subject to the condition that the Issuer comply, on a continuing basis, with all requirements of the Internal Revenue Code of 1986, as amended, and regulations thereunder (collectively, 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 with all certifications, covenants and representations which may affect the excludability from gross income of the interest on the Series 2006 C Bonds set forth in the Resolution, the Escrow Agreement and the certifications of the Issuer and others. Failure to comply with such Code provisions or such certifications, covenants and representations could cause the interest on the Series 2006 C Bonds to be includable in gross income retroactive to the date of issuance of the Series 2006 C Bonds.

7. Under the Act, the Series 2006 C Bonds are exempt from taxation by the State of West Virginia, and the other taxing bodies of the State, and the interest on the Series 2006 C Bonds is exempt from personal and corporate net income taxes imposed directly thereon by the State of West Virginia.

8. The Series 2006 C Bonds are exempted securities within the meaning of Section 3(a)(2) of the Securities Act of 1933, as amended, and the West Virginia Uniform Securities Act, as amended, and it is not necessary, in connection with the public offering and sale of the Series 2006 C Bonds, to register any securities under said Securities Acts.

It is to be understood that the rights of the holders of the Series 2006 C Bonds and the enforceability of the Series 2006 C Bonds, the Ordinance, the Escrow Agreement, the Bond Purchase Agreement and the Continuing Disclosure Agreement, and the liens, pledges, rights or remedies with respect thereto, are subject to and may be 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 application of public policy, general principles of equity and the exercise of judicial discretion in appropriate cases.

We do not express any opinion as to the sufficiency or accuracy of the material, information or financial statements which are set forth in the official statement prepared and used in connection with the offering and sale of the Series 2006 C Bonds.

We have examined the executed and authenticated Series 2006 C Bonds of said issue, and in our opinion, said Series 2006 C Bonds are in proper form and have been duly executed and authenticated.

Very truly yours,

STEPTOE & JOHNSON PLLC

04.18.06
686870.00017

$17,425,000

THE CITY OF PARKERSBURG
TAX-EXEMPT COMBINED WATERWORKS AND
SEWERAGE SYSTEM REFUNDING REVENUE BONDS, SERIES 2006 C

GENERAL CERTIFICATE OF THE ISSUER AND ATTORNEY ON:

1. TERMS
2. NO LITIGATION
3. RATES
4. PUBLIC SERVICE COMMISSION APPROVAL
5. GOVERNMENTAL APPROVALS
6. AWARD OF BONDS; SIGNATURES
7. DELIVERY AND PAYMENT
8. CERTIFICATION OF DOCUMENTS
9. NO ADVERSE FINANCIAL CHANGE; INDEBTEDNESS
10. MEETINGS, ETC.
11. INCUMBENCY AND OFFICIAL NAME
12. PRIVATE USE OF FACILITIES
13. NO FEDERAL GUARANTY
14. IRS INFORMATION RETURN
15. PAYMENT OF SERIES 1996 BONDS
16. OFFICIAL STATEMENT CERTIFICATION
17. CERTIFICATIONS REGARDING OFFICIAL STATEMENT
18. DESIGNATION OF REGISTRAR, PAYING AGENT, ESCROW AGENT AND DEPOSITORY BANK
19. COUNTERPARTS

We, the undersigned MAYOR and CITY CLERK of The City of Parkersburg, West Virginia (the "Issuer") and the undersigned ATTORNEY for the Issuer, hereby certify in connection with the Issuer's Tax-Exempt Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 2006 C (the "Bonds"), as follows:

1. TERMS: All capitalized words and terms used in this General Certificate and not otherwise defined herein shall have the same meanings as set forth in the Bond Ordinance of the Issuer enacted December 13, 2005, as amended and supplemented by a Supplemental Parameters Resolution adopted December 27, 2005, and a Second Supplemental Resolution adopted March 14, 2006 (collectively, the "Ordinance"), and the Contract of Purchase dated March 3, 2006, by and between the Issuer and Crews & Associates, Inc. and Ferris, Baker Watts, Incorporated (collectively, the "Underwriters").

2. NO LITIGATION: No controversy or litigation of any nature is now pending or threatened, restraining, enjoining, or affecting in any manner the issuance and delivery of the Bonds or the collection of the Gross Revenues of the System or the pledge of the Net Revenues and other moneys to the payment of the principal of and interest on the Bonds, nor in any manner 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, the Resolution, the Continuing Disclosure Agreement, the Escrow Agreement, or the Contract of Purchase or any agreement or instrument relating thereto, used or contemplated by the Contract of Purchase or any provisions made or authorized for the payment of the Bonds; nor in any manner questioning the valid existence of the Issuer or the authority or titles of the Mayor, City Clerk and the members of the Council of the Issuer to their respective offices; nor in any manner questioning any proceeding, procedure, action or thing followed, taken or done in connection with the issuance, sale and delivery of the Bonds or the refunding of the Issuer's Sewerage System Refunding Revenue Bonds, Series 1996 (the "Series 1996 Bonds") which are not set forth in the Official Statement relating to the Bonds.

3. RATES: The Issuer has duly enacted a water rate ordinance on October 12, 2004, and a sewer rate ordinance on November 9, 2004, setting rates and charges of the System. The time for appeal of such rate ordinances have expired prior to the date hereof without any appeal and such rates are currently in full force and effect.

4. PUBLIC SERVICE COMMISSION APPROVAL: An Order from the West Virginia Public Service Commission is not required for the issuance of the Bonds for the purposes of refunding the Series 1996 Bonds.

5. GOVERNMENTAL APPROVALS: All applicable and necessary approvals, permits, exemptions, consents, authorizations, registrations and certificates required by law for the operation of the System, including, without limitation, the imposition of rates and charges, and the issuance of the Bonds, have been duly and timely obtained and remain in full force and effect.

6. AWARD OF BONDS; SIGNATURES: The Bonds shall be sold to the Underwriters pursuant to the Contract of Purchase, at an aggregate price of $17,425,000 (representing par amount of $17,425,000, less Underwriters's discount of $-0-). As of 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.

7. DELIVERY AND PAYMENT: The undersigned Chairman did, on the date hereof, deliver to the Underwriters, the entire issue of the Bonds, in various denominations and numbered CR-1 to CR-14. At the time of delivery of the Bonds, there was paid to, or on behalf of the Issuer, the agreed price therefor as follows:

Par Amount of Series 2006 A Bonds	$17,425,000.00
Plus: Reoffering Premium	121,185.50
Purchase Price	$17,546,185.50

The aforesaid payment was made by the Underwriters to the Issuer by delivery to the Issuer of its Taxable Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 2006 A and Taxable Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 2006 B in exchange for the Series 2006 C Bonds.

8. CERTIFICATION OF DOCUMENTS: There are delivered herewith true and correct copies of the following documents, all which remain in full force and effect and have not been amended, modified, supplemented or repealed unless changed by the terms of other documents listed below:

Bond Ordinance

Supplemental Parameters Resolution

Certificate of Determinations

Second Supplemental Resolution

City Charter, with Amendments

City Council Rules and Regulations, with Amendments

Oaths of Office of Officers and Councilmembers

Ordinance Creating Parkersburg Utility Board and Oaths of Board members

Rules of Procedure

Affidavit of Publication of Abstract of Bond Ordinance and Notice of Public Hearing

Minutes on Adoption of Bond Resolution and Supplemental Resolution

Sewer and Water Rate Ordinances

Affidavit of Publication on Sewer and Water Rate Ordinances and Notices of Public Hearings

Minutes on Enactment of Sewer and Water Rate Ordinances

Verification Report of Certified Public Accountant Regarding Yield Verification, Sufficiency of Escrow and Savings Resulting from Refunding

Preliminary Official Statement

Official Statement

Contract of Purchase

Continuing Disclosure Certificate

DTC Letter of Representations

Consent of West Virginia Water Development Authority

9. NO ADVERSE FINANCIAL CHANGE; INDEBTEDNESS: There has been no adverse change in the financial condition of the Issuer or the System since March 1, 2006. Other than the Series 1996 Bonds which will be currently refunded on June 15, 2006, there is no other indebtedness or obligation of the Issuer outstanding and unpaid or for which full and irrevocable provision for payment has not been made which has priority over or ranks on a parity with the Bonds as to the sources of and security for payment, except the Prior Bonds described in the Official Statement. The Issuer has obtained the consent of the holders of the Prior Bonds, as necessary, to the issuance of the Bonds in the lien position as set forth in the Ordinance.

10. MEETINGS, ETC.: All actions, resolutions, orders and agreements taken by and entered into by or on behalf of the Issuer in any way connected with the issuance of the Bonds or current refunding of the Series 1996 Bonds were authorized or adopted at meetings of the Council of the Issuer duly and regularly called and held pursuant to the Rules of Procedure of the Council, and all applicable statutes, including Chapter 8, Article 20 and Chapter 13, Article 2E of the Official West Virginia Code of 1931, as amended, and a quorum of duly appointed, qualified and acting members of the Council was present and acting at all times during all such meetings.

11. INCUMBENCY AND OFFICIAL NAME: The proper corporate title of the Issuer is "The City of Parkersburg" and it is a municipal corporation in Wood County and is presently existing under the laws of, and a political subdivision of, the State of West Virginia. The governing body of the Issuer is its Council, consisting of a Mayor and 9 councilmembers, all duly elected or appointed, as applicable, qualified and acting and 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
Honorable Robert D. Newell	- Mayor	01/02/06	12/31/08
Don Godfrey	- Councilmember	01/02/06	12/31/08
Dorsey Cheuvront	- Councilmember	01/02/06	12/31/08
David Bradley Kimes	- Councilmember	01/02/06	12/31/08
James Myers	- Councilmember	01/02/06	12/31/08
Sharyn Tallman	- Councilmember	01/02/06	12/31/08
Mike Reynolds	- Councilmember	01/02/06	12/31/08
Tom Joyce	- Councilmember	01/02/06	12/31/08
Jim Knapp	- Councilmember	01/02/06	12/31/08
Demosthenes Dukas	- Councilmember	01/02/06	12/31/08

The duly appointed and acting members of the Parkersburg Utility Board are as follows:

Name		
Robert D. Newell	-	Chairman (ex officio)
Paul R. Westfall, P.E.	-	Vice Chairman
Edward Glasser	-	Member
H. James Province	-	Member
John Lutz	-	Member

The duly appointed and acting City Clerk of the Issuer is Connie Shaffer. The duly appointed and acting City Attorney is Joseph T. Santer, Esquire, Parkersburg, West Virginia. The duly acting Special Counsel to the Issuer is Dan A. Marshall, Esquire, Parkersburg, West Virginia. The duly acting Counsel to the Parkersburg Utility Board is Joseph M. Brown, Esquire, Parkersburg, West Virginia.

12. PRIVATE USE OF FACILITIES: The Issuer shall at all times take, and refrain from taking, and shall not fail to take, any and all actions necessary in order to assure the initial and continued tax-exempt status of the Series 2006 C Bonds, when issued, and the interest thereon. Less than 10% of the proceeds of the Series 2006 C Bonds will be used, directly or indirectly, for any private business use, and less than 10% of the payment of principal of, or the interest on, such issue, under the terms of such issue or any underlying arrangement, is, directly or indirectly, secured by any interest in property used or to be used for a private business use, payments in respect of such property, or to be derived from payments (whether or not to the Issuer) in respect of property, or borrowed money, used or to be used for a private business use. None of the proceeds of the Series 2006 C Bonds will be used, directly or indirectly, for any private business use which is not related to the governmental use of the proceeds of the Series 2006 C Bonds, including the disproportionate related business use of the proceeds of the Series 2006 C Bonds, and none of the payment of principal of or interest on, or the interest on, such issue, under the terms of any underlying arrangement, is, directly or indirectly, secured by any interest in property used, or to be used for a private business use, payments in respect of such property or to be

derived from payments (whether or not to the Issuer) in respect of property, or borrowed money, used or to be used for a private business use with respect to such private business use, which is not related to any government use of such proceeds, including the disproportionate business use of the issue of the Series 2006 C Bonds. None of the proceeds of the issue of the Series 2006 C Bonds will be used, directly or indirectly, to make or finance loans to persons other than governmental units. For purposes of this paragraph, private business use means use, directly or indirectly, in a trade or business carried on by any person other than a governmental unit, other than use as a member of the general public. All of the foregoing shall be determined in accordance with and within the meaning of the Internal Revenue Code of 1986, as amended, including any successor provisions and rules and regulations thereunder.

13. NO FEDERAL GUARANTY: The Series 2006 C Bonds, when issued, will not be, in whole or part, directly or indirectly, federally guaranteed within the meaning of Section 149(b) of the Code.

14. IRS INFORMATION RETURN: On the date hereof, the undersigned Chairman will officially sign a properly completed IRS Form 8038-G and will cause such executed Form 8038-G to be filed in a timely manner with the Internal Revenue Service Center, Ogden, Utah.

15. PAYMENT OF SERIES 1996 BONDS: The funds on deposit in the Escrow Fund established by the Escrow Agreement among the Issuer and United Bank, Inc., as Escrow Agent, dated March 23, 2006, have been invested as provided in the Escrow Agreement and the amount of such invested funds is sufficient to effect the special mandatory redemption of the Series 2006 A Bonds and Series 2006 B Bonds and the purchase of the Series 2006 C Bonds, and the proceeds of the Series 2006 C Bonds, together with certain funds of the Issuer, are sufficient to fully pay the entire outstanding principal amount of, and premium on, the Series 1996 Bonds on the date hereof.

16. OFFICIAL STATEMENT CERTIFICATION: At and since the date of the Official Statement nothing has come to the attention of any signer hereof which would lead any such signer to believe that the Official Statement contains an untrue statement of a material fact or omits to state a material fact necessary in order to make the statements therein, in light of the circumstances under which they were made, not misleading.

17. CERTIFICATIONS REGARDING OFFICIAL STATEMENT: In addition to the foregoing, the undersigned hereby certify, as follows: (a) the representations and warranties of the Issuer contained in the Contract of Purchase are true and correct in all material respects on and as of the Closing Date with the same effect as if made on the Closing Date; (b) to the best of our knowledge, no event has occurred since the date of the Official Statement which should be disclosed in the Official Statement in order that the Official Statement not contain any untrue statement of a material fact or omit to state a material fact required to be stated therein or necessary to make the statements therein, in light of the circumstances under which they were made, not misleading; and (c) the Issuer has complied with all the agreements and satisfied all the conditions on its part to be performed or satisfied under the Contract of Purchase or otherwise at or prior to the Closing.

18. DESIGNATION OF REGISTRAR, PAYING AGENT, ESCROW AGENT AND DEPOSITORY BANK: The Issuer hereby confirms the appointment of United Bank, Inc., Charleston, West Virginia, as Registrar and Escrow Agent, the West Virginia Municipal Bond Commission, Charleston, West Virginia, as Paying Agent, and United Bank, Inc. Charleston, West Virginia, as Depository Bank.

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

WITNESS our signatures and the official corporate seal of the The City of Parkersburg on this 15th day of June, 2006.

[SEAL]

Signature	Official Title
_____	Mayor
Connie Shaffer	City Clerk
_____	Attorney

05/12/06
686870.00017

WITNESS our signatures and the official corporate seal of the The City of Martinsburg on this 15th day of June, 2006.

[SEAL]

Signature	Official Title
	Mayor
Connie Shaffer	City Clerk
Joseph J. Santer	Attorney

05/12/06
686870.00017

The City of Parkersburg
Tax-Exempt Combined Waterworks and
Sewerage System Refunding Revenue Bonds, Series 2006 C

TAX AND NON-ARBITRAGE CERTIFICATE

WHEREAS, The City of Parkersburg (the "Issuer") has determined to issue its $17,425,000 Tax-Exempt Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 2006 C, dated June 15, 2006 (the "Series 2006 C Bonds"), to provide moneys, which, together with certain other moneys available to the Issuer, will be used for the purpose of currently refunding all of the Issuer's outstanding Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 1996, dated May 1, 1996 (the "Series 1996 Bonds");

WHEREAS, the Series 2006 C Bonds are intended to be issued as obligations of the Issuer upon which the interest thereon is excludable from the gross income of the owners thereof for federal income tax purposes;

WHEREAS, the Internal Revenue Code of 1986 and the Regulations promulgated with respect thereto, as amended (collectively, the "Code") prescribe restrictions on the Series 2006 C Bonds, the activities of the Issuer and the application and expenditure of proceeds of the Series 2006 C Bonds and earnings thereon in order that interest on the Series 2006 C Bonds not be includable in gross income of the owners thereof for federal income tax purposes, and compliance with the procedures in this Tax and Non-Arbitrage Certificate (the "Tax Certificate") is required in order to ensure that the requirements of the Code are and will continue to be met;

WHEREAS, this Tax Certificate sets forth such restrictions on the Series 2006 C Bonds, the activities of the Issuer, the application and expenditure of proceeds of the Series 2006 C Bonds and earnings thereon; and

WHEREAS, in order to ensure that interest on the Series 2006 C Bonds will not be includable in gross income of the owners thereof for federal income tax purposes, such requirements must be met unless the Issuer is notified in writing to the contrary by Bond Counsel;

NOW THEREFORE, the undersigned Mayor of the Issuer, being the official of the Issuer duly charged with the responsibility for the issuance of the Series 2006 C Bonds, hereby certifies as follows, all capitalized terms used herein and not otherwise defined to have the same meanings ascribed thereto in the Bond Ordinance enacted by the Issuer on December 13, 2005, as amended and supplemented by a Supplemental Parameters Resolution adopted by the Issuer on December 27, 2005, and a Second Supplemental Resolution adopted on March 14, 2006 (collectively, the "Ordinance"), pursuant to which the Series 2006 C Bonds are issued:

ARTICLE I

DEFINITIONS AND INTERPRETATION

Section 1.1. Definitions. For the purpose of this Tax Certificate, the following words and terms shall have the respective meanings set forth as follows, and any capitalized words or terms used but not defined herein shall have the meanings set forth in the Ordinance:

"**Average Economic Life**" shall mean the average reasonably expected economic life, within the meaning of Section 147(b) of the Code, of the assets financed or refinanced with the proceeds of the Series 2006 C Bonds.

"**Average Maturity**" shall mean the average maturity of the Series 2006 C Bonds within the meaning of Section 147(b) of the Code.

"**Bona Fide Debt Service Fund**" shall mean a fund which may include proceeds of an issue, that:

(a) Is used primarily to achieve a proper matching of revenues with principal and interest payments within each Bond Year; and

(b) Is depleted at least once each Bond Year, except for a reasonable carryover amount not to exceed the greater of:

(i) the earnings on the fund for the immediately preceding Bond Year; or

(ii) one-twelfth (1/12th) of the principal and interest payments on the issue for the immediately preceding Bond Year.

"**Bond Counsel**" shall mean any law firm or firms with expertise in public finance selected by the Issuer with respect to the issuance of or matters relating to the exclusion from federal income taxation of interest on the Series 2006 C Bonds.

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

"**Bond Yield**" shall mean the yield of the Series 2006 C Bonds, calculated in accordance with the provisions of Section 1.148-4 of the Regulations.

"**Closing Date**" or "**Date of Issue**" means June 15, 2006, the date on which the Issuer will deliver the Series 2006 C Bonds in exchange for the purchase price thereof.

"**Code**" shall mean the Internal Revenue Code of 1986, and the Regulations promulgated thereto, as amended.

"**Computation Date**" shall mean each Installment Computation Date and the Final Computation Date.

"**Computation Date Credit**" shall mean $1,000 for each Bond Year during which there are Proceeds subject to rebate, or such other amount as may then be permitted by the Regulations. Only one Computation Date Credit for each Computation Date is permitted for the Series 2006 C Bonds.

"**Costs of Issuance**" shall mean all costs incurred in connection with the issuance of the Series 2006 C Bonds and the refunding of the Series 1996 Bonds.

"**Discharged**" shall mean with respect to any Bond, the date on which all amounts due with respect to such Bond are actually and unconditionally due if cash is available at the place of payment and no interest accrues with respect to the Bond after such date.

"**Eligible Investment**" shall mean a fixed rate investment that is not a SLG and is not in a restricted escrow; the payment taken into account with respect to which equals the outstanding par amount of the investment plus accrued interest (if any) for a period of less than one year; the interest on which accrues on the outstanding par amount of the investment and is actually and unconditionally due at periodic intervals of one year or less; the first payment of interest on which is due at the end of the first short compounding interval or the first whole compounding interval; and the maturity date of which is the highest yield date, i.e., the date on which the holder is entitled to require the investment to be purchased, redeemed or retired at a stated price that when used in computing the yield on the investment produces the highest yield.

"**Fair Market Value**" of an Investment shall mean as follows:

(a) In General. Except as specifically otherwise provided below, the Fair Market Value of an Investment is the price at which a willing buyer would purchase the Investment from a willing seller in a bona fide arm's length transaction. The Fair Market Value of an Investment that is purchased directly from the United States Treasury is its purchase price.

(b) Investment Contracts. The purchase price of a guaranteed investment contract is treated as its Fair Market Value on the purchase date if -

(i) The institution makes a bona fide solicitation for a specified guaranteed investment contract and receives at least three (3) bona fide bids from providers that have no material financial interest in the issue (e.g. as underwriters or brokers);

(ii) The institution purchases the highest yielding guaranteed investment contract for which a qualifying bid is made (determined net of broker's fees);

(iii) The yield on the guaranteed investment contract (determined net of broker's fees) is not less than the yield then available from the provider on reasonably comparable guaranteed investment contracts, if any, offered to persons from a source of funds other than gross proceeds of tax exempt bonds;

(iv) The determination of the terms of the guaranteed investment contract takes into account as a significant factor the Issuer's reasonably expected draw down schedule for the amounts to be invested, exclusive of amounts deposited in debt service funds and reasonably required reserve or replacement funds;

(v) The terms of the guaranteed investment contract, including collateral security requirements, are reasonable; and

(vi) The obligor on the governmental investment contract certifies the administrative costs that it is paying (or expects to pay) to third parties in connection with the guaranteed investment contract.

(c) Certificates of Deposit. The Fair Market Value of a certificate of deposit is its purchase price if it has a fixed rate of interest, a fixed payment schedule, and a substantial penalty for early withdrawal and the yield on the certificate of deposit is not less than (1) the yield on comparable direct obligations of the United States, and (2) the highest yield published or posted by the provider to be currently available on reasonably comparable certificates of deposit.

"**Final Computation Date**" shall mean the date on which the last Bond is Discharged.

"**Fiscal Year**" means the fiscal year of the Issuer, which commences on July 1 of each year and ends on June 30 of the subsequent year.

"**Future Value**" shall mean the amount determined by using the following formula:

$$FV = PV(1+i)^n$$

where:

FV = The future value of the nonpurpose receipt or payment at the end of the interval. Each interval ends on the last day of a compounding interval. The compounding interval is the same compounding interval used in computing the Bond Yield.

PV = The future value of the nonpurpose receipt or payment at the beginning of the interval, or the amount thereof if the computation is for the first interval. The first interval begins on the date the nonpurpose receipt or payment is actually or constructively received or paid (or otherwise is taken into account). The amount of every nonpurpose receipt and payment with respect to an issue that is taken into account at the beginning of the first interval may be rounded to the nearest whole dollar. The preceding sentence shall not apply to receipts and payments with respect to investments in a restricted escrow within the meaning of Section 1.148-8(g) of the Regulations.

i = The Bond Yield during the interval (expressed as a decimal) divided by the number of compounding intervals in a year.

^{n} = A fraction, the numerator of which is the length of the interval and the denominator of which is the length of a whole compounding interval.

"**Gross Proceeds**" shall mean Proceeds and Replacement Proceeds of the Bonds within the meaning of the Regulations.

"**Installment Computation Date**" shall mean the last day of the fifth Bond Year and each succeeding fifth Bond Year, until and excluding the Final Computation Date.

"**Investment**" shall mean any security, obligation, annuity contract, or investment type property as defined in section 148(b) of the Code.

"**Investment Proceeds**" shall mean any amounts actually or constructively received from investing Proceeds of an issue of bonds.

"**IRS**" shall mean the Internal Revenue Service.

"**Issue Price**" shall mean, with respect to the Series 2006 C Bonds, $17,425,000 (par amount, plus accrued interest) for all purposes other than IRS Form 8038-G.

"**Issuer**" shall mean The City of Parkersburg, a municipal political subdivision of the State of West Virginia, in Wood County thereof, and, unless the context clearly indicates otherwise, includes the Council and any successor thereto.

"**Net Sale Proceeds** " shall mean Sale Proceeds less the amount of those proceeds invested in a reasonably required reserve or replacement fund under section 148(d) of the Code and as part of a minor portion under section 148(e) of the Code.

"**Nonpurpose Investment**" shall mean any Investment that is not acquired to carry out the governmental purpose of an issue.

"**Payment**" shall mean a payment as defined in section 1.148-3(d) of the Regulations for purposes of computing the rebate amount, and a payment as defined in section 1.148-5(b) of the Regulations for purposes of computing the yield on an investment.

"**Present Value**" shall mean the amount determined by using the following formula:

$$PV = \frac{FV}{(1+i)^n}$$

where i equals the discount rate divided by the number of compounding intervals in a year and n equals the sum of (i) the number of whole compounding intervals for the period ending on the date as of which the Future Value is determined and (ii) a fraction the numerator of which is the length of any short compounding interval during such period and the denominator of which is the length of a whole compounding interval.

"**Present Value of an Investment** " shall mean the value of an investment computed under the economic accrual method; using the same compounding interval and financial conventions used to compute the yield on the Series 2006 C Bonds. On any valuation date, the Present Value of an Investment is equal to the Present Value of all unconditionally payable receipts to be received from the payments to be paid for the investment after that date, using the Yield on the Investment as the discount rate.

"**Proceeds**" shall mean Sale Proceeds, Investment Proceeds, and Transferred Proceeds of an issue of bonds. Proceeds do not include amounts that are actually or constructively received with respect to an investment that is acquired for the governmental purpose of an issue that is properly allocable to the immaterially higher yield under section 1.148-2(d) of the Regulations or section 143(g) of the Code or to qualified administrative cost recoverable under section 1.148-5(e).

"**Purchasers**" shall mean Crews & Associates, Inc., Charleston, West Virginia, and Ferris, Baker Watts, Incorporated, Charleston, West Virginia, as the original Purchasers of the Series 2006 C Bonds directly from the Issuer.

"**Purpose Investment**" shall mean any investment that is acquired with the Gross Proceeds of an issue of obligations to carry out the governmental purpose for which such issue was issued.

"**Rebate Amount**" shall mean with respect to the Series 2006 C Bonds, the amount computed as described in Section 3.5 hereof.

"**Rebate Analyst**" shall mean the entity or person chosen by the Issuer in accordance with Section 3.8 hereof to determine the Rebate Amount.

"**Rebate Payment Date**" shall mean the date following a Computation Date on which the Rebate Amount is mailed or otherwise filed with the IRS. The Rebate Payment Date cannot be a date which is more than 60 days after a Computation Date.

"**Rebate Yield**" shall mean the yield on the Series 2006 C Bonds for purposes of determining the Rebate Amount, computed as described in Section 3.3(B) hereof.

"**Receipt**" shall mean a receipt as defined in section 1.148-3(d) of the Regulations for purposes of computing the Rebate Amount, and a receipt as defined in section 1.148-5(b) for purposes of computing Yield on an Investment.

"**Redemption Date**" shall mean the date fixed for redemption of the Series 1996 Bonds, the Series 2006 A Bonds, the Series 2006 B Bonds, the Series 2006 C Bonds or any other Bonds of the Issuer called for redemption, as applicable.

"**Redemption Price**" shall mean the price at which the Series 1996 Bonds, the Series 2006 A Bonds, the Series 2006 B Bonds, the Series 2006 C Bonds or any other Bonds of the Issuer may be called for redemption and includes the principal amount of such Bonds to be redeemed, plus interest and the premium, if any, required to be paid to effect such redemption.

"**Regulation**" or "**Regulations**" shall mean the temporary, proposed or final Income Tax Regulations promulgated by the Department of the Treasury that are applicable to the Series 2006 C Bonds.

"**Related Person**" shall mean any person related to any beneficiary of the Series 2006 C Bonds within the meaning of Section 144(a)(3) of the Code.

"**Replacement Proceeds**" shall mean amounts that are treated as replacement proceeds of an issue of bonds under section 1.148-1(c) of the Regulations. Generally, amounts are Replacement Proceeds of an issue if the amounts have a sufficiently direct nexus to the governmental purpose of the issue to conclude that the amounts would have been used for that governmental purpose if the proceeds of the issue were not used or to be used for that governmental purpose. Replacement Proceeds include, but are not limited to, sinking funds

or pledged funds to the extent that those funds are held by or derived from a substantial beneficiary of the issue (which, for this purpose includes the issuer and any related party to the issuer).

"**Sale Proceeds**" shall mean amounts actually or constructively received from the sale of an issue of bonds (including amounts used to pay underwriters' discount and compensation and accrued interest other than pre-issuance accrued interest).

"**Series 1996 Bonds**" shall mean the Issuer's Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 1996, dated May 1, 1996.

"**Series 2006 A**" shall mean the Issuer's $17,070,000 Taxable Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 2006 A, dated March 1, 2006.

"**Series 2006 B Bonds**" shall mean the Issuer's $355,000 Taxable Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 2006 B, dated March 1, 2006.

"**Series 2006 C Bonds**" shall mean the Issuer's $17,425,000 Tax-Exempt Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 2006 C, dated June 15, 2006.

"**SLG**" or " **SLGS**" shall mean a time deposit security issued by the United States Treasury pursuant to the Time Deposit State and Local Government Series Program described in 31 C.R.F. part 344.

"**State**" shall mean the State of West Virginia.

"**Tax-Exempt Bond**" shall mean any tax-exempt bond within the meaning of section 103 of the Code and section 1.150-1 of the Regulations that is not investment property within the meaning of section 148(b)(3) of the Code.

"**Tax Certificate**" shall mean this Tax and Non-Arbitrage Certificate of the Issuer as the same may be amended, modified or supplemented from time to time in accordance with the terms hereof.

"**Transferred Proceeds**" shall mean Proceeds of a prior issue of bonds that have ceased to be allocated to that prior issue and are treated as Proceeds of a refunding issue under Section 1.148-9 of the Regulations.

"**Transferred Proceeds of the Bonds**" shall mean amounts that have ceased to be allocated to the Series 1996 Bonds and are treated as Transferred Proceeds of the Series 2006 C Bonds.

"**Treasury**" shall mean the United States Department of Treasury.

"**Universal Cap**" shall mean the maximum value of Nonpurpose Investments which may be allocated to the Series 2006 C Bonds under section 1.148-6 of the Regulations and is determined by reference to the Value of all outstanding Bonds of the issue. For purposes of this determination Nonpurpose Investments include cash, Tax-Exempt Bonds (i.e., any tax-exempt bond that is not investment property under section 148(b)(3) of the Code), qualified mortgage loans, and qualified student loans.

"**Valuation Date**" shall mean the date on which the value of the Universal Cap and the Nonpurpose Investments allocable to the Series 2006 C Bonds thereunder must be determined under section 1.148-6 of the Regulations. In general, beginning with the first Bond Year beginning after second year anniversary of the Issue Date, the first day of each Bond Year constitutes a Valuation Date. In addition, the Regulations provide with respect to a refunded issue (e.g., the Series 1996 Bonds) and a refunding issue (i.e., the Series 2006 C Bonds) each date on which proceeds of the refunded issue would become transferred proceeds of the refunding issue, e.g., each date on which principal of the refunded issue is paid with proceeds of the refunding bonds, constitutes a Valuation Date.

"**Value of a Bond** " shall mean the value of a bond determined under section 1.148-4(e) of the Regulations. Under those Regulations, value generally means:

(a) In the case of a plain par bond (within the meaning of section 1.148-1(b) of the Regulations), its outstanding stated principal amount, plus accrued unpaid interest or in the case of a plain par bond actually redeemed, or that is treated as redeemed, its stated redemption price on the redemption date plus accrued unpaid interest; and

(b) In the case of a bond other than a plain par bond, the value on a date of such a bond is generally its Present Value on that date, using the yield on the issue of which the bonds are a part as the discount factor. In determining the Present Value of a variable rate bond, the initial interest rate on the bond established by the index or other rate setting mechanism is used to determine the interest payments on that bond.

"**Value of an Investment**" means the value of an investment determined under section 1.148-5(d) of the Regulations. Under those Regulations, value as of any date generally means, for any fixed rate investment (within the meaning of section 1.148-1(b) of the Regulations) or Yield Restricted Investment, Present Value on that date, and for any plain par investment (within the meaning of section 1.148-1(b) of the Regulations), the outstanding stated principal amount, plus accrued unpaid interest, as of that date.

"**Yield**" or "**yield**" shall mean the yield computed under section 1.148-4 of the Regulations for the Series 2006 C Bonds, and the yield computed under Section 1.148-5 of the Regulations for an Investment.

"**Yield Restricted Investments**" shall mean any Investments which either (1) bear a yield that is no greater than the Bond Yield, or (2) are investments in one or more Tax-Exempt Bonds.

Section 1.2. Interpretation. In this Tax Certificate:

(A) The terms "hereby," "hereof," "hereto," "herein," "hereunder" and any similar terms, as used in this Tax Certificate, refer to this Tax Certificate, and the term "hereafter" means after, and the term "heretofore" means before the date of this Tax Certificate.

(B) Unless the context requires otherwise, words of the masculine gender mean and include correlative words of the feminine and neuter genders and words importing the singular number mean and include the plural number and vice versa.

(C) Words importing persons include firms, associations, partnerships, trusts, corporations and other legal entities, including public bodies, as well as natural persons.

(D) Any headings preceding the texts of the several Articles and Sections of this Tax Certificate, and any table of contents appended to copies hereof, shall be solely for convenience of reference and shall not constitute a part of this Tax Certificate, nor shall they affect its meaning, construction or effect.

(E) All certifications, documents and instructions required to be given or made by any person or party hereunder shall be made in writing.

(F) This Tax Certificate shall be governed by and construed in accordance with the applicable laws of the State.

(G) If any provision of this Tax Certificate shall be ruled invalid by any court of competent jurisdiction, the invalidity of such provision shall not affect any of the remaining provisions hereof.

Section 1.3. Reliance on Documents. Bond Counsel shall be permitted to rely on the contents of any certification, document or instruction provided pursuant to this Tax Certificate and shall not be responsible or liable in any way for the accuracy of its contents or the failure of the Issuer to deliver such document.

ARTICLE II

REPRESENTATIONS BY THE ISSUER AND USE OF PROCEEDS

Section 2.1. Representations of the Issuer. The Issuer represents that:

(A) This certificate is being executed and delivered pursuant to Section 148 of the Code. I am the Mayor of the City charged with the responsibility of issuing the Series 2006 C 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.

(B) This certificate may be relied upon as the certificate of the Issuer.

(C) The Issuer has not been notified by the Internal Revenue Service of any listing or proposed listing of it as an issuer the certification of which may not be relied upon by holders of their respective obligations or that there is any disqualification thereof by the Internal Revenue Service because a certification made by it contains a material misrepresentation.

(D) This certificate is based upon facts, circumstances, estimates and expectations of the Issuer in existence on the Closing Date and to the best of our knowledge and belief, the expectations of the Issuer set forth herein are reasonable.

(E) The Issuer has covenanted in the Ordinance that it will not permit at any time or times any of the proceeds of the Series 2006 C Bonds or any funds of the Issuer to be used directly or indirectly to acquire any securities or obligations, the acquisition of which would cause any of the Series 2006 C Bonds to be "arbitrage bonds" within the meaning of Section 148 of the Code.

Section 2.2. Use of Proceeds. (A) The Series 2006 C Bonds were sold and delivered on the Closing Date, upon a negotiated basis, to the Purchasers for the purchase price of $17,425,000 (par amount).

(B) The Series 2006 C Bonds are being delivered simultaneously with the delivery of this Tax Certificate and are issued for the purpose of providing moneys, together with certain funds of the Issuer ("Issuer's Funds"), necessary to currently refund the Series 1996 Bonds.

(C) The Series 1996 Bonds were issued for the purpose of refunding certain bonds of the Issuer previously issued to pay costs of acquisition and construction of certain public waterworks and sewerage facilities (or improvements thereto) of the Issuer. All such bonds refunded by the Series 1996 Bonds have, together with interest thereon, been paid in full.

(D) The face amount of the Series 2006 C Bonds is $17,425,000. The sources and uses of proceeds of the Series 2006 C Bonds and the moneys to be transferred from the Series 1996 Bonds Reserve Account and Series 1996 Sinking Fund in connection with the refunding of the Series 1996 Bonds is as follows:

Sources

Par amount of Series 2006 C Bonds	$17,425,000.00
Transfer from Series 1996 Bonds Reserve Account	1,750,000.00
Transfer from Series 1996 Bonds Sinking Fund	427,406.25
Reoffering Premium	121,185.50
Total Sources	$19,723,591.75

Uses

Refund Series 1996 Bonds	$17,491,012.50
Redeem Series 2006 B Bonds	355,000.00
Series 2006 C Bonds Reserve Account deposit	1,705,205.00
Insurance Premium (Remaining Amount)	168,289.13
Rounding Amount	4,085.12
Total Uses	$19,723,591.75

(E) The Purchasers has stated in its certificate that the Series 2006 C Bonds have been reoffered, and a substantial amount thereof sold, to Purchasers other than bond houses, brokers or other intermediaries, at the initial offering prices not greater than, or yields no lower than, the respective prices and yields shown on the inside cover page of the Official Statement for the Series 2006 C Bonds, including interest accrued, if any, on the Series 2006 C Bonds from June 15, 2006.

ARTICLE III

ARBITRAGE

Section 3.1. Arbitrage Representations. The Issuer represents that:

(A) The Proceeds from the sale of the Series 2006 C Bonds shall be applied as indicated in Section 2.1(I).

(B) The Issue Price of the Series 2006 C Bonds is based on the certificate executed by the Purchasers of even date herewith. The Issuer is not aware of any facts or circumstances that would cause them to question the accuracy of the representations made by the Purchasers.

(C) No portion of the proceeds of the Series 2006 C Bonds will be used directly or indirectly to replace funds of the Issuer used directly or indirectly to acquire securities or obligations which may reasonably be expected, on the date hereof, to produce a yield materially higher than the Yield on the Series 2006 C Bonds.

(D) Other than as described in this Tax Certificate, the Series 2006 C Bonds are not and will not be part of a transaction or series of transactions that (i) attempt to circumvent the provisions of Section 148 of the Code, or any successor thereto, and the regulations promulgated thereunder which enable the Issuer to exploit the difference between tax-exempt and taxable interest rates to gain a material financial advantage or (ii) increase the burden on the market for tax-exempt obligations in any manner, including, without limitation, by selling obligations that would not otherwise be sold or selling a larger amount of obligations, or issuing them sooner, or allowing them to remain outstanding longer, than would otherwise be necessary.

(E) No other obligations are being issued by the Issuer or any related entity at substantially the same time and sold pursuant to a common plan of financing and which will be paid out of substantially the same source of funds (or which will have substantially the same claim to be paid out of substantially the same source of funds) as the Series 2006 C Bonds or which will be paid directly or indirectly from proceeds of the sale of the Series 2006 C Bonds.

(F) The Issuer has not been notified of the listing or proposed listing of the Issuer by the Internal Revenue Service as an issuer that may not certify its bonds.

(G) The issuance of the Series 2006 C Bonds will not involve the use of a "device" or an "abusive transaction" within the meaning of Section 149(d)(4) of the Code.

(H) In connection with the Series 2006 C Bonds, there has not been created or established, and the Issuer does not expect that there will be created or established, any sinking fund, pledged fund or similar fund (other than as specifically identified in this Tax Certificate), including without limitation any arrangement under which money, securities or obligations are pledged directly or indirectly to secure the Series 2006 C Bonds or any contract securing the Series 2006 C Bonds or any arrangement providing for compensating or minimum balances to be maintained by the Issuer with any registered owner of the Series 2006 C Bonds.

(I) On each Valuation Date, the Issuer shall value the Nonpurpose Investments allocable to the Series 2006 C Bonds thereunder. Nonpurpose Investments cease to be allocated to the Series 2006 C Bonds to the extent such Nonpurpose Investments have been expended for the governmental purpose of the issue, or to the extent the value thereof exceeds the value permitted to be allocated to the Series 2006 C Bonds under the Universal Cap. To the extent Nonpurpose Investments cease to be allocated to an issue and the value of the Universal Cap exceeds the value of the remaining Nonpurpose Investments allocated to such issue, other Nonpurpose Investments may become allocated to the issue, provided that such Nonpurpose Investments are not already properly allocated to another issue and provided that such allocation does not cause the value of the Nonpurpose Investments allocated to the Series 2006 C Bonds to exceed the Universal Cap.

Notwithstanding anything herein to the contrary, the failure to perform the determination of Nonpurpose Investments allocable to the Series 2006 C Bonds as of a Valuation Date shall not be considered a violation of this provision if the value of Nonpurpose Investments allocated to the Series 2006 C Bonds did not exceed the value of the Series 2006 C Bonds outstanding on such date.

Section 3.2. The Refunding. (A) At the request of the Issuer, certain schedules (the "Schedules") have been prepared by Smith, Cochran & Hicks, P.L.L.C., Certified Public Accountants, and are attached to the Verification Report for purposes of detailing certain relevant aspects of the refunding. As more fully detailed on the Schedules, the refunding program will be implemented generally as set forth below.

(B) The entire outstanding principal amount of the Series 1996 Bonds and the redemption premium (collectively, the "Redemption Price"), shall be paid from proceeds of the Series 2006 C Bonds and from moneys in the Series 1996 Bonds Reserve Account, and Series 1996 Sinking Fund on the redemption date thereof, being September 1, 2006 (the "Redemption Date").

Section 3.3. Series 2006 C Bonds. (A) The principal amounts, interest rates, interest and principal payment dates, and debt service with respect to the Series 2006 C Bonds are detailed in the Schedules.

(B) Using the initial offering price of the Series 2006 C Bonds as the "purchase price" and taking into account accrued interest, if any, as described below, the yield on the Series 2006 C Bonds is computed in the Schedules to be 4.1193592% (the "Bond Yield").

(C) Except for moneys in the Series 1996 Bonds Sinking Fund and the Series 1996 Bonds Reserve Account, no Proceeds of the Series 1996 Bonds will remain unexpended as of the Closing Date. With the exception of such moneys, there will not be any "transferred proceeds" of the Series 2006 C Bonds as a result of the refunding of the Series 1996 Bonds.

(D) A Series 2006 C Bonds Sinking Fund is created under the Ordinance. Moneys deposited to the Series 2006 C Bonds Sinking Fund, including subsequent deposits thereto, will be spent within a 13-month period beginning on the date of deposit and will be depleted at least once a year, except for a reasonable carryover amount not in excess of 1/12 of the annual debt service with respect to the Series 2006 C Bonds. The Series 2006 C Bonds will all bear interest at a fixed interest rate and the average maturity of the Series 2006 C Bonds will be in excess of 5 years. The Series 2006 C Bonds Sinking Fund is designed to achieve a proper matching of the Issuer's revenues and debt service on the Series 2006 C Bonds within each Bond Year. Such moneys will be invested without restriction as to yield and are not subject to rebate.

(E) A Series 2006 C Bonds Reserve Account within the Series 2006 C Bonds Sinking Fund is created under the Ordinance in an amount equal to $1,705,205 (the "Reserve Account Requirement"). The Series 2006 C Bonds Reserve Account will be funded by the deposit of $1,705,205 transferred from the Series 1996 Bonds Reserve Account. The Reserve Account Requirement is not in excess of the maximum annual principal and interest requirements of the Series 2006 C Bonds, is not in excess of 10% of the stated principal amount of the Series 2006 C Bonds and is not in excess of 125% of the average annual principal and interest requirements of the Series 2006 C Bonds. The moneys in the Series 2006 C Bonds Reserve Account will be invested without restriction as to yield. All earnings on amounts deposited in the Series 2006 C Bonds Reserve Account will, to the extent the yield thereon exceeds the yield on the Series 2006 C Bonds, be subject to rebate.

(F) A Depreciation Fund, created by the Prior Ordinances, is continued by the Ordinance, to be funded through monthly deposits of Revenues. Absent an Event of Default on the Series 2006 C Bonds, and depletion in full of the Series 2006 C Bonds Reserve Account, the Depreciation Fund is not expected to be used for the purpose of paying Debt Service on the Series 2006 C Bonds. Such moneys will be invested without restriction as to yield and are not subject to rebate.

(G) A Series 2006 C Bonds Redemption Account is created under the Ordinance. In the event moneys are deposited into the Series 2006 C Bonds Redemption Account, to the extent they are not part of a Bona Fide Debt Service Fund, they will, to the

extent the yield thereon exceeds the yield on the Series 2006 C Bonds, be subject to rebate. Otherwise, they will be invested without restriction as to yield and are not subject to rebate.

(H) Other than the funds and accounts described above, there are no other funds or accounts of the Issuer (i) which are reasonably expected to be used to pay Debt Service on the Series 2006 C Bonds or which are pledged as collateral to secure repayment of Debt Service on the Series 2006 C Bonds and (ii) for which there is a reasonable assurance that amounts therein will be available to pay Debt Service on the Series 2006 C Bonds.

Section 3.4. Arbitrage Compliance. The Issuer acknowledges that the continued non-inclusion of interest on the Series 2006 C Bonds for purposes of federal income taxation depends, in part, upon compliance with the arbitrage limitations imposed by Section 148 of the Code, including the rebate requirement described in Section 3.4 hereof. The procedures set forth below are subject to amplification and revision as necessary to comply with the rebate requirements. The Issuer hereby agrees and covenants to take all actions necessary to comply with these requirements. The Issuer hereby agrees and covenants that it shall not permit at any time or times any of the proceeds of the Series 2006 C Bonds or other funds of the Issuer to be used directly or indirectly, to acquire any asset or investment, the acquisition of which would cause the Series 2006 C Bonds to be "arbitrage bonds" for purposes of Section 148 of the Code. The Issuer further agrees and covenants that it shall do and perform all acts and things necessary in order to assure that the arbitrage and rebate requirements of Section 148 of the Code are met. To that end, the Issuer shall take the actions described in Sections 3.4 through the end of Article III hereof with respect to the investment of proceeds on deposit in the funds and accounts established Ordinance. The Issuer shall cause to be made the required transfers, dispositions and payments described in Sections 3.4 through the end of Article III hereof.

Section 3.5. Calculation of Rebate Amount . Section 148(f) of the Code requires the payment to the United States of the excess of the amount earned on the investment of Gross Proceeds in Nonpurpose Investments over the amount that would have been earned on such investments had the amount so invested been invested at a rate equal to the Yield on the Series 2006 C Bonds, together with any income attributable to such excess. Except as provided below, all of the funds and accounts established by the Ordinance, and all other amounts treated as Gross Proceeds, to the extent funded with proceeds of the Series 2006 C Bonds, are subject to this requirement. In order to meet the rebate requirement, the Issuer agrees and covenants to take the following actions:

(A) Record of Investments and Expenditures. For each Nonpurpose Investment acquired with or allocated to Gross Proceeds of the Series 2006 C Bonds, the Issuer shall record its purchase date or allocation date, its purchase price (reduced by broker's or dealer's commissions or other administrative expenses, which shall also be separately stated), or, if not acquired directly with Gross Proceeds, its Fair Market Value on the allocation date, accrued interest due on its purchase date or allocation date, its face amount, its coupon or interest rate, its Yield-to-Maturity, the frequency of its interest payments, its disposition price (not reduced by any broker or dealer's commission or

discount), accrued interest due on its disposition date and its disposition date. The Issuer shall also record the date and amount of all expenditures made with the proceeds of the Series 2006 C Bonds, including the payment of any Rebate Amount.

Generally, Administrative Costs paid with respect to Nonpurpose Investments do not increase the costs of such Investments or reduce the income therefrom. Administrative Costs paid with respect to guaranteed investment contracts have the effect of increasing the yield thereon for rebate purposes.

(B) Computation of Yield. For each Computation Date, the Issuer shall compute Yield on the Series 2006 C Bonds. When expressed as a decimal, Yield shall be accurate to at least six (6) decimal places and rounded to at least five (5) decimal places.

(C) Computation of Rebate Amount. Subject to the special rules set forth in paragraphs (F) and (G) of this Section 3.5, the Issuer shall determine the Rebate Amount on each Computation Date. For this purpose:

(1) Any Computation Date. The Rebate Amount, determined as of any Computation Date, shall be equal to the excess of the Future Value of all receipts with respect to the Nonpurpose Investments allocated to the Series 2006 C Bonds over the Future Value of all payments with respect to such Nonpurpose Investments, which excess, in the case of the Final Computation Date, shall be increased by the amount described in subparagraph (2) below.

(2) Final Computation Date. Only in the case of the Final Computation Date, the amount determined under subparagraph (1) above shall be increased by the earnings actually derived from investing such amount at an arm's length interest rate during the "payment period" that begins on the Final Computation Date and ends fifteen (15) days before the final Rebate Amount is actually paid; provided that if the moneys representing the final Rebate Amount cannot be identified on the Final Computation Date under a reasonable accounting system or, even if so identified, have not been invested at an arm's length interest rate, then the amount of the increase shall be equal to the earnings that would have accrued if the Rebate Amount had been so identified and had been invested at a rate equal to the maximum rate of interest in effect on the Final Computation Date for a SLG having a term equal to thirty (30) days or, if longer, the payment period referred to above.

(D) Nonpurpose Receipts. For purposes of paragraph (C), receipts with respect to a Nonpurpose Investment that is allocated to the Series 2006 C Bonds consist of:

(1) Actual Receipts. The amount(s) actually or constructively received with respect to the Nonpurpose Investment, determined without reduction for sales commissions, administrative expenses or similar expenses. An amount is constructively received when it is credited to the account of, set apart for, or otherwise made available to or for, a payee so that such amount may be drawn on by such payee (or could be so drawn on, assuming timely notice of the payee's intention to withdraw).

(2) Disposition Receipts. The amount corresponding to the Fair Market Value of a Nonpurpose Investment that ceases to be allocated to the Bonds for reasons not related to its sale or retirement, determined as of the date of such cessation.

(3) Installment Date Receipts ___. The amount corresponding to the Fair Market Value of a Nonpurpose Investment that continues to be allocated to the Series 2006 C Bonds on any Computation Date. For this purpose, the Present Value of a fixed rate Nonpurpose Investment which is not an investment contract may be substituted for its Fair Market Value.

(4) Rebate Receipts. The amount(s), if any, representing the recovery of rebate overpayments, determined as of the date of any such recovery.

(5) Imputed Receipts. The amount(s), if any, representing Imputed Receipts, as defined herein and as determined from time to time in accordance with such definition.

(E) Nonpurpose Payments. For purposes of paragraph (C), payments with respect to a Nonpurpose Investment that is allocated to the Series 2006 C Bonds consist of:

(1) Direct Payments. The amount of the Gross Proceeds of the Series 2006 C Bonds that was used to purchase the Nonpurpose Investment, determined without regard to brokerage commissions, administrative expenses or similar expenses.

(2) Constructive Payments. The amount that is equal to the Fair Market Value of a Nonpurpose Investment which,

although not directly purchased with the Gross Proceeds of the Series 2006 C Bonds, is allocated to the Series 2006 C Bonds, determined as of the date that such investment becomes so allocated.

(3) Rebate Payments. The amount which is equal to the portion of the Rebate Amount, if any, that is required to be paid following a Computation Date, determined as of the earlier of the date of any such payment or the due date of any such payment.

(4) Computation Date Credit. The amount corresponding to the application Computation Date Credit, determined as of each Computation Date.

(F) Exceptions for Construction Fund Expenditures. If the Issuer qualifies under any of the exceptions to rebate under Section 148(f) of the Code or Reg. § 1.148-7(d), earnings on moneys deposited in any construction fund will not be subject to rebate.

(G) Exception from Rebate for Certain Debt Service Fund Earnings. Notwithstanding anything in this Section 3.5 to the contrary, if the gross earnings from the Investments held in the Debt Service Fund for the Bond Year in question, that are attributable to Nonpurpose Investments, are less than $100,000 (other than from the investment of moneys in obligations described in Section 103(a) of the Code which are also not specified Private Activity Bonds within the meaning of Section 57(a)(5)(C) of the Code), then any amount earned on such Bond Fund shall not be taken into account in determining the Rebate Amount. For purposes of this paragraph, the term "gross earnings" means the aggregate amount earned on the Nonpurpose Investments allocated to the Gross Proceeds of the Series 2006 C Bonds credited to the Debt Service Fund including amounts earned on such amounts if in turn credited to the Debt Service Fund.

(H) Calculation of Rebate Amount. For each Computation Date, the Issuer shall compute, or cause to be computed.

(I) Hedge Bonds. Not more than fifty percent (50)%) of the proceeds of the Series 2006 C Bonds are or will be invested in Nonpurpose Investments at a guaranteed yield for a period of four (4) years or more.

Section 3.6. Payment to United States. (A) Unless the Series 2006 C Bonds are redeemed prior to such time, the Issuer shall pay to the United States, not later than sixty (60) days after each Installment Computation Date, an amount which, when added to all previous rebate payments made with respect to the Series 2006 C Bonds, is equal to not less than ninety percent (90%) of the Rebate Amount (computed from the date of issuance of the Series 2006 C Bonds to each such Installment Computation Date). The Issuer shall pay to

the United States, not later than sixty (6) days after the last outstanding Series 2006 C Bonds are paid or redeemed, one hundred percent (100%) of the Rebate Amount for the Final Computation Date.

(B) The portion of the Rebate Amount that is required to be paid following a Computation Date shall be rounded down to the nearest multiple of $100. Any such portion that is less than $100 shall be rounded to $0.

(C) The Issuer shall make each payment of an installment to the Internal Revenue Service. Each payment shall be accompanied by the copy of the Form 8038-T or Form 8038 filed with respect to the Bond issue, the statement summarizing the determination of the Rebate Amount and also, to the extent not otherwise shown on the Form 8038, a statement on which is identified the issue for which the Rebate Amount is due and the CUSIP number for the Series 2006 C Bond having the latest maturity.

Section 3.7 Recordkeeping. In connection with the rebate requirement the Issuer shall maintain the following records.

(A) The Issuer shall retain records of the determinations made pursuant to Section 3.5 until six (6) years after the retirement of the last obligation of the issue.

(B) The Issuer shall record all amounts paid to the United States pursuant to Section 3.5.

Section 3.8. Rebate Analyst. A Rebate Analyst shall be appointed to perform the rebate calculations required herein. The charges and fees of such Rebate Analyst shall be paid by the Issuer upon presentation of an invoice for services rendered in connection therewith.

Section 3.9. Covenant as to Purchase Price. The Issuer covenants and agrees that it shall not acquire Nonpurpose Investments at other than arm's length, Fair Market Value prices.

ARTICLE IV

COVENANTS AND AMENDMENTS

Section 4.1. Compliance with Code. The Issuer covenants and agrees that it shall at all times do and perform all acts and things necessary and within its reasonable control in order to assure that interest on the Series 2006 C Bonds, when, as and if issued, shall, for purposes of federal income taxation, not be included in gross income.

The Issuer acknowledges that the covenants and conditions set forth in this Tax Certificate are based upon the Code as it exists on the date hereof and that the Code may be subsequently interpreted or modified by the federal government in a manner which is inconsistent with the covenants set forth herein. The Issuer agrees that any such subsequent modification or interpretation of the Code will be deemed a requirement that must be met pursuant to the general tax covenant set forth above.

The Issuer shall not be required to comply with any specific requirement of this Tax Certificate to the extent that, in the opinion of Bond Counsel furnished to the Issuer, compliance with such requirement is not necessary to maintain the tax-exempt status of the Series 2006 C Bonds.

Section 4.2. Amendment. This Tax Certificate may be amended by consent of Bond Counsel.

IN WITNESS WHEREOF, the Issuer has caused this Tax and Non-Arbitrage Certificate to be executed on its behalf by its Mayor all as of this 15th day of June, 2006.

THE CITY OF PARKERSBURG

By: _____
Its: Mayor

04/19/06
692580.00003

SCHEDULE A

SOURCES AND USES OF BOND PROCEEDS

Sources

Par amount of Series 2006 C Bonds	$17,425,000.00
Transfer from Series 1996 Bonds Reserve Account	1,750,000.00
Transfer from Series 1996 Bonds Sinking Fund	427,406.25
Reoffering Premium	121,185.50
Total Sources	$19,723,591.75

Uses

Refund Series 1996 Bonds	$17,491,012.50
Redeem Series 2006 B Bonds	355,000.00
Series 2006 C Bonds Reserve Account deposit	1,705,205.00
Insurance Premium (Remaining Amount)	168,289.13
Rounding Amount	4,085.12
Total Uses	$19,723,591.75

SCHEDULE B

SUMMARY OF USE OF PROCEEDS FOR FORM 8038-G PURPOSES

(a)	Issuer's Employee Identification Number	55-6000227
(b)	Report Number	2006-01
(c)	Date of Issue	06-15-06
(d)	CUSIP Number	701352CZ7
(e)	Issue price of the Bonds (excluding accrued interest)	$17,546,185.50
(f)	Final Maturity	09-01-2020
(g)	Weighted Average Maturity of the Bonds	8.472 years
(h)	Yield on Bonds	4.2547752%
(i)	Net Interest Cost of Bonds	4.1193592%
(j)	Proceeds used for Accrued Interest	$-0-
(k)	Costs of Issuance (including Underwriters' Discount) Paid from Proceeds of Bonds	$-0-
(l)	Debt Service Reserve Fund deposit (from Bond proceeds)	$-0-
(m)	Bond Proceeds used for Credit Enhancement	$168,289.13
(n)	Bond Proceeds used to advance refund prior issue	$-0-
(o)	Bond Proceeds used to current refund prior issue	$17,491,012.50
(p)	Nonrefunding Proceeds of the Bonds	$55,173.00
(q)	Remaining weighted average maturity of Prior Bonds	8.143 years
(r)	Prior Bonds Redemption Date	09-01-2006
(s)	Date of Issue of Prior Bonds	05-01-1996
(t)	Amount of Bonds designated by Issuer under § 265(b)(3)(B)	$-0-

The City of Parkersburg
Tax-Exempt Combined Waterworks and
Sewerage System Refunding Revenue Bonds, Series 2006 C

UNDERWRITER'S CERTIFICATE

The undersigned Vice President of Crews & Associates, Inc. and the undersigned Senior Vice President of Ferris, Baker Watts, Incorporated (collectively, the "Underwriters"), for and on behalf of the Underwriters, as purchasers of the above-captioned Bonds (the "Bonds"), hereby certify that:

(a) At least 10% of each maturity of the Bonds have been the subject of an initial offering to the public (excluding bond houses, brokers or similar persons or organizations acting in the capacity of underwriters or wholesalers), made pursuant to the Contract of Purchase (the "Contract of Purchase"), dated March 3, 2006, between The City of Parkersburg (the "Issuer") and the Underwriters, at initial offering prices no higher than, or yields no lower than, those shown on the cover of the Official Statement dated March 3, 2006, relating to the Bonds without accrued interest. We have made a bona fide public offering of all Bonds at the public offering price. At the time we agreed to purchase the Bonds, based upon our assessment of the then prevailing market conditions, we had no reason to believe any of the Bonds would be initially sold to the public (excluding such bond houses, brokers or similar persons or organizations acting in the capacity of underwriters or wholesalers) at prices greater than the prices or yields less than the yields, shown on the cover of the Official Statement, without accrued interest.

(b) The level of funding of the Series 2006 C Bonds Reserve Account established by the Resolution authorizing issuance of the Bonds is reasonable and necessary because such an amount is required as a condition to marketing the Bonds at the interest rates and with the maturities established for the Bonds. Such amount was determined to be necessary to reduce the probability of a default on the Bonds due to a temporary decrease in revenues or increase in operating expenses. The amount to be maintained in the Series 2006 C Bonds Reserve Account is $1,705,205.

(c) The weighted average maturity of the Bonds is 8.472 years.

(d) The weighted average maturity of the Series 1996 Bonds (from June 15, 2006) is 8.143 years.

(e) The net interest cost on the Bonds is 4.1193592%.

(f) As calculated by the Underwriters and as verified by Smith, Cochran & Hicks, P.L.L.C., as verification agent, the yield on the Bonds is 4.2547752%.

(g) This certificate may be relied upon by the Issuer with respect to its Tax and Non-Arbitrage Certificate relating to the Bonds and by Steptoe & Johnson PLLC, Bond Counsel, in rendering their tax opinion with respect to the Bonds.

[Remainder of Page Intentionally Left Blank]

WITNESS my signature on this 15th day of June, 2006.

CREWS & ASSOCIATES, INC.

By: _____
Its: Vice President

FERRIS, BAKER WATTS, INCORPORATED

By: _____ for Marie L. Prezioso
Its: Senior Vice President

04.18.06
686870.00017

SPECIMEN

Unless this Bond is presented by an authorized representative of The Depository Trust Company, a New York corporation ("DTC"), to Issuer or its agent for registration of transfer, exchange, or payment, and any Bond issued is registered in the name of Cede & Co. or in such other name as is requested by an authorized representative of DTC (and any payment is made to Cede & Co. or to such other entity as is requested by an authorized representative of DTC), ANY TRANSFER, PLEDGE, OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL inasmuch as the registered owner hereof, Cede & Co., has an interest herein.

No. CR-1 $660,000

UNITED STATES OF AMERICA
STATE OF WEST VIRGINIA
THE CITY OF PARKERSBURG, WEST VIRGINIA
TAX-EXEMPT COMBINED WATERWORKS AND SEWERAGE SYSTEM
REFUNDING REVENUE BOND, SERIES 2006 C

INTEREST RATE	MATURITY DATE	BOND DATE	CUSIP NO.
3.70%	September 1, 2007	June 15, 2006	701352 CL 8

REGISTERED OWNER: CEDE & CO.

PRINCIPAL AMOUNT: SIX HUNDRED SIXTY THOUSAND DOLLARS

KNOW ALL MEN BY THESE PRESENTS: That on this the 15th day of June, 2006, THE CITY OF PARKERSBURG, WEST VIRGINIA, a municipal corporation organized and existing under the laws of the State of West Virginia (the "Issuer"), for value received, hereby promises to pay, solely from the special funds provided therefor, as hereinafter set forth, to the Registered Owner specified above, or registered assigns (the "Registered Owner"), on the Maturity Date specified above, the Principal Amount specified above and solely from such special funds also to pay interest on said Principal Amount from the Interest Payment Date (as hereinafter defined) preceding the date of authentication hereof or, if authenticated after the Record Date (as hereinafter defined) but prior to the applicable Interest Payment Date or on said Interest Payment Date, from said Interest Payment Date or, if no interest has been paid, from the Bond Date specified above, or, if and to the extent that the Issuer shall default in the payment of interest on any Interest Payment Date, then this Bond shall bear interest from the most recent Interest Payment Date to which interest has been paid or duly provided for, and in which case any Bond surrendered for transfer or exchange shall be dated as of the Interest Payment Date to which interest has been paid in full, at the Interest Rate per annum specified above, semiannually, on March 1 and September 1, in each year, beginning September 1, 2006 (each an "Interest Payment Date"), until maturity or until

the date fixed for redemption if this Bond is called for prior redemption and payment on such date is provided for. Capitalized terms used and not defined herein shall have the meanings ascribed thereto in the hereinafter described Ordinance.

Interest accruing on this Bond on and prior to the Maturity Date hereof shall be payable by check or draft mailed by the West Virginia Municipal Bond Commission, Charleston, West Virginia, as paying agent (in such capacity, the "Paying Agent"), to the Registered Owner hereof as of the applicable Record Date (each February 15 and August 15) or, in the event of a default in the payment of Bonds, that special record date to be fixed by the hereinafter named Registrar by notice given to the Registered Owners not less than 10 days prior to said special record date at the address of such Registered Owner as it appears on the registration books of the Issuer maintained by United Bank, Inc., Charleston, West Virginia, as registrar (in such capacity, the "Registrar"), or, at the option of any Registered Owner of at least $500,000 in aggregate principal amount of Bonds, by wire transfer in immediately available funds to a domestic bank account specified in writing by the Registered Owner to the Paying Agent at least 5 days prior to such Record Date. Principal and premium, if any, shall be paid when due upon presentation and surrender of this Bond for payment at the principal corporate trust office of the Paying Agent, in Charleston, West Virginia.

This Bond is one of an issue of a series of bonds, in the aggregate principal amount of $17,425,000 designated "The City of Parkersburg, West Virginia, Tax-Exempt Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 2006 C" (the "Bonds"), of the Issuer, of like tenor and effect, except as to number, denomination, date of maturity and interest rate, dated June 15, 2006, the proceeds of which are to be used, together with other funds of the Issuer, to currently refund the Issuer's Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 1996 (the "Series 1996 Bonds"), which were issued to refinance the cost of acquisition and construction of certain improvements to the combined waterworks and sewerage system of the Issuer (the "System").

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 13, Article 2E and Chapter 8, Article 20 of the West Virginia Code of 1931, as amended (collectively, the "Act"), and an ordinance duly enacted by the council of the Issuer on December 13, 2005, as supplemented by a supplemental parameters resolution duly adopted by the Council on December 27, 2005 and the second supplemental resolution duly adopted by the Council of the Issuer on March 14, 2006 (hereinafter collectively referred to as the "Ordinance"), and is subject to all the terms and conditions of the Ordinance. The Ordinance provides for the issuance of additional bonds under certain conditions, and such bonds would be entitled to be paid and secured equally and ratably from and by the funds and revenues and other security provided for the Bonds under the Ordinance. Reference is hereby made to the Ordinance, as the same may be amended and supplemented from time to time, for a description of the rights, limitations of rights, obligations, duties and immunities of the Issuer, the Registrar, the Paying Agent, the Registered Owners of the Bonds and the Registered Owners of any subsequently issued additional bonds. Executed counterparts or certified copies of the Ordinance are on file at the office of the City Clerk in The City of Parkersburg, West Virginia.

THIS BOND IS ISSUED ON A PARITY WITH RESPECT TO LIENS, PLEDGE AND SOURCE OF AND SECURITY FOR PAYMENT, AND IN ALL RESPECTS, WITH THE ISSUER'S OUTSTANDING (1) COMBINED WATERWORKS AND SEWERAGE SYSTEM REVENUE BONDS, SERIES 2003 A (WEST VIRGINIA INFRASTRUCTURE FUND), DATED MARCH 4, 2003, ISSUED IN THE ORIGINAL AGGREGATE PRINCIPAL AMOUNT OF $4,000,000 (THE "SERIES 2003 A BONDS"), (2) COMBINED WATERWORKS AND SEWERAGE SYSTEM REVENUE BONDS, SERIES 2003 B (WEST VIRGINIA WATER DEVELOPMENT AUTHORITY), DATED MARCH 4, 2003, ISSUED IN THE ORIGINAL AGGREGATE PRINCIPAL AMOUNT OF $3,250,000 (THE "SERIES 2003 B BONDS"), (3) COMBINED WATERWORKS AND SEWERAGE SYSTEM REVENUE BONDS, SERIES 2003 D (WEST VIRGINIA INFRASTRUCTURE FUND), DATED AUGUST 4, 2003, ISSUED IN THE ORIGINAL AGGREGATE PRINCIPAL AMOUNT OF $926,000 (THE "SERIES 2003 D BONDS"), (4) COMBINED WATERWORKS AND SEWERAGE SYSTEM REVENUE BONDS, SERIES 2003 E (WEST VIRGINIA SRF PROGRAM), DATED AUGUST 4, 2003, ISSUED IN THE ORIGINAL AGGREGATE PRINCIPAL AMOUNT OF $4,326,705 (THE "SERIES 2003 E BONDS"), AND (5) COMBINED WATERWORKS AND SEWERAGE SYSTEM REVENUE BONDS, SERIES 2005 A, DATED AUGUST 1, 2005, ISSUED IN THE ORIGINAL AGGREGATE PRINCIPAL AMOUNT OF $34,950,000 (THE "SERIES 2005 A BONDS") (COLLECTIVELY, THE "PRIOR BONDS").

The Bonds of this issue shall be subject to optional redemption on or after September 1, 2015, at par.

In the event of any redemption of less than all outstanding Bonds, Bonds shall be selected for redemption by lot or in such other manner deemed appropriate by the Paying Agent. If less than all the Bonds are to be redeemed, the Bonds to be redeemed shall be identified by reference to the Series designation, date of issue, CUSIP numbers and Maturity Dates.

Notice of any redemption of this Bond, unless waived, shall be given by the Registrar on behalf of the Issuer by mailing an official redemption notice by first class mail not less than 30 days nor more than 60 days prior to the date fixed for redemption to the Registered Owner of the Bond or Bonds to be redeemed at the address shown on the Bond Register or at such other address as is furnished in writing by such Registered Owner to the Registrar. Notice of redemption having been given as aforesaid, the Bonds or portions of Bonds so to be redeemed shall, on the Redemption Date, become due and payable at the redemption price therein specified, and from and after such date (unless the Issuer shall default in the payment of the redemption price) such Bonds or portions of Bonds shall cease to bear interest.

Failure to receive such notice or any defect therein or in the mailing thereof shall not affect the validity of proceedings for the redemption of this Bond.

The Bonds and the interest thereon are payable only from and are secured by (i) the Gross Revenues (as defined in the Ordinance) to be derived from the System, (ii) all monies in the Series 2006 C Bonds Sinking Fund and the Series 2006 C Bonds Reserve Account established under the Ordinance and

(iii) the unexpended proceeds of the Bonds. Such Gross Revenues shall be sufficient to pay the principal of and interest on all bonds which may be issued pursuant to the Act and shall be set aside as a special fund hereby pledged for such purpose and to make the other payments required by the Ordinance. This Bond does not constitute an indebtedness of the Issuer within any constitutional or statutory provision or limitation, nor shall the Issuer be obligated to pay the same or the interest hereon except from said special fund provided from the Gross Revenues, the monies in the Series 2006 C Bonds Sinking Fund and the Series 2006 C Bonds Reserve Account and unexpended proceeds of the Bonds. Under the Ordinance, the Issuer has covenanted and agreed to fix, establish and collect just and equitable rates or charges for the use of the services and facilities of the System and to revise the same from time to time as will always be sufficient to pay all Operating Expenses of the System and to leave a balance each year equal to at least 120% of the maximum amount payable in any year for principal of and interest on the Bonds and all other obligations secured by a lien on or payable from such revenues prior to or on a parity with the Bonds. The Issuer has entered into certain further covenants with the Registered Owners of the Bonds, for the terms of which reference is made to the Ordinance. Remedies provided the Registered Owners of the Bonds are exclusively as provided in the Ordinance, to which reference is here made for a detailed description thereof.

All monies received from the sale of the Bonds except for accrued interest, if any, thereon, shall be applied solely to refund the Series 1996 Bonds and there shall be, and hereby is, created and granted a lien upon such monies, until so applied, in favor of the Registered Owners of the Bonds.

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

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 be transferred only upon the surrender hereof at the office of the Registrar and otherwise as provided by the Ordinance.

This Bond is, under the Act, exempt from all taxation by the State of West Virginia, or any county, municipality, political subdivision or agency thereof, except inheritance, estate and transfer taxes.

This Bond shall not be entitled to any benefit under the Ordinance, or become valid or obligatory for any purpose, until the certificate of authentication and registration hereon shall have been signed by the Registrar.

All provisions of the Ordinance and the 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.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, THE CITY OF PARKERSBURG has caused this Bond to be signed by its Mayor, and its corporate seal to be imprinted hereon and attested by its City Clerk, and has caused this Bond to be dated as of the Bond Date specified above.

[SEAL]

SPECIMEN

Mayor

ATTEST:

SPECIMEN

City Clerk

CERTIFICATE OF AUTHENTICATION AND REGISTRATION

This Bond is one of the fully registered Bonds described in the within-mentioned Ordinance and has been duly registered in the name of the Registered Owner on the date set forth below. Attached hereto is the complete text of the opinion of Steptoe & Johnson PLLC, bond counsel, signed originals of which are on file with the Registrar, delivered and dated on the date of the original delivery of and payment for the Bonds.

Dated: June 15, 2006.

UNITED BANK, INC., as Registrar

By: _____
Its: Authorized Officer

STATEMENT OF INSURANCE

Financial Guaranty Insurance Company ("Financial Guaranty") has issued a policy containing the following provisions with respect to the Bonds, such policy being on file at the principal office of the West Virginia Municipal Bond Commission, Charleston, West Virginia, as paying agent (the "Paying Agent"):

Financial Guaranty hereby unconditionally and irrevocably agrees to pay for disbursement to the Bondholders that portion of the principal or accreted value (if applicable) of and interest on the Bonds which is then due for payment and which the issuer of the Bonds (the "Issuer") shall have failed to provide. Due for payment means, with respect to principal or accreted value (if applicable) the stated maturity date thereof, or the date on which the same shall have been duly called for mandatory sinking fund redemption and does not refer to any earlier date on which payment of principal or accreted value (if applicable) of the Bonds is due by reason of call for redemption (other than mandatory sinking fund redemption), acceleration or other advancement of maturity, and with respect to interest, the stated date for payment of such interest.

Upon receipt of telephonic or telegraphic notice, subsequently confirmed in writing, or written notice by registered or certified mail, from a Bondholder or the Paying Agent to Financial Guaranty that the requirement payment of principal, accreted value or interest (as applicable) has not been made by the Issuer to the Paying Agent, Financial Guaranty on the due date of such payment or within one business day after receipt of notice of such nonpayment, whichever is later, will make a deposit of funds, in an account with U.S. Bank Trust National Association, or its successor as its agent (the "Fiscal Agent"), sufficient to make the portion of such payment not paid by the Issuer. Upon presentation to the Fiscal Agent of evidence satisfactory to it of the Bondholder's right to receive such payment and any appropriate instruments of assignment required to vest all of such Bondholder's right to such payment in Financial Guaranty, the Fiscal Agent will disburse such amount to the Bondholder.

As used herein the term "Bondholder" means the person other than the Issuer or the borrower(s) of bond proceeds who at the time of nonpayment of a Bond is entitled under the terms of such Bond to payment thereof.

This policy is non-cancellable for any reason.

FINANCIAL GUARANTY INSURANCE COMPANY

ASSIGNMENT

Social Security or Other Identifying Number of Assignee _____

_____

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

_____

_____

_____ the within Bond and does hereby irrevocably constitute and appoint

_____

_____ to transfer the said Bond on the books kept for registration thereof with full power of substitution in the premises.

Dated: _____, _____.

_____

SIGNATURE GUARANTEED:

_____
(Bank, Trust Company or Firm)

_____
(Authorized Officer)

NOTICE: The Assignor's signature to this Assignment must correspond with the name as it appears upon the face of the within Bond in every particular, without alteration or any change whatever.

04/18/06
686870.00017

SPECIMEN

Unless this Bond is presented by an authorized representative of The Depository Trust Company, a New York corporation ("DTC"), to Issuer or its agent for registration of transfer, exchange, or payment, and any Bond issued is registered in the name of Cede & Co. or in such other name as is requested by an authorized representative of DTC (and any payment is made to Cede & Co. or to such other entity as is requested by an authorized representative of DTC), ANY TRANSFER, PLEDGE, OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL inasmuch as the registered owner hereof, Cede & Co., has an interest herein.

No. CR-2 $1,000,000

UNITED STATES OF AMERICA
STATE OF WEST VIRGINIA
THE CITY OF PARKERSBURG, WEST VIRGINIA
TAX-EXEMPT COMBINED WATERWORKS AND SEWERAGE SYSTEM
REFUNDING REVENUE BOND, SERIES 2006 C

INTEREST RATE	MATURITY DATE	BOND DATE	CUSIP NO.
3.70%	September 1, 2008	June 15, 2006	701352 CM 6

REGISTERED OWNER: CEDE & CO.

PRINCIPAL AMOUNT: ONE MILLION DOLLARS

KNOW ALL MEN BY THESE PRESENTS: That on this the 15th day of June, 2006, THE CITY OF PARKERSBURG, WEST VIRGINIA, a municipal corporation organized and existing under the laws of the State of West Virginia (the "Issuer"), for value received, hereby promises to pay, solely from the special funds provided therefor, as hereinafter set forth, to the Registered Owner specified above, or registered assigns (the "Registered Owner"), on the Maturity Date specified above, the Principal Amount specified above and solely from such special funds also to pay interest on said Principal Amount from the Interest Payment Date (as hereinafter defined) preceding the date of authentication hereof or, if authenticated after the Record Date (as hereinafter defined) but prior to the applicable Interest Payment Date or on said Interest Payment Date, from said Interest Payment Date or, if no interest has been paid, from the Bond Date specified above, or, if and to the extent that the Issuer shall default in the payment of interest on any Interest Payment Date, then this Bond shall bear interest from the most recent Interest Payment Date to which interest has been paid or duly provided for, and in which case any Bond surrendered for transfer or exchange shall be dated as of the Interest Payment Date to which interest has been paid in full, at the Interest Rate per annum specified above, semiannually, on March 1 and September 1, in each year, beginning September 1, 2006 (each an "Interest Payment Date"), until maturity or until

SPECIMEN

Unless this Bond is presented by an authorized representative of The Depository Trust Company, a New York corporation ("DTC"), to Issuer or its agent for registration of transfer, exchange, or payment, and any Bond issued is registered in the name of Cede & Co. or in such other name as is requested by an authorized representative of DTC (and any payment is made to Cede & Co. or to such other entity as is requested by an authorized representative of DTC), ANY TRANSFER, PLEDGE, OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL inasmuch as the registered owner hereof, Cede & Co., has an interest herein.

No. CR-3 $1,040,000

UNITED STATES OF AMERICA
STATE OF WEST VIRGINIA
THE CITY OF PARKERSBURG, WEST VIRGINIA
TAX-EXEMPT COMBINED WATERWORKS AND SEWERAGE SYSTEM
REFUNDING REVENUE BOND, SERIES 2006 C

INTEREST RATE	MATURITY DATE	BOND DATE	CUSIP NO.
3.75%	September 1, 2009	June 15, 2006	701352 CN 4

REGISTERED OWNER: CEDE & CO.

PRINCIPAL AMOUNT: ONE MILLION FORTY THOUSAND DOLLARS

KNOW ALL MEN BY THESE PRESENTS: That on this the 15th day of June, 2006, THE CITY OF PARKERSBURG, WEST VIRGINIA, a municipal corporation organized and existing under the laws of the State of West Virginia (the "Issuer"), for value received, hereby promises to pay, solely from the special funds provided therefor, as hereinafter set forth, to the Registered Owner specified above, or registered assigns (the "Registered Owner"), on the Maturity Date specified above, the Principal Amount specified above and solely from such special funds also to pay interest on said Principal Amount from the Interest Payment Date (as hereinafter defined) preceding the date of authentication hereof or, if authenticated after the Record Date (as hereinafter defined) but prior to the applicable Interest Payment Date or on said Interest Payment Date, from said Interest Payment Date or, if no interest has been paid, from the Bond Date specified above, or, if and to the extent that the Issuer shall default in the payment of interest on any Interest Payment Date, then this Bond shall bear interest from the most recent Interest Payment Date to which interest has been paid or duly provided for, and in which case any Bond surrendered for transfer or exchange shall be dated as of the Interest Payment Date to which interest has been paid in full, at the Interest Rate per annum specified above, semiannually, on March 1 and September 1, in each year, beginning September 1, 2006 (each an "Interest Payment Date"), until maturity or until

SPECIMEN

Unless this Bond is presented by an authorized representative of The Depository Trust Company, a New York corporation ("DTC"), to Issuer or its agent for registration of transfer, exchange, or payment, and any Bond issued is registered in the name of Cede & Co. or in such other name as is requested by an authorized representative of DTC (and any payment is made to Cede & Co. or to such other entity as is requested by an authorized representative of DTC), ANY TRANSFER, PLEDGE, OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL inasmuch as the registered owner hereof, Cede & Co., has an interest herein.

No. CR-4 $1,080,000

UNITED STATES OF AMERICA
STATE OF WEST VIRGINIA
THE CITY OF PARKERSBURG, WEST VIRGINIA
TAX-EXEMPT COMBINED WATERWORKS AND SEWERAGE SYSTEM
REFUNDING REVENUE BOND, SERIES 2006 C

INTEREST RATE	MATURITY DATE	BOND DATE	CUSIP NO.
3.80%	September 1, 2010	June 15, 2006	701352 CP 9

REGISTERED OWNER: CEDE & CO.

PRINCIPAL AMOUNT: ONE MILLION EIGHTY THOUSAND DOLLARS

KNOW ALL MEN BY THESE PRESENTS: That on this the 15th day of June, 2006, THE CITY OF PARKERSBURG, WEST VIRGINIA, a municipal corporation organized and existing under the laws of the State of West Virginia (the "Issuer"), for value received, hereby promises to pay, solely from the special funds provided therefor, as hereinafter set forth, to the Registered Owner specified above, or registered assigns (the "Registered Owner"), on the Maturity Date specified above, the Principal Amount specified above and solely from such special funds also to pay interest on said Principal Amount from the Interest Payment Date (as hereinafter defined) preceding the date of authentication hereof or, if authenticated after the Record Date (as hereinafter defined) but prior to the applicable Interest Payment Date or on said Interest Payment Date, from said Interest Payment Date or, if no interest has been paid, from the Bond Date specified above, or, if and to the extent that the Issuer shall default in the payment of interest on any Interest Payment Date, then this Bond shall bear interest from the most recent Interest Payment Date to which interest has been paid or duly provided for, and in which case any Bond surrendered for transfer or exchange shall be dated as of the Interest Payment Date to which interest has been paid in full, at the Interest Rate per annum specified above, semiannually, on March 1 and September 1, in each year, beginning September 1, 2006 (each an "Interest Payment Date"), until maturity or until

SPECIMEN

Unless this Bond is presented by an authorized representative of The Depository Trust Company, a New York corporation ("DTC"), to Issuer or its agent for registration of transfer, exchange, or payment, and any Bond issued is registered in the name of Cede & Co. or in such other name as is requested by an authorized representative of DTC (and any payment is made to Cede & Co. or to such other entity as is requested by an authorized representative of DTC), ANY TRANSFER, PLEDGE, OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL inasmuch as the registered owner hereof, Cede & Co., has an interest herein.

No. CR-5 $1,120,000

UNITED STATES OF AMERICA
STATE OF WEST VIRGINIA
THE CITY OF PARKERSBURG, WEST VIRGINIA
TAX-EXEMPT COMBINED WATERWORKS AND SEWERAGE SYSTEM
REFUNDING REVENUE BOND, SERIES 2006 C

INTEREST RATE	MATURITY DATE	BOND DATE	CUSIP NO.
3.85%	September 1, 2011	June 15, 2006	701352 CQ 7

REGISTERED OWNER: CEDE & CO.

PRINCIPAL AMOUNT: ONE MILLION ONE HUNDRED TWENTY THOUSAND DOLLARS

KNOW ALL MEN BY THESE PRESENTS: That on this the 15th day of June, 2006, THE CITY OF PARKERSBURG, WEST VIRGINIA, a municipal corporation organized and existing under the laws of the State of West Virginia (the "Issuer"), for value received, hereby promises to pay, solely from the special funds provided therefor, as hereinafter set forth, to the Registered Owner specified above, or registered assigns (the "Registered Owner"), on the Maturity Date specified above, the Principal Amount specified above and solely from such special funds also to pay interest on said Principal Amount from the Interest Payment Date (as hereinafter defined) preceding the date of authentication hereof or, if authenticated after the Record Date (as hereinafter defined) but prior to the applicable Interest Payment Date or on said Interest Payment Date, from said Interest Payment Date or, if no interest has been paid, from the Bond Date specified above, or, if and to the extent that the Issuer shall default in the payment of interest on any Interest Payment Date, then this Bond shall bear interest from the most recent Interest Payment Date to which interest has been paid or duly provided for, and in which case any Bond surrendered for transfer or exchange shall be dated as of the Interest Payment Date to which interest has been paid in full, at the Interest Rate per annum specified above, semiannually, on March 1 and September 1, in each year, beginning September 1, 2006 (each an "Interest Payment Date"), until maturity or until

SPECIMEN

Unless this Bond is presented by an authorized representative of The Depository Trust Company, a New York corporation ("DTC"), to Issuer or its agent for registration of transfer, exchange, or payment, and any Bond issued is registered in the name of Cede & Co. or in such other name as is requested by an authorized representative of DTC (and any payment is made to Cede & Co. or to such other entity as is requested by an authorized representative of DTC), ANY TRANSFER, PLEDGE, OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL inasmuch as the registered owner hereof, Cede & Co., has an interest herein.

No. CR-6 $1,160,000

UNITED STATES OF AMERICA
STATE OF WEST VIRGINIA
THE CITY OF PARKERSBURG, WEST VIRGINIA
TAX-EXEMPT COMBINED WATERWORKS AND SEWERAGE SYSTEM
REFUNDING REVENUE BOND, SERIES 2006 C

INTEREST RATE	MATURITY DATE	BOND DATE	CUSIP NO.
3.90%	September 1, 2012	June 15, 2006	701352 CR 5

REGISTERED OWNER: CEDE & CO.

PRINCIPAL AMOUNT: ONE MILLION ONE HUNDRED SIXTY THOUSAND DOLLARS

KNOW ALL MEN BY THESE PRESENTS: That on this the 15th day of June, 2006, THE CITY OF PARKERSBURG, WEST VIRGINIA, a municipal corporation organized and existing under the laws of the State of West Virginia (the "Issuer"), for value received, hereby promises to pay, solely from the special funds provided therefor, as hereinafter set forth, to the Registered Owner specified above, or registered assigns (the "Registered Owner"), on the Maturity Date specified above, the Principal Amount specified above and solely from such special funds also to pay interest on said Principal Amount from the Interest Payment Date (as hereinafter defined) preceding the date of authentication hereof or, if authenticated after the Record Date (as hereinafter defined) but prior to the applicable Interest Payment Date or on said Interest Payment Date, from said Interest Payment Date or, if no interest has been paid, from the Bond Date specified above, or, if and to the extent that the Issuer shall default in the payment of interest on any Interest Payment Date, then this Bond shall bear interest from the most recent Interest Payment Date to which interest has been paid or duly provided for, and in which case any Bond surrendered for transfer or exchange shall be dated as of the Interest Payment Date to which interest has been paid in full, at the Interest Rate per annum specified above, semiannually, on March 1 and September 1, in each year, beginning September 1, 2006 (each an "Interest Payment Date"), until maturity or until

SPECIMEN

Unless this Bond is presented by an authorized representative of The Depository Trust Company, a New York corporation ("DTC"), to Issuer or its agent for registration of transfer, exchange, or payment, and any Bond issued is registered in the name of Cede & Co. or in such other name as is requested by an authorized representative of DTC (and any payment is made to Cede & Co. or to such other entity as is requested by an authorized representative of DTC), ANY TRANSFER, PLEDGE, OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL inasmuch as the registered owner hereof, Cede & Co., has an interest herein.

No. CR-7 $1,205,000

UNITED STATES OF AMERICA
STATE OF WEST VIRGINIA
THE CITY OF PARKERSBURG, WEST VIRGINIA
TAX-EXEMPT COMBINED WATERWORKS AND SEWERAGE SYSTEM
REFUNDING REVENUE BOND, SERIES 2006 C

INTEREST RATE	MATURITY DATE	BOND DATE	CUSIP NO.
5.00%	September 1, 2013	June 15, 2006	701352 CS 3

REGISTERED OWNER: CEDE & CO.

PRINCIPAL AMOUNT: ONE MILLION TWO HUNDRED FIVE THOUSAND DOLLARS

KNOW ALL MEN BY THESE PRESENTS: That on this the 15th day of June, 2006, THE CITY OF PARKERSBURG, WEST VIRGINIA, a municipal corporation organized and existing under the laws of the State of West Virginia (the "Issuer"), for value received, hereby promises to pay, solely from the special funds provided therefor, as hereinafter set forth, to the Registered Owner specified above, or registered assigns (the "Registered Owner"), on the Maturity Date specified above, the Principal Amount specified above and solely from such special funds also to pay interest on said Principal Amount from the Interest Payment Date (as hereinafter defined) preceding the date of authentication hereof or, if authenticated after the Record Date (as hereinafter defined) but prior to the applicable Interest Payment Date or on said Interest Payment Date, from said Interest Payment Date or, if no interest has been paid, from the Bond Date specified above, or, if and to the extent that the Issuer shall default in the payment of interest on any Interest Payment Date, then this Bond shall bear interest from the most recent Interest Payment Date to which interest has been paid or duly provided for, and in which case any Bond surrendered for transfer or exchange shall be dated as of the Interest Payment Date to which interest has been paid in full, at the Interest Rate per annum specified above, semiannually, on March 1 and September 1, in each year, beginning September 1, 2006 (each an "Interest Payment Date"), until maturity or until

SPECIMEN

Unless this Bond is presented by an authorized representative of The Depository Trust Company, a New York corporation ("DTC"), to Issuer or its agent for registration of transfer, exchange, or payment, and any Bond issued is registered in the name of Cede & Co. or in such other name as is requested by an authorized representative of DTC (and any payment is made to Cede & Co. or to such other entity as is requested by an authorized representative of DTC), ANY TRANSFER, PLEDGE, OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL inasmuch as the registered owner hereof, Cede & Co., has an interest herein.

No. CR-8 $1,265,000

UNITED STATES OF AMERICA
STATE OF WEST VIRGINIA
THE CITY OF PARKERSBURG, WEST VIRGINIA
TAX-EXEMPT COMBINED WATERWORKS AND SEWERAGE SYSTEM
REFUNDING REVENUE BOND, SERIES 2006 C

INTEREST RATE	MATURITY DATE	BOND DATE	CUSIP NO.
5.00%	September 1, 2014	June 15, 2006	701352 CT 1

REGISTERED OWNER: CEDE & CO.

PRINCIPAL AMOUNT: ONE MILLION TWO HUNDRED SIXTY-FIVE THOUSAND DOLLARS

KNOW ALL MEN BY THESE PRESENTS: That on this the 15th day of June, 2006, THE CITY OF PARKERSBURG, WEST VIRGINIA, a municipal corporation organized and existing under the laws of the State of West Virginia (the "Issuer"), for value received, hereby promises to pay, solely from the special funds provided therefor, as hereinafter set forth, to the Registered Owner specified above, or registered assigns (the "Registered Owner"), on the Maturity Date specified above, the Principal Amount specified above and solely from such special funds also to pay interest on said Principal Amount from the Interest Payment Date (as hereinafter defined) preceding the date of authentication hereof or, if authenticated after the Record Date (as hereinafter defined) but prior to the applicable Interest Payment Date or on said Interest Payment Date, from said Interest Payment Date or, if no interest has been paid, from the Bond Date specified above, or, if and to the extent that the Issuer shall default in the payment of interest on any Interest Payment Date, then this Bond shall bear interest from the most recent Interest Payment Date to which interest has been paid or duly provided for, and in which case any Bond surrendered for transfer or exchange shall be dated as of the Interest Payment Date to which interest has been paid in full, at the Interest Rate per annum specified above, semiannually, on March 1 and September 1, in each year, beginning September 1, 2006 (each an "Interest Payment Date"), until maturity or until

SPECIMEN

Unless this Bond is presented by an authorized representative of The Depository Trust Company, a New York corporation ("DTC"), to Issuer or its agent for registration of transfer, exchange, or payment, and any Bond issued is registered in the name of Cede & Co. or in such other name as is requested by an authorized representative of DTC (and any payment is made to Cede & Co. or to such other entity as is requested by an authorized representative of DTC), ANY TRANSFER, PLEDGE, OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL inasmuch as the registered owner hereof, Cede & Co., has an interest herein.

No. CR-9 $1,330,000

UNITED STATES OF AMERICA
STATE OF WEST VIRGINIA
THE CITY OF PARKERSBURG, WEST VIRGINIA
TAX-EXEMPT COMBINED WATERWORKS AND SEWERAGE SYSTEM
REFUNDING REVENUE BOND, SERIES 2006 C

INTEREST RATE	MATURITY DATE	BOND DATE	CUSIP NO.
5.00%	September 1, 2015	June 15, 2006	701352 CU 8

REGISTERED OWNER: CEDE & CO.

PRINCIPAL AMOUNT: ONE MILLION THREE HUNDRED THIRTY THOUSAND DOLLARS

KNOW ALL MEN BY THESE PRESENTS: That on this the 15th day of June, 2006, THE CITY OF PARKERSBURG, WEST VIRGINIA, a municipal corporation organized and existing under the laws of the State of West Virginia (the "Issuer"), for value received, hereby promises to pay, solely from the special funds provided therefor, as hereinafter set forth, to the Registered Owner specified above, or registered assigns (the "Registered Owner"), on the Maturity Date specified above, the Principal Amount specified above and solely from such special funds also to pay interest on said Principal Amount from the Interest Payment Date (as hereinafter defined) preceding the date of authentication hereof or, if authenticated after the Record Date (as hereinafter defined) but prior to the applicable Interest Payment Date or on said Interest Payment Date, from said Interest Payment Date or, if no interest has been paid, from the Bond Date specified above, or, if and to the extent that the Issuer shall default in the payment of interest on any Interest Payment Date, then this Bond shall bear interest from the most recent Interest Payment Date to which interest has been paid or duly provided for, and in which case any Bond surrendered for transfer or exchange shall be dated as of the Interest Payment Date to which interest has been paid in full, at the Interest Rate per annum specified above, semiannually, on March 1 and September 1, in each year, beginning September 1, 2006 (each an "Interest Payment Date"), until maturity or until

SPECIMEN

Unless this Bond is presented by an authorized representative of The Depository Trust Company, a New York corporation ("DTC"), to Issuer or its agent for registration of transfer, exchange, or payment, and any Bond issued is registered in the name of Cede & Co. or in such other name as is requested by an authorized representative of DTC (and any payment is made to Cede & Co. or to such other entity as is requested by an authorized representative of DTC), ANY TRANSFER, PLEDGE, OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL inasmuch as the registered owner hereof, Cede & Co., has an interest herein.

No. CR-10 $1,395,000

UNITED STATES OF AMERICA
STATE OF WEST VIRGINIA
THE CITY OF PARKERSBURG, WEST VIRGINIA
TAX-EXEMPT COMBINED WATERWORKS AND SEWERAGE SYSTEM
REFUNDING REVENUE BOND, SERIES 2006 C

INTEREST RATE	MATURITY DATE	BOND DATE	CUSIP NO.
4.00%	September 1, 2016	June 15, 2006	701352 CV 6

REGISTERED OWNER: CEDE & CO.

PRINCIPAL AMOUNT: ONE MILLION THREE HUNDRED NINETY-FIVE THOUSAND DOLLARS

KNOW ALL MEN BY THESE PRESENTS: That on this the 15th day of June, 2006, THE CITY OF PARKERSBURG, WEST VIRGINIA, a municipal corporation organized and existing under the laws of the State of West Virginia (the "Issuer"), for value received, hereby promises to pay, solely from the special funds provided therefor, as hereinafter set forth, to the Registered Owner specified above, or registered assigns (the "Registered Owner"), on the Maturity Date specified above, the Principal Amount specified above and solely from such special funds also to pay interest on said Principal Amount from the Interest Payment Date (as hereinafter defined) preceding the date of authentication hereof or, if authenticated after the Record Date (as hereinafter defined) but prior to the applicable Interest Payment Date or on said Interest Payment Date, from said Interest Payment Date or, if no interest has been paid, from the Bond Date specified above, or, if and to the extent that the Issuer shall default in the payment of interest on any Interest Payment Date, then this Bond shall bear interest from the most recent Interest Payment Date to which interest has been paid or duly provided for, and in which case any Bond surrendered for transfer or exchange shall be dated as of the Interest Payment Date to which interest has been paid in full, at the Interest Rate per annum specified above, semiannually, on March 1 and September 1, in each year, beginning September 1, 2006 (each an "Interest Payment Date"), until maturity or until

SPECIMEN

Unless this Bond is presented by an authorized representative of The Depository Trust Company, a New York corporation ("DTC"), to Issuer or its agent for registration of transfer, exchange, or payment, and any Bond issued is registered in the name of Cede & Co. or in such other name as is requested by an authorized representative of DTC (and any payment is made to Cede & Co. or to such other entity as is requested by an authorized representative of DTC), ANY TRANSFER, PLEDGE, OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL inasmuch as the registered owner hereof, Cede & Co., has an interest herein.

No. CR-11 $1,455,000

UNITED STATES OF AMERICA
STATE OF WEST VIRGINIA
THE CITY OF PARKERSBURG, WEST VIRGINIA
TAX-EXEMPT COMBINED WATERWORKS AND SEWERAGE SYSTEM
REFUNDING REVENUE BOND, SERIES 2006 C

INTEREST RATE	MATURITY DATE	BOND DATE	CUSIP NO.
4.00%	September 1, 2017	June 15, 2006	701352 CW 4

REGISTERED OWNER: CEDE & CO.

PRINCIPAL AMOUNT: ONE MILLION FOUR HUNDRED FIFTY-FIVE THOUSAND DOLLARS

KNOW ALL MEN BY THESE PRESENTS: That on this the 15th day of June, 2006, THE CITY OF PARKERSBURG, WEST VIRGINIA, a municipal corporation organized and existing under the laws of the State of West Virginia (the "Issuer"), for value received, hereby promises to pay, solely from the special funds provided therefor, as hereinafter set forth, to the Registered Owner specified above, or registered assigns (the "Registered Owner"), on the Maturity Date specified above, the Principal Amount specified above and solely from such special funds also to pay interest on said Principal Amount from the Interest Payment Date (as hereinafter defined) preceding the date of authentication hereof or, if authenticated after the Record Date (as hereinafter defined) but prior to the applicable Interest Payment Date or on said Interest Payment Date, from said Interest Payment Date or, if no interest has been paid, from the Bond Date specified above, or, if and to the extent that the Issuer shall default in the payment of interest on any Interest Payment Date, then this Bond shall bear interest from the most recent Interest Payment Date to which interest has been paid or duly provided for, and in which case any Bond surrendered for transfer or exchange shall be dated as of the Interest Payment Date to which interest has been paid in full, at the Interest Rate per annum specified above, semiannually, on March 1 and September 1, in each year, beginning September 1, 2006 (each an "Interest Payment Date"), until maturity or until the date fixed for redemption if this Bond is called for prior redemption and payment on such date is

SPECIMEN

Unless this Bond is presented by an authorized representative of The Depository Trust Company, a New York corporation ("DTC"), to Issuer or its agent for registration of transfer, exchange, or payment, and any Bond issued is registered in the name of Cede & Co. or in such other name as is requested by an authorized representative of DTC (and any payment is made to Cede & Co. or to such other entity as is requested by an authorized representative of DTC), ANY TRANSFER, PLEDGE, OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL inasmuch as the registered owner hereof, Cede & Co., has an interest herein.

No. CR-12 $1,510,000

UNITED STATES OF AMERICA
STATE OF WEST VIRGINIA
THE CITY OF PARKERSBURG, WEST VIRGINIA
TAX-EXEMPT COMBINED WATERWORKS AND SEWERAGE SYSTEM
REFUNDING REVENUE BOND, SERIES 2006 C

INTEREST RATE	MATURITY DATE	BOND DATE	CUSIP NO.
4.00%	September 1, 2018	June 15, 2006	701352 CX 2

REGISTERED OWNER: CEDE & CO.

PRINCIPAL AMOUNT: ONE MILLION FIVE HUNDRED TEN THOUSAND DOLLARS

KNOW ALL MEN BY THESE PRESENTS: That on this the 15th day of June, 2006, THE CITY OF PARKERSBURG, WEST VIRGINIA, a municipal corporation organized and existing under the laws of the State of West Virginia (the "Issuer"), for value received, hereby promises to pay, solely from the special funds provided therefor, as hereinafter set forth, to the Registered Owner specified above, or registered assigns (the "Registered Owner"), on the Maturity Date specified above, the Principal Amount specified above and solely from such special funds also to pay interest on said Principal Amount from the Interest Payment Date (as hereinafter defined) preceding the date of authentication hereof or, if authenticated after the Record Date (as hereinafter defined) but prior to the applicable Interest Payment Date or on said Interest Payment Date, from said Interest Payment Date or, if no interest has been paid, from the Bond Date specified above, or, if and to the extent that the Issuer shall default in the payment of interest on any Interest Payment Date, then this Bond shall bear interest from the most recent Interest Payment Date to which interest has been paid or duly provided for, and in which case any Bond surrendered for transfer or exchange shall be dated as of the Interest Payment Date to which interest has been paid in full, at the Interest Rate per annum specified above, semiannually, on March 1 and September 1, in each year, beginning September 1, 2006 (each an "Interest Payment Date"), until maturity or until

SPECIMEN

Unless this Bond is presented by an authorized representative of The Depository Trust Company, a New York corporation ("DTC"), to Issuer or its agent for registration of transfer, exchange, or payment, and any Bond issued is registered in the name of Cede & Co. or in such other name as is requested by an authorized representative of DTC (and any payment is made to Cede & Co. or to such other entity as is requested by an authorized representative of DTC), ANY TRANSFER, PLEDGE, OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL inasmuch as the registered owner hereof, Cede & Co., has an interest herein.

No. CR-14 $1,635,000

UNITED STATES OF AMERICA
STATE OF WEST VIRGINIA
THE CITY OF PARKERSBURG, WEST VIRGINIA
TAX-EXEMPT COMBINED WATERWORKS AND SEWERAGE SYSTEM
REFUNDING REVENUE BOND, SERIES 2006 C

INTEREST RATE	MATURITY DATE	BOND DATE	CUSIP NO.
4.10%	September 1, 2020	June 15, 2006	701352 CZ 7

REGISTERED OWNER: CEDE & CO.

PRINCIPAL AMOUNT: ONE MILLION SIX HUNDRED THIRTY-FIVE THOUSAND DOLLARS

KNOW ALL MEN BY THESE PRESENTS: That on this the 15th day of June, 2006, THE CITY OF PARKERSBURG, WEST VIRGINIA, a municipal corporation organized and existing under the laws of the State of West Virginia (the "Issuer"), for value received, hereby promises to pay, solely from the special funds provided therefor, as hereinafter set forth, to the Registered Owner specified above, or registered assigns (the "Registered Owner"), on the Maturity Date specified above, the Principal Amount specified above and solely from such special funds also to pay interest on said Principal Amount from the Interest Payment Date (as hereinafter defined) preceding the date of authentication hereof or, if authenticated after the Record Date (as hereinafter defined) but prior to the applicable Interest Payment Date or on said Interest Payment Date, from said Interest Payment Date or, if no interest has been paid, from the Bond Date specified above, or, if and to the extent that the Issuer shall default in the payment of interest on any Interest Payment Date, then this Bond shall bear interest from the most recent Interest Payment Date to which interest has been paid or duly provided for, and in which case any Bond surrendered for transfer or exchange shall be dated as of the Interest Payment Date to which interest has been paid in full, at the Interest Rate per annum specified above, semiannually, on March 1 and September 1, in each year, beginning September 1, 2006 (each an "Interest Payment Date"), until maturity or until

[TO BE MAILED BY FIRST CLASS MAIL TO
ALL REGISTERED OWNERS OF THE SERIES 2006 A BONDS
BY NOT LATER THAN JUNE 15, 2006]

NOTICE OF EXCHANGE

$17,070,000
CITY OF PARKERSBURG (WEST VIRGINIA)
TAXABLE COMBINED WATERWORKS AND SEWERAGE SYSTEM
REFUNDING REVENUE BONDS, SERIES 2006 A
Dated: March 1, 2006
AND
$355,000
TAXABLE COMBINED WATERWORKS AND SEWERAGE SYSTEM
REFUNDING REVENUE BONDS, SERIES 2006 B
Dated: March 1, 2006

SERIES 2006 A BONDS

CUSIP*	CUSIP*	CUSIP*	CUSIP*
701352BV7	701352BZ8	701352CD6	701352CH7
701352BW5	701352CA2	701352CE4	701352CJ3
701352BX3	701352CB0	701352CF1	
701352BY1	701352CC8	701352CG9	

SERIES 2006 B BONDS

CUSIP*
701352CK0

TO THE REGISTERED OWNERS OF ALL THE ABOVE-CAPTIONED BONDS:

You are hereby notified that all the Taxable Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 2006 A and Taxable Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 2006 B of The City of Parkersburg (the "City"), dated March 1, 2006 (the "Series 2006 Bonds"), were ordered by the City to be exchanged on June 15, 2006 (the "Exchange Date"), in accordance with the provisions of the Ordinance authorizing issuance of the Series 2006 Bonds.

All Series 2006 Bonds outstanding as of the Exchange Date are to be surrendered to:

United Bank, Inc.
500 Virginia Street, East
Charleston, WV 25301
Attn: Trust Officer

in exchange for one of the City's Tax-Exempt Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 2006 C, dated June 15, 2006, in an amount equal to the then outstanding principal amount of your Series 2006 Bond, plus accrued interest thereon to and including June 15, 2006.

Upon receipt by United Bank, Inc., of your Series 2006 Bond, United Bank, Inc., will deliver to you the Series 2006 C Bond purchased on your behalf.

In accordance with the terms of the Interest and Dividend Tax Compliance Act of 1983, payers are required to withhold 31% of payment upon redemption to certain bondholders who do not provide a correctly completed Form W-9 entitled "Payer's Request for Taxpayers Identification Number." If you need a copy of the Form W-9, you should be able to obtain one at your local bank or IRS service center. Please return a correctly completed Form W-9 to the address above with your Series 2006 C Bonds to avoid any such withholding penalties.

THE CITY OF PARKERSBURG

By: _____
Mayor

UNITED BANK, INC., as Registrar

By: _____
Its: Officer

Dated: _____, 2006

* No representation is made as to the correctness of the CUSIP numbers as printed on the Series 2006 Bonds or as contained in this notice of redemption.

04/18/06
686870.00017

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: The City of Parkersburg	2	Issuer's employer identification number: 55 6000227
3	Number and street (or P.O. box if mail is not delivered to street address): 125 19th Street	Room/suite	4 Report number: 3 2006 - 01
5	City, town, or post office, state, and ZIP code: Parkersburg, West Virginia 26101	6	Date of issue: June 15, 2006
7	Name of issue: Tax-Exempt Combined Waterworks and Sewerage System Ref. Rev. Bonds, Series 2006 C	8	CUSIP number: 701352 CZ7
9	Name and title of officer or legal representative whom the IRS may call for more information: Joseph Santer, Esquire	10	Telephone number of officer or legal representative: (304) 422.5590

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	17,546,185.50
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 ▶ ☐		

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	September 1, 2020	$ 17,546,185.50	$ 17,546,185.50	8.472 years	4.1193592 %

Part IV Uses of Proceeds of Bond Issue (including underwriters' discount)

22	Proceeds used for accrued interest			22	-0-
23	Issue price of entire issue (enter amount from line 21, column (b))			23	17,546,185.50
24	Proceeds used for bond issuance costs (including underwriters' discount)	24	-0-		
25	Proceeds used for credit enhancement	25	168,289.13		
26	Proceeds allocated to reasonably required reserve or replacement fund	26	-0-		
27	Proceeds used to currently refund prior issues	27	17,377,896.37		
28	Proceeds used to advance refund prior issues	28	-0-		
29	Total (add lines 24 through 28)			29	17,546,185.50
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 ▶	8.143 years
32	Enter the remaining weighted average maturity of the bonds to be advance refunded ▶	-0- years
33	Enter the last date on which the refunded bonds will be called ▶	September 1, 2006
34	Enter the date(s) the refunded bonds were issued ▶	May 1, 1996

Part VI Miscellaneous

35	Enter the amount of the state volume cap allocated to the issue under section 141(b)(5)	35	-0-
36a	Enter the amount of gross proceeds invested or to be invested in a guaranteed investment contract (see instructions)	36a	-0-
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	-0-

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 ▶ ☐

RECEIVED AUG 11 2006 OGDEN, UT OSC 335

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.

▶ [signature] 5/25/06 ▶ Robert D. Newell, Mayor

Signature of issuer's authorized representative — Date — 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)

AGREEMENT

This AGREEMENT made and entered into this 15th day of June, 2006, by and among THE CITY OF PARKERSBURG (the "City"), CREWS & ASSOCIATES, INC. and FERRIS, BAKER WATTS, INCORPORATED (the "Underwriters"), UNITED BANK, INC., (the "Bank" and the "Escrow Agent") and the WEST VIRGINIA MUNICIPAL BOND COMMISSION (the "Bond Commission").

W I T N E S S E T H:

WHEREAS, the City issued its Taxable Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 2006 A (the "Series 2006 A Bonds") and Taxable Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 2006 B (the "Series 2006 B Bonds" and together with the Series 2006 A Bonds, the "Series 2006 Bonds"), on March 23, 2006, and, on June 15, 2006, the City has determined to issue its Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 2006 C (the "Series 2006 C Bonds"), all pursuant to a Bond Resolution duly enacted on December 13, 2005, as amended and supplemented by a Supplemental Parameters Resolution duly adopted on December 27, 2005, and a Second Supplemental Resolution duly adopted on March 14, 2006.

WHEREAS, contemporaneously with the issuance of the Series 2006 Bonds, the proceeds of the Series 2006 Bonds were delivered to United Bank, Inc. (the "Bank") pursuant to an Escrow Agreement dated March 23, 2006, by and between the City and the Bank (the "Escrow Agreement), and such bond proceeds were placed into an escrow account (the "Escrow Fund");

WHEREAS, pursuant to paragraph 5 of the Escrow Agreement, in the event the Series 2006 C Bonds are issued by the City on June 15, 2006, the Escrow Agent agreed to transfer (i) $168,289.13 to pay the insurance premium on the Series 2006 C Bonds to FGIC and (ii) $17,275,149.82 from the Escrow Fund to the Bond Commission;

WHEREAS, pursuant to paragraph 5 of the Escrow Agreement, immediately upon receipt from the Escrow Agent of the aforesaid transfer of monies from the Escrow Fund to the Bond Commission, the Bond Commission will invest the $17,275,149.82, along with other funds held by the Bond Commission for the Series 1996 Bonds, in certain governmental securities pending the refunding of the City's Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 1996, on September 1, 2006;

WHEREAS, prior to September 1, 2006, the Bond Commission will transfer the funds held for the Series 1996 Bonds to the Bank, as Paying Agent of the Series 1996 Bonds, to effect the refunding on September 1, 2006;

NOW, THEREFORE, in consideration of the mutual agreements contained herein, the parties hereto agree for themselves, their respective representatives, successors and assigns as follows:

1. On June 15, 2006, the transfer by the Bank of (i) $168,289.13 to pay the insurance premium on the Series 2006 C Bonds to FGIC and (ii) $17,275,149.82 to effect the exchange of the Series 2006 Bonds of redemption proceeds for the Series 2006 Bonds from the Escrow Fund to the Bond Commission is hereby approved to be made without the need for any further action on the part of the parties hereto.

2. On June 15, 2006, the Bond Commission shall make the following deposits and transfers:

SOURCES

Remaining Monies from Escrow Fund (after Bond Insurance Premium Payment)	$17,275,149.82
Monies from Series 1996 Sinking Fund	$ 427,406.25
Monies from Series 1996 Reserve Account	$ 1,750,000.00
TOTAL SOURCES:	$19,452,556.07*

*Actual cashflow.

USES:

Series 2006 A and Series 2006 B Interest	$ 252,253.45
Series 1996 Bonds Sinking Fund	$17,491,012.50
Series 2006 C Bonds Reserve Account	$ 1,705,205.00
Series 2006 C Bonds Sinking Fund	$ 4,085.12
TOTAL USES:	$19,452,556.07

3. The Bond Commission will invest the $17,491,012.50 of redemption proceeds in certain governmental securities pending the refunding of the City's Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 1996, on September 1, 2006.

4. On the date required by the Bank, the Bond Commission will transfer the funds held for the Series 1996 Bonds to the Bank, as Paying Agent of the Series 1996 Bonds, to effect the refunding on September 1, 2006.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, the parties hereto have executed this Agreement on the day and year first above written.

THE CITY OF PARKERSBURG

By: _____
Its: Mayor

CREWS & ASSOCIATES, INC.

By: _____
Its: Vice President

FERRIS, BAKER WATTS, INC.

By: _____ For Mariel Prezioso
Its: Senior Vice President

UNITED BANK, INC.

By: _____
Its: Vice President

WEST VIRGINIA MUNICIPAL BOND COMMISSION

By: _____
Its: Executive Director

04/27/06
686870.00017

CH811032.1

WV MUNICIPAL BOND COMMISSION
8 Capitol Street
Suite 500
Charleston, WV 25301
(304) 558-3971

NEW ISSUE REPORT FORM

Date of Report: June 15, 2006

(See Reverse for Instructions)

ISSUE: The City of Parkersburg, Combined Waterworks and Sewerage Refunding Revenue Bonds, Series 2006 C

ADDRESS: One Government Square, Parkersburg, West Virginia 26102 COUNTY: Wood

PURPOSE OF ISSUE: New Money: ____ Refunding: X

REFUNDS ISSUE(S) DATED: May 1, 1996

ISSUE DATE: June 15, 2006

CLOSING DATE: June 15, 2006

ISSUE AMOUNT: $17,425,000

RATE: See Attached Numbers

1ST DEBT SERVICE DUE: September 1, 2006

1ST PRINCIPAL DUE: September 1, 2007

1ST DEBT SERVICE AMOUNT: $153,187.50

PAYING AGENT: West Virginia Municipal Bond Commission

BOND COUNSEL: Steptoe & Johnson PLLC
Contact Person: John C. Stump, Esq.
Phone: 304.353.8196

UNDERWRITERS COUNSEL: Spilman, Thomas & Battle, PLLC
Contact Person: Lee O. Hill, Esq.
Phone: 304.340.3802

CLOSING BANK: United Bank, Inc.
Contact Person: Kathy Smith
Phone: 304.348.8427

ESCROW AGENT: United Bank, Inc.
Contact Person: Kathy Smith
Phone: 304.348.8427

KNOWLEDGEABLE ISSUER CONTACT
Contact Person: Connie Shaffer
Position: City Clerk
Phone: 304.424.8490

OTHER: Municipal Bond Commission
Contact Person: Sara Boardman
Function: Paying Agent
Phone: 304.558.3971

DEPOSITS TO MBC AT CLOSE:
By: X Wire
____ Check

X Accrued Interest: Series 2006 A & B $ 252,253.45
____ Capitalized Interest: $ ____
____ Reserve Account: $ ____
X Other: Sinking Fund Series 1996 $ 17,275,149.82

REFUNDS & TRANSFERS BY MBC AT CLOSE
By: ____ Wire
____ Check
____ IGT

____ To DTC: $ ____
____ To Issuer $ ____
____ To Cons. Invest. Fund $ ____
X To Other: 2006 $ See Notes

NOTES: Transfers from the Series 1996 Reserve Account as described on the attached document to fully fund the Series 2006 C Reserve Account.

FOR MUNICIPAL BOND COMMISSION USE ONLY:
DOCUMENTS REQUIRED: ____
TRANSFERS REQUIRED: ____

CH811039.1

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 specified 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.

FGIC

Financial Guaranty Insurance Company
125 Park Avenue
New York, NY 10017
T 212·312·3000
T 800·352·0001

SPECIMEN

Municipal Bond
New Issue Insurance Policy

Issuer:	**The City of Parkersburg, West Virginia**	**Policy Number:**	**06010113**
		Control Number:	**0010001**
Bonds:	**$17,425,000.00 in aggregate principal amount of Tax-Exempt Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 2006C**	**Premium:**	**$186,987.92**

Financial Guaranty Insurance Company ("Financial Guaranty"), a New York stock insurance company, in consideration of the payment of the premium and subject to the terms of this Policy, hereby unconditionally and irrevocably agrees to pay U.S. Bank Trust National Association or its successor, as its agent (the "Fiscal Agent"), for the benefit of Bondholders, that portion of the principal and interest on the above-described debt obligations (the "Bonds") which shall become Due for Payment but shall be unpaid by reason of Nonpayment by the Issuer.

Financial Guaranty will make such payments to the Fiscal Agent on the date such principal or interest becomes Due for Payment or on the Business Day next following the day on which Financial Guaranty shall have received Notice of Nonpayment, whichever is later. The Fiscal Agent will disburse to the Bondholder the face amount of principal and interest which is then Due for Payment but is unpaid by reason of Nonpayment by the Issuer but only upon receipt by the Fiscal Agent, in form reasonably satisfactory to it, of (i) evidence of the Bondholder's right to receive payment of the principal or interest Due for Payment and (ii) evidence, including any appropriate instruments of assignment, that all of the Bondholder's rights to payment of such principal or interest Due for Payment shall thereupon vest in Financial Guaranty. Upon such disbursement, Financial Guaranty shall become the owner of the Bond, appurtenant coupon or right to payment of principal or interest on such Bond and shall be fully subrogated to all of the Bondholder's rights thereunder, including the Bondholder's right to payment thereof.

This Policy is non-cancellable for any reason. The premium on this Policy is not refundable for any reason, including the payment of the Bonds prior to their maturity. This Policy does not insure against loss of any prepayment premium which may at any time be payable with respect to any Bond.

As used herein, the term "Bondholder" means, as to a particular Bond, the person other than the Issuer who, at the time of Nonpayment, is entitled under the terms of such Bond to payment thereof. "Due for Payment" means, when referring to the principal of a Bond, the stated maturity date thereof or the date on which the same shall have been duly called for mandatory sinking fund redemption and does not refer to any earlier date on which payment is due by reason of call for redemption (other than by mandatory sinking fund redemption), acceleration or other advancement of maturity and means, when referring to interest on a Bond, the stated date for payment of interest. "Nonpayment" in respect of a Bond means the failure of the Issuer to have provided sufficient funds to the paying agent for payment in full of all principal and interest

FGIC is a registered service mark used by Financial Guaranty Insurance Company under license from its parent company, FGIC Corporation.

FGIC

Financial Guaranty Insurance Company
125 Park Avenue
New York, NY 10017
T 212·312·3000
T 800·352·0001

Municipal Bond
New Issue Insurance Policy

Due for Payment on such Bond. "Notice" means telephonic or telegraphic notice, subsequently confirmed in writing, or written notice by registered or certified mail, from a Bondholder or a paying agent for the Bonds to Financial Guaranty. "Business Day" means any day other than a Saturday, Sunday or a day on which the Fiscal Agent is authorized by law to remain closed.

In Witness Whereof, Financial Guaranty has caused this Policy to be affixed with its corporate seal and to be signed by its duly authorized officer in facsimile to become effective and binding upon Financial Guaranty by virtue of the countersignature of its duly authorized representative.

President

Effective Date: June 15, 2006

Authorized Representative

U.S. Bank Trust National Association acknowledges that it has agreed to perform the duties of Fiscal Agent under this Policy.

Authorized Officer

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FGIC

Financial Guaranty Insurance Company
125 Park Avenue
New York, NY 10017
T 212·312·3000
T 800·352·0001

Endorsement
To Financial Guaranty Insurance Company Insurance Policy

Policy Number: 06010113 **Control Number: 0010001**

It is further understood that the term "Nonpayment" in respect of a Bond includes any payment of principal or interest made to a Bondholder by or on behalf of the issuer of such Bond which has been recovered from such Bondholder pursuant to the United States Bankruptcy Code by a trustee in bankruptcy in accordance with a final, nonappealable order of a court having competent jurisdiction.

NOTHING HEREIN SHALL BE CONSTRUED TO WAIVE, ALTER, REDUCE OR AMEND COVERAGE IN ANY OTHER SECTION OF THE POLICY. IF FOUND CONTRARY TO THE POLICY LANGUAGE, THE TERMS OF THIS ENDORSEMENT SUPERSEDE THE POLICY LANGUAGE.

In Witness Whereof, Financial Guaranty has caused this Endorsement to be affixed with its corporate seal and to be signed by its duly authorized officer in facsimile to become effective and binding upon Financial Guaranty by virtue of the countersignature of its duly authorized representative.

President

Effective Date: June 15, 2006

Authorized Representative

Acknowledged as of the Effective Date written above:

Authorized Officer
U.S. Bank Trust National Association, as Fiscal Agent

FGIC is a registered service mark used by Financial Guaranty Insurance Company under license from its parent company, FGIC Corporation.

FGIC

Financial Guaranty Insurance Company
125 Park Avenue
New York, NY 10017
T 212·312·3000
F 212·312·3093

June 15, 2006

The City of Parkersburg

Crews & Associates, Inc.,
as Underwriter or as Representative of the Underwriters

Re: $17,425,000.00 in aggregate principal amount of The City of Parkersburg, West Virginia Tax-Exempt Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 2006C

Ladies and Gentleman:

I am Senior Counsel of Financial Guaranty Insurance Company ("Financial Guaranty"), and have been requested to render an opinion concerning the issuance by Financial Guaranty of its Municipal Bond New Issue Insurance Policy (the "Policy") in connection with the issuance of the captioned obligations (the "Bonds"). I have examined such documents and records as I have deemed relevant for purposes of this opinion, including (a) the Certificate of Incorporation of Financial Guaranty, including all amendments thereto, (b) the amended By-laws of Financial Guaranty as in effect on the date hereof, (c) the certificate of authority issued to Financial Guaranty by the Superintendent of Insurance of the State of New York, (d) the certificate of authority issued to Financial Guaranty by the Commissioner of Insurance of the State of West Virginia, (e) the executed Policy and (f) the statements in the Official Statement dated March 3, 2006, relating to the Bonds (the "Official Statement") under the caption "BOND INSURANCE".

On the basis of the foregoing, it is my opinion that:

(1) Financial Guaranty is a stock insurance corporation validly existing and in good standing under the laws of the State of New York and qualified to do business therein and is licensed and authorized to issue its financial guaranty insurance policies under the laws of the State of West Virginia.

(2) The Policy is valid and binding upon Financial Guaranty and enforceable in accordance with its terms, subject to applicable laws affecting creditors' rights generally.

FGIC

June 15, 2006

(3) Financial Guaranty, as an insurance company, is not eligible for relief under the Federal Bankruptcy Laws. Any proceedings for the liquidation, conservation or rehabilitation of Financial Guaranty would be governed by the provisions of the Insurance Law of the State of New York.

(4) The statements described above in the Official Statement relating to Financial Guaranty and the Policy accurately and fairly present the summary information set forth therein and do not omit any material fact with respect to the description of Financial Guaranty relative to the material terms of the Policy or the ability of Financial Guaranty to meet its obligations under the Policy.

Very truly yours,

Eileen Kirchoff
Senior Counsel

06010113

Moody's Investors Service

99 Church Street
New York, NY

June 14, 2006

Financial Guaranty Insurance Company
125 Park Avenue, 5th Floor
New York, NY 10017

To Whom It May Concern:

Moody's Investors Service has assigned the rating of **Aaa** (Financial Guaranty Insurance Company Insured - Policy No. **06010113**) to the **$17,425,000.00, The City of Parkersburg, West Virginia - Tax-Exempt Combined Waterworks and Sewerage System Refunding Revenue Bonds, Series 2006C**, dated June 15, 2006 which sold through negotiation on March 3, 2006. The rating is based upon an insurance policy provided by Financial Guaranty Insurance Company.

Should you have any questions regarding the above, please do not hesitate to contact Karen Malkowski at (201) 395-6370.

Sincerely yours,

Sean Cullen

Sean Cullen
Senior Vice President

SC / DC