CITY OF SISTERSVILLE
(WEST VIRGINIA)

Water Refunding Revenue Bonds, Series 2003

Date of Closing: November 21, 2003

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CITY OF SISTERSVILLE
(WEST VIRGINIA)

WATER REFUNDING REVENUE BONDS, SERIES 2003

"CONFORMED" BOND ORDINANCE

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THE CITY OF SISTERSVILLE

AN ORDINANCE AUTHORIZING THE ISSUANCE OF NOT MORE THAN $1,200,000 IN AGGREGATE PRINCIPAL AMOUNT OF THE CITY OF SISTERSVILLE WATER REFUNDING REVENUE BONDS, SERIES 2003, FOR THE PURPOSE OF DEFEASING CERTAIN OUTSTANDING OBLIGATIONS OF THE CITY OF SISTERSVILLE SECURED BY THE WATERWORKS SYSTEM; AUTHORIZING FUNDING A RESERVE ACCOUNT FOR THE REFUNDING BONDS AND PAYING COSTS IN CONNECTION THEREWITH; PROVIDING FOR THE RIGHTS AND REMEDIES OF AND SECURITY FOR THE HOLDERS OF SUCH BONDS; AND ADOPTING OTHER PROVISIONS THERETO.

BE IT ORDAINED AND ENACTED BY THE COUNCIL OF THE CITY OF SISTERSVILLE:

ARTICLE I

STATUTORY AUTHORITY, FINDINGS AND DEFINITIONS

Section 1.01. Authority for this Ordinance. This Ordinance (together with any ordinance, order or resolution supplemental hereto or amendatory hereof, the "Bond Legislation"), is enacted pursuant to the provisions of Chapter 18, Article 19 of the West Virginia Code of 1931, as amended (the "Act" or "Refunding Act"), and other applicable provisions of law.

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

A. The City of Sistersville (the "City") is a municipal corporation and political subdivision of the State of West Virginia in Tyler County of said State and the City presently owns and operates a public waterworks treatment and distribution system (the "System").

B. The acquisition and construction of the System were financed in part by the proceeds of prior bond issues of the City, including (i) the Water Revenue Bonds, Series 1989 A Bonds, dated January 25, 1989, issued in the original aggregate principal amount of $250,000, of which approximately $230,210.87 is presently outstanding (the "Series 1989 A Bonds"); (ii) the Water Revenue Bonds, Series 1989 B, dated January 25, 1989, issued in the original aggregate principal amount of $240,000 (the "Series 1989 B Bonds" and, collectively with the Series 1989 A Bonds the "Series 1989 Bonds"); and (iii) the Water Revenue Bonds, Series 2000, dated June 29, 2000, issued in the original aggregate principal amount of

$430,000 (the "Series 2000 Bonds"). The Series 1989 A Bonds, the Series 1989 B Bonds and the Series 2000 Bonds are hereinafter collectively referred to as the "Prior Bonds." The Prior Bonds each have a first lien on the gross revenues of the System on a parity with one another.

C. Pursuant to the Act, the City is authorized and empowered to issue refunding revenue bonds for the purpose of refunding, paying or discharging all or any part of its outstanding revenue bonds, including interest thereon.

D. It is deemed necessary that the City issue its Water Refunding Revenue Bonds, Series 2003 (the "Series 2003 Bonds"), in the maximum total aggregate principal amount of not more than $1,200,000.

E. Based upon the assumed principal amount, maturity schedule and interest rates for the Series 2003 Bonds presented to the City by the Original Purchaser, the Series 2003 Bonds show a net present value debt service savings to the City after deducting all expenses of the refunding and the costs of issuing the Series 2003 Bonds and such refunding is in the best interest of the City.

F. The City shall not sell the Series 2003 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 2003 Bonds, and the City shall not issue the Series 2003 Bonds without having obtained from an Independent Certified Public Accountant or firm of independent certified public accountants, 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 2003 Bonds and the net interest cost in dollars of the Series 2003 Bonds.

G. Subject to the determination and certification required by paragraph F above, it is in the best interests of the City, and the residents thereof, that the City refund all or a portion of the Prior Bonds, as shall be set forth in a Supplemental Resolution with proceeds of the Series 2003 Bonds and other funds of the City, to issue the Series 2003 Bonds and to pledge the Gross Revenues of the System for payment thereof, on a parity with any of the Prior Bonds which remain outstanding.

H. The estimated revenues to be derived in each year from the operation of the System after the refunding and defeasance of the Prior Bonds will be sufficient to pay all Operating Expenses of the System and the principal of and interest on the Series 2003 Bonds and all Prior Bonds which remain outstanding and to make all other payments provided for in this Ordinance.

I. All things necessary to make the Series 2003 Bonds, when authenticated by the Registrar and issued as in this Ordinance provided, the valid, binding and legal special obligations of the City 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 2003 Bonds, will be timely done and timely performed.

J. The Series 2003 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 City.

K. The City is a governmental unit with general taxing powers.

L. The Series 2003 Bonds are not private activity bonds as defined in the Code.

M. Ninety-five percent (95%) or more of the net proceeds (as defined with respect to the Code) of the Series 2003 Bonds will be issued for local governmental activities of the City.

N. The City shall not permit at any time any of the proceeds of the Series 2003 Bonds or other funds of the City to be used directly or indirectly in any manner which would result in the exclusion of the Bonds from the treatment afforded by Section 103(a) of the Code.

O. The City will file all statements, instruments and returns necessary to assure the tax-exempt status of the Bonds.

P. The Bonds will not be federally guaranteed within the meaning of Section 149(b) of the Code.

Section 1.03. Bond Legislation Constitutes Contract. In consideration of the acceptance of Series 2003 Bonds by those who shall be the Bondholders of the same from time to time, this Bond Legislation shall be deemed to be and shall constitute a contract between the City and such Bondholders, and the covenants and agreements herein set forth to be performed by the City shall be for the equal benefit, protection and security of the Bondholders of any and all of such Series 2003 Bonds, all which shall be of equal rank and without preference, priority or distinction between any one Bond of a series and any other Bonds of the same series, by reason of priority of issuance or otherwise, except as expressly provided therein and herein.

Section 1.04. Definitions. All capitalized terms used in this Ordinance and not otherwise defined in the recitals or in the text hereof shall have the meanings specified below, unless the context expressly requires otherwise:

"Act" or "Refunding Act" means Chapter 18, Article 19 of the West Virginia Code of 1931, as amended and in effect on the date of delivery of the Series 2003 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 City or any other officer of the City specifically designated by resolution of the City Council.

"Board" or "Sanitary Board" means the Sanitary Board of the City.

"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 City, and shall initially mean Steptoe & Johnson PLLC, Charleston, 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 Register" means the books of the City 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, or such other period as shall be determined by the City, except that the first Bond Year shall begin on the Closing Date.

"Bonds" means, collectively, the Series 2003 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 Series 2003 Bonds, in substantially the form set forth in EXHIBIT A - BOND FORM hereto.

"City" means the City of Sistersville, a municipal corporation of the State of West Virginia, and, where appropriate, the City Council of the City.

"Closing Date" means the date upon which there is an exchange of the Series 2003 Bonds for the proceeds representing the original purchase price 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 Prior Bonds (which amount shall reflect the Authority's determination of the Redemption Price of the Prior Bonds), interest accruing or to accrue thereon, redemption, premiums, premiums for municipal bond insurance, if any, expenses for fiscal or other agents, legal expenses and any other costs or expenses necessary, incidental, desirable or appurtenant to the issuance of the Series 2003 Bonds and the refunding of the Prior Bonds.

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

"Costs of Issuance" shall mean those costs of issuing the Series 2003 Bonds, including, but not limited to, legal, accounting, fiscal agent fees and expenses and fees in connection therewith.

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

"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 City as Depository Bank.

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

"DTC-eligible" means, with respect to the Series 2003 Bonds, meeting the qualifications prescribed by the Depository Trust Company, New York, New York.

"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 City or any other governing body of the City that succeeds to the functions of the City Council as presently 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, (ii) evidences of ownership of a proportionate interest in specified direct obligations of, or specified obligations which are unconditionally and fully guaranteed by, the United States of America, which obligations are held by a bank or trust company organized and existing under the laws of the United States of America or any state thereof in the capacity of custodian and (iii) obligations, the sole source of the payment of the principal of and interest on which are obligations of the nature of those described in clause (i), which are irrevocably pledged for such purposes.

"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; provided, that "Gross Revenues" does not include any gains from the sale or other disposition of, or from any increase in the value of, capital assets (including Qualified Investments, as hereinafter defined), or any Tap Fees, as hereinafter defined.

"Independent Certified Public Accountant" means any certified public accountant or firm of certified public accountants that shall at any time hereafter be retained by the City 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 operation of its business and affairs.

"Municipal Bond Insurance Policy" means the municipal bond insurance policy, if any, issued by a Bond Insurer simultaneously with the delivery of the Series 2003 Bonds, insuring the payment of the principal of and interest on all or any of the Series 2003 Bonds in accordance with the terms thereof.

"Net Proceeds" means the face amount of the Series 2003 Bonds, plus accrued interest and premium, if any, less original issue discount, if any, and less proceeds, if any, deposited in the Series 2003 Bonds Reserve Account. For purposes of the Private Business Use limitations set forth herein, the term Net Proceeds shall include any amounts resulting from the investment of proceeds of the Series 2003 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 of the Series 2003 Bonds and is not acquired in order to carry out the governmental purpose of the Series 2003 Bonds.

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

"Ordinance" means this Ordinance and all resolutions and ordinances supplemental hereto or amendatory hereof.

"1989 Ordinance" means the ordinance, as supplemented, of the City, duly enacted _____, 1989, authorizing the Series 1989 A Bonds and the Series 1989 B Bonds.

"2000 Ordinance" means the ordinance, as supplemented, of the City, duly enacted April 10, 2000, authorizing the Series 2000 Bonds.

"Original Purchaser" means _____, _____, _____, as the purchaser of the Series 2003 Bonds directly from the City, or, if the City and such Original Purchaser do not agree to the purchase of the Series 2003 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 2003 Bonds directly from the City, as determined by a resolution supplemental hereto; provided, that the Original Purchaser and the City shall agree to the purchase of the Series 2003 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 City at the time of approval of such sale of said Series 2003 Bonds.

"Outstanding," when used with reference to the Series 2003 Bonds and as of any particular date, describes all Bonds theretofore and thereupon being issued and delivered except (a) any Bond canceled by the registrar for such Bond at or prior to said date; (b) any Bond for the payment of which monies, 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 City. 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 a Bond Insurer has been reimbursed in full.

"Paying Agent" means the Bond Commission or other entity designated as such for the Series 2003 Bonds in the Supplemental Resolution, and any successor thereto appointed in accordance with Section 8.12 hereof.

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

"Prior Bonds" means, collectively, the Series 1989 A Bonds, the Series 1989 B Bonds and the Series 2000 Bonds.

"Prior Ordinances" means, collectively, the 1989 Ordinance and the 2000 Ordinance.

"Purchase Price," for the purpose of computation of the Yield of the Series 2003 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 Series 2003 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 Series 2003 Bonds of each maturity is sold or, if the Series 2003 Bonds are privately placed, the price paid by the first buyer of the Series 2003 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 Series 2003 Bonds for acquisition thereof, or if later, on the date that Investment Property constituting a Nonpurpose Investment becomes a Nonpurpose Investment of the Series 2003 Bonds.

"Qualified Investments" means and includes any of the following, unless otherwise set forth in the Supplemental Resolution:

(a) Government Obligations;

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

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

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

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

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

(g) Repurchase agreements, fully secured by investments of the types described in paragraphs (a) through (e) above, with banks or national banking associations which are members of FDIC or with government bond dealers recognized as primary dealers by the Federal Reserve Bank of New York, provided, that said investments securing said

repurchase agreements either must mature as nearly as practicable coincident with the maturity of said repurchase agreements or must be replaced or increased so that the market value thereof is always at least equal to the principal amount of said repurchase agreements, and provided further that the holder of such repurchase agreement shall have a prior perfected security interest in the collateral therefor; must have (or its agent must have) possession of such collateral; and such collateral must be free of all claims by third parties;

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

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

"Record Date" means the day of the month which shall be so stated in the Series 2003 Bonds, regardless of whether such day is a Saturday, Sunday or legal holiday.

"Recorder" means the Recorder of the City.

"Redemption Date" means the date fixed for redemption of any Bonds of the City called for redemption.

"Redemption Price" means the price at which any Bonds of the City may be called for redemption and includes the principal of and interest on such Bonds to be redeemed, plus the interest and 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 Series 2003 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.

"Renewal and Replacement Fund" means the Renewal and Replacement Fund created by the Prior Ordinances and continued hereby.

"Representation Letter" means the Letter Agreement among the City, DTC and the Paying Agent.

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

"Series 1989 A Bonds" means the City's Water Revenue Bonds, Series 1989 A, as described in Section 1.02B.

"Series 1989 B Bonds" means the City's Water Revenue Bonds, Series 1989 B, as described in Section 1.02B.

"Series 2000 Bonds" means the City's Water Revenue Bonds, Series 2000, as described in Section 1.02B.

"Series 2003 Bonds" means the Water Refunding Revenue Bonds, Series 2003, of the City, originally authorized to be issued pursuant to this Ordinance.

"Series 2003 A Bonds Redemption Account" means the Series 2003 Bonds Redemption Account created by Section 4.02 hereof.

"Series 2003 Bonds Reserve Account" means the Series 2003 Bonds Reserve Account created by Section 4.02 hereof.

"Series 2003 Bonds Reserve Requirement" means, as of any date of calculation, the lesser of (i) 10% of the original stated principal amount of the Series 2003 Bonds; (ii) the maximum amount of principal and interest which will become due on the Series 2003 Bonds in any year; or (iii) 125% of the average amount of principal and interest which will become due on the Series 2003 Bonds.

"Series 2003 Bonds Sinking Fund" means the Series 2003 Bonds Sinking Fund created by Section 4.02 hereof.

"State" means the State of West Virginia.

"Supplemental Resolution" means any resolution, ordinance or order amendatory hereof or supplemental hereto and, when preceded by the article "the," refers specifically to the Supplemental Resolution to be adopted by the City following enactment of this Ordinance, setting forth the final amounts, maturities, interest rates and other terms of the Series 2003 Bonds and authorizing the sale of the Series 2003 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 Net Revenues not required by this Ordinance to be set aside and held for the payment of or security for the Bonds or any other obligations of the City, including, without limitation, the Renewal and Replacement Fund and any reserve accounts.

"System" means the complete existing public waterworks system now owned by the City, consisting of a water treatment and distribution system and shall include any further extensions, additions, betterments and improvements thereto hereafter acquired or constructed for said waterworks system from any sources whatsoever, both within and without the City.

"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 adoption of this Ordinance.

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

ARTICLE II

AUTHORIZATION OF REFUNDING

Section 2.01. Authorization of Refunding. To the extent set forth in the Supplemental Resolution, all Prior Bonds Outstanding as of the date of issuance of the Series 2003 Bonds are hereby ordered to be refunded and the pledge of Net Revenues in favor of the Holders of the Prior Bonds imposed by the Prior Ordinances, the monies in the funds and accounts created by the Prior Ordinances pledged to payment of the Prior Bonds, and any other funds pledged by the Prior Ordinances to payment of the Prior Bonds are hereby ordered terminated, discharged and released upon the payment to the Holders of the Prior Bonds, the following: (a) amounts equal to the fiscal and paying agent charges to become due and payable in connection with the Prior Bonds; and (b) amounts to provide for the payment of the principal of and interest on the Prior Bonds, plus the premium, if any, as of the date of Closing. Contemporaneously with the payment to the Holders of the Prior Bonds of the amounts set forth above, the amounts on deposit in the sinking funds, including the reserve accounts therein, created and maintained on behalf of the Prior Bonds shall be released from the lien created by the Prior Ordinances.

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 2003 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 Series 2003 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 Bondholder 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 such interest payment date by such Bondholder.

In the event any Bond is redeemed in part, such bond shall be surrendered to and canceled by the Registrar, and the City 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 Series 2003 Bonds shall be executed in the name of the City by the Mayor, by his or her manual or facsimile signature, and the seal of the City shall be affixed thereto or imprinted thereon and attested by the Recorder 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 City 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 2003 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 Series 2003 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 Series 2003 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 Series 2003 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 Series 2003 Bond shall become mutilated or be destroyed, stolen or lost, the City 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 City 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 City or the Registrar may prescribe and paying such expenses as the City 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 City. If such Bond shall have matured or be about to mature, instead of issuing a substitute Bond, the City, 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 City, 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 City from the Revenue Fund and into the Series 2003 Bonds Redemption Account in accordance with Subsection 4.03A(2) 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 City 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 City 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 City, and the principal amount of such Term Bonds to be redeemed pursuant to mandatory sinking fund redemption shall be accordingly reduced.

C. The City 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 monies in the Series 2003 Bonds 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 City 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 City on such Mandatory Redemption Date, and any excess shall be credited against future mandatory redemption obligations in the order directed by the City, 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 Series 2003 Bonds Sinking Fund), as will exhaust as nearly as practicable such Series 2003 Bonds 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 Series 2003 Bonds to be redeemed, official notice of any redemption shall be given by the Registrar on behalf of the City 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, if any, 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 Series 2003 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 Series 2003 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 monies with the Paying Agent on or before the Redemption Date. If such monies 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 City 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 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 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 City, the Registrar and any agent of the City 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 City 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 City 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. For the purposes of paying a portion of the costs of refunding all of the Prior Bonds of the City, funding all or a portion of the Series 2003 Bonds Reserve Account and paying costs in connection therewith, and paying certain costs of acquisition and construction of certain improvements and additions to the System, there shall be issued the Series 2003 Bonds of the City, in an aggregate principal amount of not more than $1,200,000. The Series 2003 Bonds shall be designated "Water Refunding Revenue Bonds, Series 2003" 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 2003 Bonds maturing in the year of

maturity for which the denomination is to be specified. The Series 2003 Bonds shall be numbered from AR-1 consecutively upward. The Series 2003 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 City shall prescribe herein and in the Supplemental Resolution.

Section 3.11. Book Entry System for Bonds. A. The Series 2003 Bonds shall initially be issued in the form of one fully-registered bond for the aggregate principal amount of the Series 2003 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 2003 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 2003 Bonds be registered in the name of a different nominee, the Registrar shall exchange all or any portion of the Series 2003 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 City or the Registrar either a Series 2003 A Bond or any other evidence of ownership of the Series 2003 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 2003 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 2003 Bonds, the City and the Registrar shall execute or signify their approval of a Representation Letter addressed to DTC in a form satisfactory to DTC. 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 2003 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 2003 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 City and the Registrar with respect to the principal or Redemption Price of or interest on the Series 2003 Bonds to the extent of the sum or sums so paid. In the event of the redemption of less than all of the Series 2003 Bonds Outstanding of any maturity, the Registrar shall not require surrender by DTC of the Series 2003 Bonds so redeemed, but DTC may return such Series 2003 Bonds and make an appropriate notation on the Series 2003 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 2003 Bonds of such maturity which have been redeemed.

D. The City, the Paying Agent and the Registrar may treat DTC as the sole and exclusive owner of the Series 2003 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 2003 Bonds, selecting the Series 2003 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 2003 Bonds, obtaining any consent or other action to be taken by Bondholders and for all other purposes whatsoever; and neither the City nor the Registrar shall be affected by any notice to the contrary. Neither the City 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 2003 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 2003 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 2003 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 2003 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 2003 Bonds may be discontinued at any time if either: (i) DTC determines to resign as securities depository for the Series 2003 Bonds; or (ii) the City 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 2003 Bonds. In either of such events (unless in the case described in clause (ii) above, the City appoints a successor securities depository), the Series 2003 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 City or the Registrar for the accuracy of such designation. Whenever DTC requests the City and the Registrar to do so, the City 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 2003 Bonds.

Section 3.12. Delivery of Bonds. The City shall execute and deliver the Series 2003 Bonds to the Registrar, and the Registrar shall authenticate, register and deliver the Series 2003 Bonds to the Original Purchaser upon receipt of the documents set forth below:

(A) A list of the names in which the Series 2003 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 City, signed by an Authorized Officer, to authenticate and deliver the Series 2003 Bonds to the Original Purchaser;

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

(D) The unqualified approving opinion upon the Series 2003 Bonds by Bond Counsel; and

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

Section 3.13. Form of Bonds. The definitive Series 2003 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 2003 Bonds on behalf of the City and execution thereof by such officers shall constitute conclusive evidence of such approval, and the definitive Series 2003 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. Upon the issuance and delivery of the Series 2003 Bonds, the City shall forthwith deposit the proceeds thereof as follows:

A. All interest accrued on the Series 2003 Bonds from the date thereof to the date of delivery thereof shall be deposited in the Series 2003 Bonds Sinking Fund and applied to payment of interest on the Series 2003 Bonds at the first interest payment date.

B. An amount of the proceeds of the Series 2003 Bonds which, together with other monies 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 Supplemental Resolution) shall be deposited in the Prior Bonds Sinking Funds or paid directly to the holders of the Prior Bonds.

C. An amount of the proceeds of the Series 2003 Bonds equal to the Series 2003 Bonds Reserve Requirement shall be remitted to the Bond Commission for deposit in the Series 2003 Bonds Reserve Account; provided that, to the extent the Series 2003 Bonds Reserve Requirement is satisfied in whole or in part from proceeds of any fund or account established for the Prior Bonds pursuant to the 1989 Ordinance, proceeds of the Series 2003 Bonds shall be deposited in the Series 2003 Bonds Reserve Account only to the extent needed to satisfy the balance of the Series 2003 Bonds Reserve Requirement.

D. An amount of the proceeds of the Series 2003 Bonds which shall be sufficient to pay all costs of issuance shall be deposited with the Depository Bank in the Costs of Issuance Fund and shall be drawn out, used and applied by the City solely to pay costs of issuance of the Series 2003 Bonds and miscellaneous costs of refunding the Series 2003 Bonds at the written direction of the City. All such costs of issuance shall be paid within 60 days of the Closing Date. Monies 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 to the Series 2003 Bonds Redemption Account. All such proceeds shall constitute a trust fund for such purposes, and there hereby is created a lien upon such monies until so applied in favor of the Holders of the Series 2003 Bonds.

E. The balance of any proceeds of the Series 2003 Bonds and any monies in any fund or account established for the Prior Bonds pursuant to the Prior Ordinances, not used for any of the purposes set forth above, shall be deposited in the Construction Fund and shall be drawn out, used and applied by the City solely to pay the costs of acquisition and construction of certain improvements and extensions to the System (the "Project"). All such costs of the Project shall be paid within 6 months of the Closing Date. Monies not to be applied immediately to pay such costs of the Project may be invested in accordance with this Ordinance, subject however, to applicable yield restrictions as may be in effect under the Code. All such proceeds shall constitute a trust fund for such purposes, and there hereby is created a lien upon such monies until so applied in favor of the Holders of the Series 2003 Bonds.

Section 3.15. Designation of Bonds as "Qualified Tax-Exempt Obligations". The City hereby designates the Series 2003 Bonds as "qualified tax-exempt obligations" for purposes of Section 265(b)(3)(B) of the Code and covenants that the Series 2003 Bonds do not constitute private activity bonds as defined in Section 141 of the Code, and that not more than $10,000,000 aggregate principal amount of obligations the interest on which is excludable (under Section 103(a) of the Code) from gross income for federal income tax purposes (excluding, however, obligations issued to currently refund any obligation of the City to the extent the amount of the refunding obligation does not exceed the amount of the refunded obligation and private activity bonds, as defined in Section 141 of the Code, other than qualified 501(c)(3) bonds as defined in Section 145 of the Code), including the Series 2003 Bonds, have been or shall be issued by the City, including all subordinate entities of the City, during the calendar year 2001.

ARTICLE IV

FUNDS AND ACCOUNTS; SYSTEM REVENUES AND APPLICATION THEREOF

Section 4.01. Establishment of Funds and Accounts with Depository Bank. Pursuant to this Article IV, the following special funds or accounts are hereby created with (or continued if previously established), and shall be held by, the Depository Bank, segregated and apart from all other funds or accounts of the Depository Bank and the City and from each other:

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

(2) Renewal and Replacement Fund (established by the Prior Ordinances);

(3) Construction Fund;

(4) Costs of Issuance Fund; and

(5) Rebate Fund.

Section 4.02. Establishment of Funds and Accounts with Bond Commission. Pursuant to this Article IV, the following special funds or accounts are hereby created with (or continued if previously established), and shall be held by, the Bond Commission, separate and apart from all other funds or accounts of the Bond Commission and the City and from each other:

(1) Series 2003 Bonds Sinking Fund;

(2) Within the Series 2003 Bonds Sinking Fund, the Series 2003 Bonds Reserve Account; and

(3) Within the Series 2003 Bonds Sinking Fund, the Series 2003 Bonds Redemption Account.

Section 4.03. System Revenues and Application Thereof. So long as any of the Bonds shall be Outstanding and unpaid, the City covenants as follows:

A. The entire Gross Revenues derived from the operation of the System shall be deposited upon receipt by the City 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 City and the Depository Bank and used only for the purposes and in the manner herein provided.

(1) The City shall, on the first day of each month, transfer from the Revenue Fund and simultaneously remit to: (i) the Bond Commission commencing 6 months prior to the first interest payment date on the Series 2003 Bonds, for deposit in the Series 2003 Bonds Sinking Fund, a sum equal to 1/6th of the amount of interest which will become due on the Series 2003 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 2003 Bonds 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 Series 2003 Bonds Sinking Fund shall be reduced by the amount of accrued interest on the Series 2003 Bonds deposited therein and subsequent amounts required to be transferred from the Revenue Fund and deposited in the Series 2003 Bonds Sinking Fund shall be reduced by the amount of any earnings credited to the Series 2003 Bonds Sinking Fund; and (ii) commencing 12 months prior to the first principal payment date or Mandatory Redemption Date of the Series 2003 Bonds, for deposit in the Series 2003 Bonds Sinking Fund, and in the Series 2003 Bonds Redemption Account therein in the case of 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 2003 Bonds on the next ensuing 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 2003 Bonds Sinking Fund and the next ensuing annual principal payment date or Mandatory Redemption Date is less than or greater than 12 months, then such monthly payments shall be increased or decreased 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, and provided further, that the amount of such deposits shall be reduced by the amount of any earnings credited to the Series 2003 Bonds Sinking Fund and not previously credited pursuant to the preceding paragraph.

(2) The City shall first each month pay from the Revenue Fund the Operating Expenses of the System.

(3) The City shall next, on the first day of each month, transfer from the Revenue Fund and simultaneously remit to the Bond Commission for deposit in the Series 2003 Bonds Reserve Account, an amount sufficient to remedy any decrease in value of the Series 2003 Bonds Reserve Account below the Series 2003 Bonds Reserve Requirement or any withdrawal from the Series 2003 Bonds Reserve Account, beginning with the first full calendar month following the date on which (a) the valuation of investments in the Series 2003 Bonds Reserve Account results in a determination that the amount of monies and the value of the Qualified Investments deposited to the credit of the Series 2003 Bonds Reserve Account is less than the Series 2003 Bonds Reserve Requirement, or (b) any amount is withdrawn from the Series 2003 Bonds Reserve Account for deposit into the Series 2003 Bonds 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 monies on deposit in the Series 2003 Bonds Reserve Account to an amount equal to the Series 2003 Bonds Reserve Requirement to the full extent that such Net Revenues are available; provided, that no payments shall be required to be made into the Series 2003 Bonds Reserve Account whenever and as long as the amount deposited therein shall be equal to the Series 2003 Bonds Reserve Requirement.

(4) The City shall next, from the monies remaining in the Revenue Fund on the first day of each month, transfer to the Renewal and Replacement Fund, a sum equal to 2 1/2% of the Gross Revenues each month, exclusive of any payments for account of any Reserve Account. All funds in the Renewal and Replacement Fund shall be kept apart from all other funds of the City or of the Depository Bank and shall be invested and reinvested in Qualified Investments. Withdrawals and disbursements may be made from the Renewal and Replacement Fund for replacements, emergency repairs, improvements or extensions to the System; provided, that any deficiencies in any Reserve Account (except to the extent such deficiency exists because the required payments into such account have not, as of the date of determination of a deficiency, funded such account to the maximum extent required) shall be promptly eliminated with monies from the Renewal and Replacement Fund.

Monies in the Series 2003 Bonds Sinking Fund shall be used only for the purposes of paying principal of and interest on the Series 2003 Bonds as the same shall become due, whether by maturity or redemption prior to maturity. Amounts in the Series

2003 Bonds Reserve Account shall be used only for the purpose of making payments of principal of and interest on the Series 2003 Bonds when due, when amounts in the Series 2003 Bonds Sinking Fund are insufficient therefor and for no other purpose.

The City shall not be required to make any further payments into the Series 2003 Bonds Sinking Fund or the Series 2003 Bonds Reserve Account when the aggregate amount of funds therein are at least equal to the aggregate principal amount of Series 2003 Bonds issued pursuant to this Ordinance then Outstanding, plus the amount of interest due or thereafter to become due on the Series 2003 Bonds then Outstanding.

As and when additional Bonds ranking on a parity with the Series 2003 Bonds are issued, provision shall be made for additional payments into the respective sinking fund sufficient to pay the interest on such additional parity Bonds and accomplish retirement thereof at or before maturity and to accumulate a balance in the respective reserve account in an amount equal to the maximum amount of principal and interest which will become due in any year for account of such additional parity Bonds.

The payments into the Series 2003 Bonds 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.

The City shall restore any withdrawals from the Series 2003 Bonds Reserve Account which have the effect of reducing the assets therein below the Series 2003 Bonds Reserve Requirement from the first Net Revenues available after all required payments have been made in full in the order set forth above.

The Bond Commission is hereby designated as the fiscal agent for the administration of the Series 2003 Bonds Sinking Fund and the Series 2003 Bonds Reserve Account created hereunder, and all amounts required for said accounts shall be remitted to the Bond Commission from the Revenue Fund by the City at the times provided herein.

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

C. The City 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.

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

E. If on any monthly payment date the Net 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 Net Revenues shall be applied to such deficiencies before being applied to any other payments hereunder.

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

ARTICLE V

INVESTMENTS; NON-ARBITRAGE; REBATES OF EXCESS INVESTMENT EARNINGS

Section 5.01. Investments. The City shall invest and reinvest, and shall instruct the Bond Commission and the Depository Bank to invest and reinvest, any monies 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 monies 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 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 City 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 City 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 Series 2003 Bonds 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 City shall, or shall cause the Bond Commission to, semiannually transfer from the Series 2003 Bonds Reserve Account to the Series 2003 Bonds Sinking Fund, any earnings on the monies deposited therein and any other funds in excess of the requirement therefor; provided, however, that there shall at all times remain on deposit in the Series 2003 Bonds Reserve Account an amount at least equal to the Series 2003 Bonds Reserve 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 Series 2003 Bonds Reserve Account, whereupon it shall be valued immediately after such withdrawal. If amounts on deposit in the Series 2003 Bonds Reserve Account shall, at any time, be less than the applicable requirement therefor, the Bond Insurer, if any, shall be notified immediately of such deficiency, such deficiency shall be made up from the first available Net Revenues in the order set forth in Section 4.03 hereof.

(D) All amounts representing accrued and capitalized interest shall be held by the Bond Commission, pledged solely to the payment of interest on the Series 2003 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 monies deposited in the Series 2003 Bonds Sinking Fund may be invested by the Bond Commission in the West Virginia "consolidated fund" managed by the West Virginia Investment Management Board pursuant to Chapter 12, Article 6 of the West Virginia Code of 1931, as amended.

Section 5.02. Arbitrage. The City covenants that (i) it will restrict the use of the proceeds of the Series 2003 Bonds in such manner and to such extent as may be necessary, so that the Series 2003 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 2003 Bonds) so that the interest on the Series 2003 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 City 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 2003 Bonds. In addition, the City covenants to comply with all Regulations from time to time in effect and applicable to the Series 2003 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 City shall calculate, annually, the rebatable arbitrage, determined in accordance with Section 148(f) of the Code. Upon completion of each such annual calculation, the City 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 City 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 City to be used for any lawful purpose of the System. The City 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 City shall assure that such payments are made by the City to the United States, on a timely basis, from any funds lawfully available therefor. The City at its expense, may provide for the employment of independent attorneys, accountants or consultants compensated on such reasonable basis as the City may deem appropriate in order to assure compliance with this Section 5.03. The City 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 City fails to make such rebates as required, the City 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 2003 Bonds from gross income for federal income tax purposes.

Section 5.04. Continuing Disclosure Agreement. If so required, the City 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 CITY

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 City and shall be enforceable in any court of competent jurisdiction by any Holder or Holders of the Series 2003 Bonds, as prescribed by Article VII. In addition to the other covenants, agreements and provisions of this Ordinance, the City hereby covenants and agrees with the Holders of the Series 2003 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 Series 2003 Bonds, or the interest thereon, are Outstanding and unpaid.

Section 6.02. Bonds not to be Indebtedness of the City. The Series 2003 Bonds shall not be or constitute an indebtedness of the City within the meaning of any constitutional, statutory or charter limitation of indebtedness but shall be payable solely from the Net Revenues of the System, the monies in the Series 2003 Bonds Sinking Fund and the Series 2003 Bonds Reserve Account therein, and the unexpended proceeds of the Series 2003 Bonds, all as herein provided. No Holder or Holders of the Series 2003 Bonds issued hereunder shall ever have the right to compel the exercise of the taxing power of the City, if any, to pay the Series 2003 Bonds or the interest thereon.

Section 6.03. Bonds Secured by Parity Pledge of Net Revenues and Monies in Sinking Fund. The payment of the debt service of all of the Series 2003 Bonds issued hereunder shall be secured forthwith equally and ratably with each other by a first lien on the Net Revenues derived from the System. The Net Revenues derived from the System, in an amount sufficient to pay the interest on and principal of the Series 2003 Bonds herein authorized, and to make the payments into the Series 2003 Bonds Sinking Fund, including the Series 2003 Bonds 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 interest on and principal of the Series 2003 Bonds herein authorized as the same become due and for the other purposes provided in this Ordinance.

Section 6.04. Rates. The City covenants that equitable rates or charges for the use of and service rendered by the System have been established all in the manner and form required by law, and copies of such rates and charges so established will be continuously on file with the Recorder, which copies will be open to inspection by all interested parties. Following the enactment of the aforementioned Rate Ordinance, the schedule of rates and charges shall at all times be adequate to produce Gross Revenues from said System sufficient to pay Operating Expenses and to make the prescribed payments into the funds created hereunder. Such schedule of rates and charges shall be changed and readjusted whenever necessary so that the aggregate of the rates and charges will be sufficient for such purposes.

In order to assure full and continuous performance of this covenant, with a margin for contingencies and temporary unanticipated reduction in income and revenues, the City hereby covenants and agrees that the schedule of rates or charges from time to time in effect, following the enactment of the aforementioned Rate Ordinance, shall be sufficient, together with other revenues of the System (i) to provide for all Operating Expenses of the System and (ii) to leave a balance each year equal to at least 115% of the maximum amount required in any year for payment of principal of and interest on the Series 2003 Bonds and all other obligations secured by a lien on or payable from such revenues prior to or on a parity with the Series 2003 Bonds.

Section 6.05. Operation and Maintenance. The City will operate and maintain the System as a revenue-producing utility in good condition and in compliance with all federal and state requirements and standards.

Section 6.06. Sale of the System. So long as the Series 2003 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, or to effectively defease 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 Series 2003 Bonds, immediately be remitted to the Bond Commission for deposit in the Series 2003 Bonds Sinking Fund, and the City shall direct the Bond Commission to apply such proceeds to the payment of principal of and interest on the Series 2003 Bonds. Any balance remaining after the payment of the Series 2003 Bonds and interest thereon shall be remitted to the City by the Bond Commission unless necessary for the payment of other obligations of the City payable out of the revenues of the System.

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

any such sale, lease or other disposition of such property, aggregating during such Fiscal Year in excess of $10,000 and not in excess of $50,000, shall with the written consent of the Authority, be remitted by the City to the Bond Commission for deposit in the Sinking Funds and shall be applied only to the purchase of Bonds of the last maturities then Outstanding at prices not greater than the par value thereof plus 3% of such par value. Such payment of such proceeds into the Sinking Funds or the Renewal and Replacement Fund shall not 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 City if the proceeds to be derived therefrom, together with all other amounts received during the same Fiscal Year for such sales, leases, or other dispositions of such properties, shall be in excess of $50,000 and insufficient to pay all Bonds then Outstanding without the prior approval and consent in writing of the Holders, or their duly authorized representatives, of over 50% in amount of the Bonds then Outstanding and the Consulting Engineers. The City 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. Except as provided for in Section 6.07 and Section 6.08 hereof, the City shall not issue any obligations whatsoever 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 such revenues with the Series 2003 Bonds. All obligations issued by the City after the issuance of the Series 2003 Bonds and 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, pledge and source of and security for payment from such revenues and in all other respects, to the Series 2003 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 City shall not create, or cause or permit to be created, any debt, lien, pledge, assignment, encumbrance or any other charge having priority over or being on a parity with the lien of the Series 2003 Bonds, and the interest thereon, if any, upon any or all of the income and revenues of the System pledged for payment of the Series 2003 Bonds and the interest thereon, if any, in this Ordinance, or upon the System or any part thereof.

Section 6.08. Additional Parity Bonds. No Parity Bonds, payable out of the revenues of the System, shall be issued after the issuance of the Series 2003 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 2003 Bonds.

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

No Parity Bonds shall be issued at any time, however, unless there has been procured and filed with the Recorder a written statement by an Independent Certified Public Accountant reciting the conclusion that the Net Revenues actually derived, subject to the adjustments hereinafter provided for, from the System during any 12 consecutive months, within the 18 months immediately preceding the date of the actual issuance of such Parity Bonds, plus the estimated average increased annual Net Revenues to be received in each of the 3 succeeding years after the completion of the improvements to be financed by such Parity Bonds, if any, shall not be less than 115% of the largest aggregate amount that will mature and become due in any succeeding Fiscal Year for principal of and interest, if any, 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 to be received in each of the 3 succeeding years," as that term is used in the computation provided in the above paragraph, shall refer only to the increased Net Revenues estimated to be derived from the improvements to be financed by such Parity Bonds and any increase in rates enacted by the City, the period for appeal of which has expired (without successful appeal) prior to the date of 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 an Independent Certified Public Accountant, as stated in a certificate, on account of increased rates, rentals, fees and charges for the System enacted by the City, the period 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 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 Net 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 City 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 Bonds theretofore issued pursuant to this Ordinance, and shall not exceed the amount to be stated in a certificate of the Independent Certified Public Accountant, which shall be filed in the office of the Recorder prior to the issuance of such Parity Bonds.

Parity Bonds shall not be deemed to include bonds, notes, certificates or other obligations subsequently issued, the lien of which on revenues of the System is subject to the prior and superior liens of the Series 2003 Bonds on such revenues. The City shall not issue any obligations whatsoever payable from revenues of the System, or any part thereof, which rank prior to or, except in the manner and under the conditions provided in this section, equally, as to lien on and source of and security for payment from such revenues, with the Series 2003 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 Renewal and Replacement Fund), and any other payments provided for in this Ordinance, and any other payments provided for in this Ordinance, shall have been made in full as required to the date of delivery of such Parity Bonds, and the City shall then be in full compliance with all the covenants, agreements and terms of this Ordinance.

Any certifications requiring computations establishing that debt service coverage is sufficient to support the issuance of parity bonds or that requisite debt service savings are available to support the issuance of refunding bonds shall, in all cases, be evidenced by a certificate of an Independent Certified Public Accountant.

No additional bonds, notes, certificates, contracts or any other obligations shall be issued by the City unless no Event of Default shall have occurred and be continuing with respect to the Bonds.

Section 6.09. Insurance and Bonds. The City hereby covenants and agrees, that so long as the Bonds remain Outstanding, the City 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 City will also carry and maintain insurance to the extent available against the risks and hazards of war. The proceeds of all such insurance policies shall be placed in the Renewal and Replacement Fund and used only for the repairs and restoration of the damaged and destroyed properties or for the other purposes provided herein for the Renewal and Replacement Fund.

B. PUBLIC LIABILITY INSURANCE, with limits of not less than $1,000,000 per occurrence to protect the City 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 City 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 City 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, extensions or improvements for the System in compliance with West Virginia Code, Section 38-2-39.

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

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

F. FIDELITY BONDS will be provided as to every officer, member and employee of the City or the Governing Body 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. No Free Services. The City 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 City or any department, agency, instrumentality, officer or employee thereof shall avail himself 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 City 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 6.11. Enforcement of Collections. The City will diligently enforce and collect all fees, rates, 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, when due, shall become a lien on the premises served by the System. The City 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 waterworks system, if so owned by the City, 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. If the waterworks system is not owned by the City, the City shall enter into a termination agreement with the water provider, subject to any required approval of such agreement by the Public Service Commission of West Virginia and all rules, regulations and orders of the Public Service Commission of West Virginia.

Section 6.12. No Competing Franchise. To the extent legally allowable, the City 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 6.13. Books and Records. The City will keep books and records of the System, which shall be separate and apart from all other books, records and accounts of 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 City 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 City. 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 City. The City 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 City shall be reported to such agent of the City as it shall direct.

The City 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 City shall also file with the Original Purchaser and any Bond Insurer, and mail to any Bondholder requesting the same, an annual report 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 all funds and accounts provided for herein and status of said funds.

The City shall also, at least once a year, cause the books, records and accounts of the System to be completely audited by an Independent Certified Public Accountant in compliance with the applicable OMB Circular, or any successor thereto, and the 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 Certified Public 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 6.14. Operating Budget. The City shall annually, at least 45 days preceding the beginning of each Fiscal Year, or at such earlier date, prepare and adopt by resolution a detailed 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 City 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 City 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, the Bond Insurer and to any Bondholder or anyone acting for and in behalf of such Bondholder who requests the same.

Section 6.15. Mandatory Connections. The mandatory use of the System is essential and necessary for the protection and preservation of the public health, comfort,

safety, convenience and welfare of the inhabitants and residents of, and the economy of, the City 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 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 System, and every such owner, tenant or occupant shall, after a 30-day notice of the availability of the System, pay the rates and charges established therefor.

Any such house, dwelling or building from which emanates sewage or water-borne waste matter and which is not so connected with the System is hereby declared and found to be a hazard to the health, safety, comfort and welfare of the inhabitants of the City 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 6.16. Statutory Mortgage Lien. For the further protection of the Holders of the Series 2003 Bonds, a statutory mortgage lien upon the System is granted and created by the Act, which statutory mortgage lien is hereby recognized and declared to be valid and binding, shall take effect immediately upon delivery of the Series 2003 Bonds.

Section 6.17. Tax Covenants. The City hereby further covenants and agrees as follows:

A. PRIVATE BUSINESS USE LIMITATION. The City shall assure that (i) not in excess of 10% of the Net Proceeds of the Series 2003 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 2003 Bonds during the term thereof is, under the terms of the Series 2003 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 City, 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 2003 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 2003 Bonds during the term thereof is, under the terms of the Series 2003 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 City, 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 2003 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 2003 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 City shall assure that not in excess of the lesser of 5% of the Net Proceeds of the Series 2003 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 City 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 2003 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 City will file all statements, instruments and returns necessary to assure the tax-exempt status of the Series 2003 Bonds and the interest thereon, including without limitation, the information return required under Section 149(e) of the Code.

E. FURTHER ACTIONS. The City will take all actions that may be required of it so that the interest on the Series 2003 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. Municipal Bond Insurance Policy. The City may apply for a Municipal Bond Insurance Policy for the Series 2003 Bonds. In the event a Municipal Bond Insurance Policy is obtained, additional covenants and provisions of the City may be required by the Bond Insurer as a condition to insuring the Series 2003 Bonds. These additional covenants and provisions shall be set forth in a Supplemental Resolution, shall apply to the Series 2003 Bonds, 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 Series 2003 Bonds:

(A) If default occurs in the due and punctual payment of the principal of or interest on the Series 2003 Bonds;

(B) If default occurs in the City's observance of any of the covenants, agreements or conditions on its part in this Ordinance or any Supplemental Resolution or in the Series 2003 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 City by any Bondholder or any Bond Insurer;

(C) If the City 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 Series 1986 B Bonds or the Series 1983 Bonds or the Ordinances authorizing the Series 1986 B Bonds and the Series 1983 Bonds.

The City must cure any covenant default within 30 days after notice of the default. Notwithstanding any other provision of this Ordinance, failure to pay principal of or interest on the Bonds shall be an immediate event of default and no notice shall be required.

No waivers shall be granted by any party to the Bond documents without the prior written consent of the Bond Insurer, if any.

Section 7.02. Enforcement. Upon the happening and continuance of any Event of Default, any Bondholder 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 City 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 City to account as if it were the trustee of an express trust for the Bondholders; and/or

(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. All rights and remedies of the Holders of the Series 2003 Bonds shall be on a parity with those of the Holders of the Series 1986 B Bonds and junior and subordinate to those of the Holders of the Series 1983 Bonds.

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 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 City, 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 the System and shall hold, operate, maintain, manage and control such facilities, and each and every part thereof, and in the name of the City exercise all the rights and powers of the City with respect to said facilities as the City 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 Net 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 City 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 City and for the joint protection and benefit of the City 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 City 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 City, 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 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 City 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 City 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 2003 Bonds shall be appointed pursuant to the Supplemental Resolution. The City 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 Series 2003 Bonds shall be taken as statements of the City, 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 Series 2003 Bonds by the City. Notwithstanding the foregoing, the Registrar shall be responsible for any representation in its Certificate of Authentication on the Series 2003 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, ordinance, 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 City, but in its discretion the Registrar may instead accept other evidence of such fact or matter.

Section 8.04. Compensation and Expenses. The City 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 Series 2003 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 Series 2003 Bonds or this Ordinance, whether or not any such committee shall represent the Holders of a majority in principal amount of the Series 2003 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 City and publishing in an Authorized Newspaper notice (or mailing such notice to each Bondholder in the event all Series 2003 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 City or bondholders, in which event such resignation shall take effect immediately.

Section 8.07. Removal. The Registrar may be removed at any time by the City or by the Holders of a majority in principal amount of the Series 2003 Bonds then Outstanding by an instrument or concurrent instruments in writing signed and duly acknowledged by the City or by such Bondholders or their attorneys duly authorized in writing and delivered to the City, as the case may be. Copies of each such instrument shall be delivered by the City to the 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 Series 2003 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 City and such successor Registrar, notification thereof being given to the predecessor Registrar. Pending such appointment, the City shall forthwith appoint a Registrar to fill such vacancy until a successor Registrar shall be appointed by such Bondholders. The City shall publish in an Authorized Newspaper (or mail to each Bondholder in the event all Series 2003 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 City 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 City 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 monies, books and records held by it to its successor.

Section 8.10. Adoption of Authentication. In case any of the Series 2003 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 Series 2003 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 8.11. 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 City 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 monies 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 City 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 City 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 Agent shall enjoy the same protective provisions in the performance of its 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 monies received by the Paying Agent 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 City shall pay or cause to be paid, or there shall otherwise be paid, to the respective Holders of all Series 2003 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 Net Revenues and other monies and securities pledged hereunder, and all covenants, agreements and other obligations of the City on behalf of the Holders of the Series 2003 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 Series 2003 Bonds from gross income for federal income tax purposes.

The Series 2003 Bonds for the payment of which either monies in an amount which shall be sufficient, or securities the principal of and the interest on which, when due, will provide monies which, together with the monies, if any, deposited with the Paying Agent at the same or earlier time, shall be sufficient, to pay as and when due the respective principal of and interest on the Series 2003 Bonds shall be deemed to have been paid within the meaning and with the effect expressed in the first paragraph of this section. All Series 2003 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 monies in an amount which shall be sufficient, or securities the principal of and the interest on which, when due, will provide monies which, together with the monies, if any, deposited with the 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 the Series 2003 Bonds on and prior to the maturity date thereof, or if the City irrevocably determines to redeem any of the Series 2003 Bonds prior to the maturity thereof, on and prior to said Redemption Date. Neither securities nor monies 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 the Series 2003 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 the Series 2003 Bonds on and prior to such maturity or Redemption Dates thereof, and interest earned from such reinvestments shall be paid over to the City 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 1.04 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 2003 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 the Ordinance, shall be controlling. Following issuance of the Series 2003 Bonds, this Ordinance and any Supplemental Resolution may be amended or modified without the consent of any Bondholder or other person, so long as such amendment or modification is not materially adverse to any Bondholder, as determined by an opinion of Bond Counsel. In the event any of the Series 2003 Bonds are insured, no such amendment or modification which adversely affects the security for such Series 2003 Bonds or the rights of any Bond Insurer for such Series 2003 Bonds may be effected without the written consent of such Bond Insurer. 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 Series 2003 Bonds then Outstanding and affected thereby and such Bond Insurer, which must be filed with the City 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 Series 2003 Bond without the express written consent of the Holder of each Series 2003 Bond so affected, nor reduce the percentage of Series 2003 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 City 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

City 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 City 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 City 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 City, 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 City shall be destroyed, and a certificate evidencing such destruction shall be delivered to the City.

Section 10.05. Failure to Present Bonds. Anything in this Ordinance to the contrary notwithstanding, any monies 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 City be paid by the Bond Commission or said Paying Agent to the City 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 City for the payment of such Bonds; provided, however, that, before making any such payment to the City, 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 monies

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 monies then unclaimed will be returned to the City. 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 monies will be returned to the City, 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 City, the Registrar, the Paying Agent, the Depository Bank or the Original Purchaser 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 Sistersville
200 Diamond Square
Sistersville, West Virginia 26175
Attention: Mayor

REGISTRAR

[Name and address to be set forth in Supplemental Resolution]

PAYING AGENT

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

DEPOSITORY BANK

[Name and address to be set forth in Supplemental Resolution]

ORIGINAL PURCHASER

_____
_____
_____
Attention: _____

BOND INSURER

[Name and address, if any, 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 City or officer or employee of the City 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 City, the Registrar, the Paying Agent, the Holders of the Series 2003 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 City shall be for the sole and exclusive benefit of the City, the Registrar, the Paying Agent, the Holders of the Series 2003 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 orders, Ordinances or parts thereof in conflict with the provisions of this Ordinance, are, to the extent of such conflict, hereby repealed.

Section 10.13. Covenant of Due Procedure, Etc. The City 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, Recorder and members of the Governing Body 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. Statutory Notice and Public Hearing. Upon adoption hereof, an abstract of this Ordinance determined by the Governing Body to contain sufficient information as to give notice of the contents hereof shall be published once a week for 2 successive weeks within a period of fourteen consecutive days, with at least 6 full days intervening between each publication, in *The Tyler Star News*, a newspaper published and of general circulation in the City of Sistersville, 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 Governing Body 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 Governing Body for review by interested persons during office hours of the Governing Body. At such hearing, all objections and suggestions shall be heard and the Governing Body shall take such action as it shall deem proper in the premises.

Section 10.15. Effective Date. This Ordinance shall take effect immediately upon enactment.

Passed on First Reading:	-	October 28, 2002
Passed on Second Reading:	-	November 12, 2002
Passed on Final Reading Following Public Hearing:	-	January 22, 2003

Mayor

CERTIFICATION

Certified a true copy of an Ordinance duly enacted by the Council of The City of Sistersville on the 22nd day of January, 2003.

Dated this 21st day of November, 2003.

[SEAL]

Recorder

EXHIBIT A - BOND FORM

Unless this Bond is presented by an authorized representative of The Depository Trust Company, a New York corporation ("DTC"), to The City 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 SISTERSVILLE
(WEST VIRGINIA)
WATER REFUNDING REVENUE BONDS,
SERIES 2003

INTEREST RATE	MATURITY DATE	BOND DATE	CUSIP NO.

REGISTERED OWNER: CEDE & CO.

PRINCIPAL AMOUNT: _____

KNOW ALL MEN BY THESE PRESENTS: That THE CITY OF SISTERSVILLE, a municipal corporation and political subdivision of the State of West Virginia in Tyler County of said State (the "City"), for value received, hereby promises to pay, solely from the special funds provided therefor, as hereinafter set forth, to the Bondholder specified above, or registered assigns (the "Bondholder"), 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 City 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 the West Virginia Municipal Bond Commission, Charleston, West Virginia, as paying agent (in such capacity, the "Paying Agent"), to the Bondholder 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 Bondholders not less than 10 days prior to said special record date at the address of such Bondholder as it appears on the registration books of the City maintained by _____, _____, _____, as registrar (in such capacity, the "Registrar"), or, at the option of any Bondholder 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 Bondholder 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 $_____ designated "The City of Sistersville (West Virginia) Water Refunding Revenue Bonds, Series 2003" (the "Bonds"), of like tenor and effect, except as to number, denomination, date of maturity and interest rate, dated _____, 2003, the proceeds of which are to be used, together with other funds of the City, (i) to currently refund all of the Water Revenue Bonds, Series 1989 A, dated January 25, 1989, of the City outstanding in the total aggregate principal amount of $250,000, all of the Water Revenue Bonds, Series 1989 B, dated January 25, 1989, of the City in the total aggregate principal amount of $240,000, and all of the Water Revenue Bonds, Series 2000, dated June 29, 2000, of the City in the total aggregate principal amount of $430,000 (collectively, the "Prior Bonds"), which were issued to finance a portion of the cost of acquisition and construction of the public waterworks system of the City (the "System"); (ii) to fund a reserve account for the Bonds; (iii) to pay certain costs of issuance of the Bonds and related costs; and (iv) to pay the costs of acquisition and construction of certain additions, betterments and improvements to 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 18, Article 19 of the West Virginia Code of 1931, as amended (the "Act"), and an Ordinance duly enacted by the City on _____, 2003, and supplemented by a supplemental Resolution duly adopted by the City on _____, 2003 (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 City, the Registrar, the Paying Agent, the Bondholders of the Bonds and the Bondholders of any subsequently issued additional bonds. Executed counterparts or certified copies of the Ordinance are on file at the office of the City.

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 City, 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 Paying Agent on behalf of the City 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 Bondholder 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 Bondholder 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 City 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.

This Bond is payable only from and secured by a pledge of the Net Revenues (as defined in the Ordinance) to be derived from the operation of the System, and from monies in the reserve account created under the Ordinance for the Bonds (the "Series 2003 Bonds Reserve Account") and unexpended proceeds of the Bonds. Such Net Revenues

shall be sufficient to pay the principal of and interest on all bonds which may be issued pursuant to the Act and shall be set aside as a special fund hereby pledged for such purpose. This Bond does not constitute a corporate indebtedness of the City within the meaning of any constitutional or statutory provisions or limitations, nor shall the City be obligated to pay the same, except from said special fund provided from the Net Revenues, the monies in the Series 2003 Bonds Reserve Account and unexpended proceeds of the Bonds. Pursuant to the Ordinance, the City has covenanted and agreed to establish and maintain just and equitable rates and charges for the use of the System and the services rendered thereby, which shall be sufficient, together with other revenues of the System, to provide for the reasonable expenses of operation, repair and maintenance of the System, and to leave a balance each year equal to at least 115% of the maximum amount payable in any year for principal of and interest, if any, 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.

All monies received from the sale of this Bond except for accrued interest thereon shall be applied solely to refund the Series 2003 Bonds, fund all or a portion of a reserve account for the Bonds, pay costs of acquisition and construction of certain additions, betterments and improvements to the System and pay costs of issuance hereof, and there shall be, and hereby is, created and granted a lien upon such monies, until so applied, in favor of the registered owner 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 City, does not exceed any limit prescribed by the Constitution or statutes of the State of West Virginia, and that a sufficient amount of the Net Revenues of the System has been pledged to and will be set aside into said special fund by said City 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 taxation by the State of West Virginia, and the other taxing bodies of the State.

This Bond has been designated a "qualified tax-exempt obligation" within the meaning of Section 265(b)(3)(B) of the Internal Revenue Code of 1986, as amended.

This Bond 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 SISTERSVILLE (WEST VIRGINIA) has caused this Bond to be signed by its Mayor, and its corporate seal to be imprinted hereon and attested by its Recorder, 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)
Recorder

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 Bondholder 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

11/12/02
827720.00002

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.

CITY OF SISTERSVILLE (WEST VIRGINIA)

Water Refunding Revenue Bonds, Series 2003

PARAMETERS RESOLUTION

RESOLUTION OF THE COUNCIL OF THE CITY OF SISTERSVILLE AUTHORIZING AND APPROVING CERTAIN PARAMETERS RELATING TO THE ISSUANCE OF THE WATER REFUNDING REVENUE BONDS, SERIES 2003 AND TERMS OF SUCH BONDS, AUTHORIZING CERTAIN DOCUMENTS RELATING TO THE BONDS; AND MAKING OTHER PROVISIONS AS TO THE BONDS AND THE REFUNDING.

WHEREAS, the acquisition and construction of the System were financed in part by the proceeds of prior bond issues of the City of Sistersville (the "City"), including (i) the Water Revenue Bonds, Series 1989 A Bonds, dated January 25, 1989, issued in the original aggregate principal amount of $250,000, of which approximately $224,842 is presently outstanding (the "Series 1989 A Bonds"); (ii) the Water Revenue Bonds, Series 1989 B, dated January 25, 1989, issued in the original aggregate principal amount of $240,000, of which approximately $211,028 is presently outstanding (the "Series 1989 B Bonds" and, collectively with the Series 1989 A Bonds the "Series 1989 Bonds"); and (iii) the Water Revenue Bonds, Series 2000, dated June 29, 2000, issued in the original aggregate principal amount of $430,000, of which approximately $324,942 is presently outstanding (the "Series 2000 Bonds"). The Series 1989 A Bonds, the Series 1989 B Bonds and the Series 2000 Bonds are hereinafter collectively referred to as the "Prior Bonds";

WHEREAS, Chapter 8, Article 19, of the West Virginia Code of 1931, as amended (the "Act" or "Refunding Act"), authorizes, in the manner and subject to the limitations and conditions contained in the Refunding Act, the issuance and sale of refunding bonds by the City to provide for the payment of all principal of and interest on the Prior Bonds, including the redemption premium thereof, if any;

WHEREAS, the City enacted an Ordinance on December 9, 2002, authorizing and approving the current refunding of the Prior Bonds (the "Ordinance") pursuant to the Refunding Act, through the issuance of its not to exceed $1,200,000 in aggregate principal amount of the City of Sistersville Water Refunding Revenue Bonds, Series 2003 (the "Refunding Bonds");

WHEREAS, the City has been informed by Ross, Sinclaire & Associates (the "Underwriter"), that favorable market conditions currently exist that would permit a refunding of the Prior Bonds to achieve interest cost savings, which would decrease the aggregate amount of debt service payable by the City during the remaining years prior to maturity of the Prior Bonds, and has presented to the Council a summary of current market conditions;

WHEREAS, in order to be able to approve the sale of the Refunding Bonds on a timely basis and take advantage of favorable market conditions which currently exist, the Council wishes to delegate to the Mayor the authority to approve certain terms of the Refunding Bonds, including the exact principal amount, interest rates, redemption provisions, maturities and other terms of the Refunding Bonds and the terms of the documents described herein; and

WHEREAS, the Refunding, the issuance of the Refunding Bonds under the specific terms and conditions provided herein and the use thereof as hereinafter provided are all in the best interests of the residents of the City.

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

1. There is hereby authorized and directed the refunding of the Prior Bonds, as hereinafter provided.

2. For the purpose of providing for the Refunding, the Council of the City, hereby authorizes and orders the issuance of the Refunding Bonds in an aggregate principal amount not to exceed $1,200,000. The Refunding Bonds shall be designated "City of Sistersville (West Virginia) Water Refunding Revenue Bonds, Series 2003," and may be issued at such time as the Mayor shall determine.

3. The Refunding Bonds shall be sold to the Underwriter, in the original aggregate principal amount of not to exceed $1,200,000; 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 R-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 on June 1 and December 1 of each year, commencing June 1, 2004; shall mature in such principal amounts on such dates (with final maturity no later than June 1, 2022); 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 Refunding Bonds shall be signed by and on behalf of the City by its Mayor and be countersigned by its Recorder, 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 Refunding Bonds shall be manually signed by the Registrar.

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

5. 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 a bond purchase agreement by and between the City and the Underwriters, without further Council action or approval.

6. The Bond Purchase Agreement by and between the Original Purchaser 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 Series 2003 Bonds, including the payment of all necessary fees and expenses in connection therewith.

7. The Issuer does hereby approve the remittance of $35,000 from the Series 1989 Bonds Reserve Account to the City.

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 Series 2003 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.

9. The distribution by the Underwriter 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.

10. The firm of Ross, Sinclaire & Associates, Inc., Frankfort, Kentucky is hereby engaged for the purpose of serving as Underwriter with respect to the Refunding Bonds.

11. The Issuer does hereby appoint and designate Fifth Third Bank, Cincinnati, Ohio, for the purpose of serving in the capacity of Registrar and Union Bank of Tyler County, Sistersville, West Virginia, as Depository Bank.

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.

13. The firm of Steptoe & Johnson PLLC, Clarksburg, West Virginia, is hereby engaged for the purpose of serving as Bond Counsel with respect to the Refunding Bonds.

14. The proceeds of the Bonds in an amount sufficient to pay the outstanding principal of, interest on and redemption premium for the Series 1989 A Bonds and the Series 1989 B Bonds, shall be wired directly to the United States Department of Agriculture, Rural Utilities Services on the Closing Date to accomplish the prepayment and refunding of the Series 1989 A Bonds and the Series 1989 B Bonds. The proceeds of the Bonds in an amount sufficient to pay the outstanding principal of, interest on and redemption premium for the Series 2000 Bonds, shall be wired directly to Union Bank of Tyler County, to accomplish the prepayment and refunding of the Series 2000 Bonds.

15. The Issuer hereby approves proceeds of the Series 2003 Bonds in an amount sufficient to fully fund the Series 2003 Bonds Reserve Account to be deposited therein on the Closing Date.

16. Based upon the projected principal amount, maturity schedule and interest rates for the Series 2003 Bonds, as set forth in EXHIBIT A - PROPOSED SERIES 2003 BOND TERMS, attached hereto, it is hereby determined that the Series 2003 Bonds show a net savings to the Issuer after deducting all expenses of the refunding. Prior to delivery of the Series 2003 Bonds, the Issuer shall have obtained from Michael D. Griffith, CPA or such other independent certified public accountant acceptable to the Mayor, 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 total net debt service in dollars of the Series 2003 Bonds and the total net debt service in dollars of the Series 1989 A Bonds, the Series 1989 B Bonds and the Series 2000 Bonds. The Mayor is hereby authorized and directed to employ Michael D. Griffith, Alum Creek, West Virginia, or such other independent certified public accountant satisfactory to Bond Counsel, to supply the certification required herein and to take other actions required in connection with the refunding.

17. The Council hereby covenants and agrees that it will not permit at any time or times any of the proceeds of the Refunding 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 Refunding 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.

18. Proceeds of the Refunding Bonds shall be applied as set forth herein. The proceeds of the Refunding Bonds representing accrued interest shall be deposited in the Debt Service Account held by the Commission.

19. The Mayor, the Recorder and all other officers of the Council are hereby authorized and directed to execute and deliver such other documents and certificates required or desirable in connection with the Refunding, hereby and by the Resolution and Order approved and provided for, including, if needed, a DTC Letter of Representations and any forms or documents necessary to qualify the Refunding Bonds for sale under the "Blue Sky Laws" of any state, to the end that the Refunding Bonds may be delivered at the earliest practicable date to the Underwriter.

20. The Mayor and Recorder of the City, and all other officers and employees of the Council 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 Underwriter as herein authorized and to otherwise facilitate the transaction contemplated by this Resolution, including (if applicable), but not limited to, engaging an accountant for purposes of providing a verification report in connection with the issuance of the Refunding Bonds, consulting with or applying to rating agencies to obtain a rating on the Refunding Bonds and consulting with or applying to insurance agencies for bond insurance for the Refunding Bonds, 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 Underwriter.

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

Adopted and entered of record this November 13, 2003.

CITY OF SISTERSVILLE

[SEAL]

By: _____
Mayor

Its: _____
Recorder

EXHIBIT A
PROPOSED SERIES 2003 BOND TERMS

MATURITY SCHEDULE

$20,000 Serial Bonds

Maturity	Principal Amount	Interest Rate	Price or Yield
2004	$20,000	3.35%	3.35%

$125,000	3.35%	Series 2003 Serial Bonds due June 1, 2007 at 3.35%
$140,000	4.25%	Series 2003 Term Bonds due June 1, 2010 at 4.25%
$155,000	4.70%	Series 2003 Term Bonds due June 1, 2013 at 4.70%
$245,000	5.00%	Series 2003 Term Bonds due June 1, 2017 at 5.00%
$225,000	5.60%	Series 2003 Term Bonds due June 1, 2020 at 5.60%

Estimated Sources and Uses of Funds

Sources of Funds

Par Amount of Series 2003 Bonds	$ 910,000.00
Series 1989 A and Series 1989 B Bonds Reserve Account (1)	35,000.00
TOTAL	$ 945,000.00

Uses of Funds

Discharge Series 1989 A Bonds	$226,181.35
Discharge Series 1989 B Bonds	212,285.62
Discharge Series 2000 Bonds	326,555.20
Series 2003 Bonds Reserve Account (2)	84,592.50
Underwriter's Discount	20,000.00
Costs of Issuance	40,385.33
Remit Series 1989 Bonds Reserve Account	35,000.00
TOTAL	$ 945,000.00

Optional Redemption

The Series 2003 Bonds maturing on and after June 1, 2013, are subject to redemption prior to maturity, at the option of the City, 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 of par, plus interest accrued to the date fixed for redemption.

Mandatory Sinking Fund Redemption

The Series 2003 Bonds maturing June 1, 2007, shall be subject to mandatory redemption prior to maturity in part from moneys on deposit in the Series 2003 Bonds Sinking Fund at a redemption price equal to 100% of the principal amount thereof, plus accrued interest to the mandatory redemption date, on June 1, 2005, and on each June 1 thereafter to and including June 1, 2007, in annual principal amounts as follows:

Year	Amount	Year	Amount
2005	$40,000	2007*	$45,000
2006	40,000		

The principal amount of Series 2003 Bonds maturing June 1, 2007, delivered to or purchased by the Commission shall reduce pro tanto the principal amount of Series 2003 Bonds to be redeemed on the mandatory redemption date with respect to such maturity next following such delivery or purchase.

The Series 2003 Bonds maturing June 1, 2010, shall be subject to mandatory redemption prior to maturity in part from moneys on deposit in the Series 2003 Bonds Sinking Fund at a redemption price equal to 100% of the principal amount thereof, plus accrued interest to the mandatory redemption date, on June 1, 2008, and on each June 1 thereafter to and including June 1, 2010, in annual principal amounts as follows:

Year	Amount	Year	Amount
2008	$45,000	2010*	50,000
2009	$45,000		

The principal amount of Series 2003 Bonds maturing June 1, 2010, delivered to or purchased by the Commission shall reduce pro tanto the principal amount of Series 2003 Bonds to be redeemed on the mandatory redemption date with respect to such maturity next following such delivery or purchase.

The Series 2003 Bonds maturing June 1, 2017, shall be subject to mandatory redemption prior to maturity in part from moneys on deposit in the Series 2003 Bonds Sinking Fund at a redemption price equal to 100% of the principal amount thereof, plus accrued interest

to the mandatory redemption date, on June 1, 2014, and on each June 1 thereafter to and including June 1, 2017, in annual principal amounts as follows:

Year	Amount	Year	Amount
2014	$55,000	2016	$65,000
2015	60,000	2017*	65,000

The principal amount of Series 2003 Bonds maturing June 1, 2017, delivered to or purchased by the Commission shall reduce pro tanto the principal amount of Series 2003 Bonds to be redeemed on the mandatory redemption date with respect to such maturity next following such delivery or purchase.

The Series 2003 Bonds maturing June 1, 2020, shall be subject to mandatory redemption prior to maturity in part from moneys on deposit in the Series 2003 Bonds Sinking Fund at a redemption price equal to 100% of the principal amount thereof, plus accrued interest to the mandatory redemption date, on June 1, 2018, and on each June 1 thereafter to and including June 1, 2020, in annual principal amounts as follows:

Year	Amount	Year	Amount
2018	$70,000	2020*	$80,000
2019	75,000		

The principal amount of Series 2003 Bonds maturing June 1, 2020, delivered to or purchased by the Commission shall reduce pro tanto the principal amount of Series 2003 Bonds to be redeemed on the mandatory redemption date with respect to such maturity next following such delivery or purchase.

---

*Stated maturity.

CERTIFICATION

Certified a true, correct and complete copy of a Resolution duly adopted and entered of record by the Council of the City of Sistersville at a special meeting of the Council held at 7:00 p.m., on November 13, 2003, pursuant to proper notice, at which meeting a quorum was present and acting throughout.

Dated: November 21, 2003.

[SEAL]

By: _____
Recorder

11/13/03
827720.00002

CITY OF SISTERSVILLE
(WEST VIRGINIA)

Water Refunding Revenue Bonds, Series 2003

CERTIFICATE OF DETERMINATIONS OF THE
MAYOR OF THE CITY OF SISTERSVILLE

I, WILLIAM H. RICE, Mayor of the City of Sistersville, hereby certify as follows:

1. Based upon the provisions and authorization set forth in the Parameters Resolution of the City of Sistersville (the "City") adopted November 13, 2003 (the "Resolution"), I have determined and authorized that the above-captioned Bonds shall be issued in the aggregate principal amount of $910,000, shall be dated November 21, 2003, shall be in fully registered form, in the denominations of $5,000 or any whole multiple thereof, shall mature on June 1 of the years, shall bear interest payable semi-annually on June 1 and December 1 in each year, commencing June 1, 2004, at such rates, shall finally mature on June 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 Ross, Sinclaire & Associates, Inc. (the "Underwriter") pursuant to the terms and provisions of the Bond Purchase Agreement, dated as of November 19, 2003, by and between the City and the Underwriter, at the purchase price of $890,000 (which represents the par amount of the Bonds, less underwriters' discount of $20,000), there being no accrued interest thereon.

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 Secretary 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.

IN WITNESS WHEREOF, I have hereunto set my hand as of this 19th day of November, 2003.

Mayor, City of Sistersville

EXHIBIT A - BOND TERMS

MATURITY SCHEDULE

$20,000 Serial Bonds

Maturity (June 1)	Principal Amount	Interest Rate	Price or Yield
2004	$20,000	3.35%	3.35%

$125,000	3.35%	Series 2003 Serial Bonds due June 1, 2007 at 3.35%
$140,000	4.25%	Series 2003 Term Bonds due June 1, 2010 at 4.25%
$155,000	4.65%	Series 2003 Term Bonds due June 1, 2013 at 4.65%
$245,000	5.00%	Series 2003 Term Bonds due June 1, 2017 at 5.00%
$225,000	5.50%	Series 2003 Term Bonds due June 1, 2020 at 5.50%

Optional Redemption

The Series 2003 Bonds maturing on and after June 1, 2013, are callable beginning on June 1, 2013, at the option of the City, 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 of par, plus interest accrued to the date fixed for redemption.

Mandatory Sinking Fund Redemption

The Series 2003 Bonds maturing June 1, 2007, shall be subject to mandatory redemption prior to maturity in part from moneys on deposit in the Series 2003 Bonds Sinking Fund at a redemption price equal to 100% of the principal amount thereof, plus accrued interest to the mandatory redemption date, on June 1, 2005, and on each June 1 thereafter to and including June 1, 2007, in annual principal amounts as follows:

Year	Amount	Year	Amount
2005	$40,000	2007*	$45,000
2006	40,000		

The principal amount of Series 2003 Bonds maturing June 1, 2007, delivered to or purchased by the Commission shall reduce pro tanto the principal amount of Series 2003 Bonds to be redeemed on the mandatory redemption date with respect to such maturity next following such delivery or purchase.

The Series 2003 Bonds maturing June 1, 2010, shall be subject to mandatory redemption prior to maturity in part from moneys on deposit in the Series 2003 Bonds Sinking Fund at a redemption price equal to 100% of the principal amount thereof, plus accrued interest to the mandatory redemption date, on June 1, 2008, and on each June 1 thereafter to and including June 1, 2010, in annual principal amounts as follows:

Year	Amount	Year	Amount
2008	$45,000	2010*	50,000
2009	$45,000		

The principal amount of Series 2003 Bonds maturing June 1, 2010, delivered to or purchased by the Commission shall reduce pro tanto the principal amount of Series 2003 Bonds to be redeemed on the mandatory redemption date with respect to such maturity next following such delivery or purchase.

The Series 2003 Bonds maturing June 1, 2013, shall be subject to mandatory redemption prior to maturity in part from moneys on deposit in the Series 2003 Bonds Sinking Fund at a redemption price equal to 100% of the principal amount thereof, plus accrued interest to the mandatory redemption date, on June 1, 2011, and on each June 1 thereafter to and including June 1, 2013, in annual principal amounts as follows:

Year	Amount	Year	Amount
2011	$50,000	2013*	55,000
2012	$50,000		

The principal amount of Series 2003 Bonds maturing June 1, 2013, delivered to or purchased by the Commission shall reduce pro tanto the principal amount of Series 2003 Bonds to be redeemed on the mandatory redemption date with respect to such maturity next following such delivery or purchase.

The Series 2003 Bonds maturing June 1, 2017, shall be subject to mandatory redemption prior to maturity in part from moneys on deposit in the Series 2003 Bonds Sinking Fund at a redemption price equal to 100% of the principal amount thereof, plus accrued interest to the mandatory redemption date, on June 1, 2014, and on each June 1 thereafter to and including June 1, 2017, in annual principal amounts as follows:

Year	Amount	Year	Amount
2014	$55,000	2016	$65,000
2015	60,000	2017*	65,000

The principal amount of Series 2003 Bonds maturing June 1, 2017, delivered to or purchased by the Commission shall reduce pro tanto the principal amount of Series 2003 Bonds to be redeemed on the mandatory redemption date with respect to such maturity next following such delivery or purchase.

The Series 2003 Bonds maturing June 1, 2020, shall be subject to mandatory redemption prior to maturity in part from moneys on deposit in the Series 2003 Bonds Sinking Fund at a redemption price equal to 100% of the principal amount thereof, plus accrued interest to the mandatory redemption date, on June 1, 2018, and on each June 1 thereafter to and including June 1, 2020, in annual principal amounts as follows:

Year	Amount	Year	Amount
2018	$70,000	2020*	$80,000
2019	75,000		

The principal amount of Series 2003 Bonds maturing June 1, 2020, delivered to or purchased by the Commission shall reduce pro tanto the principal amount of Series 2003 Bonds to be redeemed on the mandatory redemption date with respect to such maturity next following such delivery or purchase.

*Stated maturity.

CITY OF SISTERSVILLE
(WEST VIRGINIA)

Water Refunding Revenue Bonds, Series 2003

CROSS-RECEIPT FOR BONDS AND BOND PROCEEDS

The undersigned, Brian G. Nurick, Senior Vice President of Ross, Sinclaire & Associates, Inc., (the "Underwriter"), for and on behalf of the Underwriter, and the Mayor of the City of Sistersville (the "Issuer"), for and on behalf of the Issuer, hereby certify as follows:

1. On the 21st day of November, 2003, in New York, New York, the Underwriter received the entire original issue of $910,000 in aggregate principal amount of the City of Sistersville (West Virginia) Water Refunding Revenue Bonds, Series 2003 (the "Bonds"). The Bonds, as so received on original issuance, are in various denominations, are dated November 21, 2003, and are numbered from AR-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, they had been executed by William H. Rice as Mayor of the Issuer by his or her manual signature, and the official seal of the Issuer had been impressed upon each Bond and attested by Diane Mace as Recorder of the Issuer by his or her manual signature, and had been authenticated by an authorized officer of Fifth Third Bank, Cincinnati, Ohio, as Registrar.

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

Par Amount	$910,000
Less: Underwriter's Discount	20,000
Total	$890,000

Payment for the Bonds was made in immediately available funds (federal funds wire) in the amount of $890,000.

WITNESS our respective signatures this 21st day of November, 2003.

ROSS, SINCLAIRE & ASSOCIATES, INC.

By:_____
Its: Senior Vice President

CITY OF SISTERSVILLE

By:_____
Its: Mayor

11/14/03

CH581471.1

WITNESS our respective signatures this 21st day of November, 2003.

ROSS, SINCLAIRE & ASSOCIATES, INC.

By:_____
Its: Senior Vice President

CITY OF SISTERSVILLE

By:_____
Its: Mayor

11/14/03
827720.00002

CH581471.1

CITY OF SISTERSVILLE
(WEST VIRGINIA)

Water Refunding Revenue Bonds, Series 2003

DIRECTION TO AUTHENTICATE AND DELIVER BONDS

Fifth Third Bank, as Registrar
38 Fountain Square Plaza
Mail Drop 10AT60
Cincinnati, OH 45202

Ladies and Gentlemen:

There are delivered to you herewith as Registrar for the above-captioned Bonds:

1. Bonds Nos. AR-1 through AR-6, inclusive, constituting the entire original issue of the City of Sistersville Water Refunding Revenue Bonds, Series 2003, dated November 21, 2003, in the aggregate principal amount of $910,000 (the "Bonds"), executed by the Mayor and Recorder of the City of Sistersville (the "Issuer") and bearing the official seal of the Issuer. The Bonds are authorized to be issued under and pursuant to an Ordinance enacted by the Issuer on January 22, 2003, as supplemented by Supplemental Resolution adopted by the Issuer on November 13, 2003 (collectively, the "Ordinance").

2. Copies of the Ordinance, certified by the Recorder of the Issuer.

3. A list of the names in which the Bonds are to be registered upon original issuance, together with taxpayer identification and other information as requested by you.

4. A signed, unqualified approving opinion of Steptoe & Johnson PLLC, as bond counsel.

You are hereby requested and authorized, pursuant to Section 3.12 of the Ordinance, to authenticate, register and deliver the Bonds to the Depository Trust Company, New York, New York, for the account of Ross, Sinclaire & Associates, Inc., as the original purchaser thereof.

Dated this 21st day of November, 2003.

CITY OF SISTERSVILLE

By _____
Its: Mayor

11/14/03
827720.00002

SPECIMEN

Unless this Bond is presented by an authorized representative of The Depository Trust Company, a New York corporation ("DTC"), to The City 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. R-1

UNITED STATES OF AMERICA
STATE OF WEST VIRGINIA
CITY OF SISTERSVILLE (WEST VIRGINIA)
WATER REFUNDING REVENUE BONDS,
SERIES 2003

INTEREST RATE	MATURITY DATE	BOND DATE	CUSIP NO.
3.350%	June 1, 2004	November 21, 2003	829794 AA 4

REGISTERED OWNER: CEDE & CO.

PRINCIPAL AMOUNT: TWENTY THOUSAND DOLLARS ($20,000.00)

KNOW ALL MEN BY THESE PRESENTS: That THE CITY OF SISTERSVILLE, a municipal corporation and political subdivision of the State of West Virginia in Tyler County of said State (the "City"), for value received, hereby promises to pay, solely from the special funds provided therefor, as hereinafter set forth, to the Bondholder specified above, or registered assigns (the "Bondholder"), 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 City 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

Unless this Bond is presented by an authorized representative of The Depository Trust Company, a New York corporation ("DTC"), to The City 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. R-2

UNITED STATES OF AMERICA
STATE OF WEST VIRGINIA
CITY OF SISTERSVILLE (WEST VIRGINIA)
WATER REFUNDING REVENUE BONDS,
SERIES 2003

INTEREST RATE	MATURITY DATE	BOND DATE	CUSIP NO.
3.350%	June 1, 2007	November 21, 2003	829794 AB 2

REGISTERED OWNER: CEDE & CO.

PRINCIPAL AMOUNT: ONE HUNDRED TWENTY-FIVE THOUSAND DOLLARS ($125,000.00)

KNOW ALL MEN BY THESE PRESENTS: That THE CITY OF SISTERSVILLE, a municipal corporation and political subdivision of the State of West Virginia in Tyler County of said State (the "City"), for value received, hereby promises to pay, solely from the special funds provided therefor, as hereinafter set forth, to the Bondholder specified above, or registered assigns (the "Bondholder"), 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 City 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

Unless this Bond is presented by an authorized representative of The Depository Trust Company, a New York corporation ("DTC"), to The City 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. R-3

UNITED STATES OF AMERICA
STATE OF WEST VIRGINIA
CITY OF SISTERSVILLE (WEST VIRGINIA)
WATER REFUNDING REVENUE BONDS,
SERIES 2003

INTEREST RATE	MATURITY DATE	BOND DATE	CUSIP NO.
4.250%	June 1, 2010	November 21, 2003	829794 AC 0

REGISTERED OWNER: CEDE & CO.

PRINCIPAL AMOUNT: ONE HUNDRED FORTY THOUSAND DOLLARS ($140,000.00)

KNOW ALL MEN BY THESE PRESENTS: That THE CITY OF SISTERSVILLE, a municipal corporation and political subdivision of the State of West Virginia in Tyler County of said State (the "City"), for value received, hereby promises to pay, solely from the special funds provided therefor, as hereinafter set forth, to the Bondholder specified above, or registered assigns (the "Bondholder"), 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 City 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

Unless this Bond is presented by an authorized representative of The Depository Trust Company, a New York corporation ("DTC"), to The City 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. R-4

UNITED STATES OF AMERICA
STATE OF WEST VIRGINIA
CITY OF SISTERSVILLE (WEST VIRGINIA)
WATER REFUNDING REVENUE BONDS,
SERIES 2003

INTEREST RATE	MATURITY DATE	BOND DATE	CUSIP NO.
4.650%	June 1, 2013	November 21, 2003	829794 AD 8

REGISTERED OWNER: CEDE & CO.

PRINCIPAL AMOUNT: ONE HUNDRED FIFTY-FIVE THOUSAND DOLLARS ($155,000.00)

KNOW ALL MEN BY THESE PRESENTS: That THE CITY OF SISTERSVILLE, a municipal corporation and political subdivision of the State of West Virginia in Tyler County of said State (the "City"), for value received, hereby promises to pay, solely from the special funds provided therefor, as hereinafter set forth, to the Bondholder specified above, or registered assigns (the "Bondholder"), 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 City 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

Unless this Bond is presented by an authorized representative of The Depository Trust Company, a New York corporation ("DTC"), to The City 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. R-5

UNITED STATES OF AMERICA
STATE OF WEST VIRGINIA
CITY OF SISTERSVILLE (WEST VIRGINIA)
WATER REFUNDING REVENUE BONDS,
SERIES 2003

INTEREST RATE	MATURITY DATE	BOND DATE	CUSIP NO.
5.000%	June 1, 2017	November 21, 2003	829794 AE 6

REGISTERED OWNER: CEDE & CO.

PRINCIPAL AMOUNT: TWO HUNDRED FORTY-FIVE THOUSAND DOLLARS ($245,000.00)

KNOW ALL MEN BY THESE PRESENTS: That THE CITY OF SISTERSVILLE, a municipal corporation and political subdivision of the State of West Virginia in Tyler County of said State (the "City"), for value received, hereby promises to pay, solely from the special funds provided therefor, as hereinafter set forth, to the Bondholder specified above, or registered assigns (the "Bondholder"), 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 City 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

Unless this Bond is presented by an authorized representative of The Depository Trust Company, a New York corporation ("DTC"), to The City 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. R-6

UNITED STATES OF AMERICA
STATE OF WEST VIRGINIA
CITY OF SISTERSVILLE (WEST VIRGINIA)
WATER REFUNDING REVENUE BONDS,
SERIES 2003

INTEREST RATE	MATURITY DATE	BOND DATE	CUSIP NO.
5.500%	June 1, 2020	November 21, 2003	829794 AF 3

REGISTERED OWNER: CEDE & CO.

PRINCIPAL AMOUNT: TWO HUNDRED TWENTY-FIVE THOUSAND DOLLARS ($225,000.00)

KNOW ALL MEN BY THESE PRESENTS: That THE CITY OF SISTERSVILLE, a municipal corporation and political subdivision of the State of West Virginia in Tyler County of said State (the "City"), for value received, hereby promises to pay, solely from the special funds provided therefor, as hereinafter set forth, to the Bondholder specified above, or registered assigns (the "Bondholder"), 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 City 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 June 1 and December 1, in each year, beginning June 1, 2004 (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 Bondholder hereof as of the applicable Record Date (each May 15 and November 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 Bondholders not less than 10 days prior to said special record date at the address of such Bondholder as it appears on the registration books of the City maintained by Fifth Third Bank, Cincinnati, Ohio, as registrar (in such capacity, the "Registrar"), or, at the option of any Bondholder 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 Bondholder 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 $910,000 designated "City of Sistersville (West Virginia) Water Refunding Revenue Bonds, Series 2003" (the "Bonds"), of like tenor and effect, except as to number, denomination, date of maturity and interest rate, dated November 21, 2003, the proceeds of which are to be used, together with other funds of the City, (i) to currently refund the City's Water Revenue Bonds, Series 1989 A, dated January 25, 1989, originally issued in the aggregate principal amount of $250,000, of which approximately $225,000 is presently outstanding; (ii) to currently refund the City's Water Revenue Bonds, Series 1989 B, dated January 25, 1989, originally issued in the aggregate principal amount of $240,000, of which approximately $213,000 is presently outstanding; (iii) to currently refund the City's Water Revenue Bonds, Series 2000, dated June 29, 2000, originally issued in the aggregate principal amount of $430,000, of which approximately $326,000 is presently outstanding (collectively, the "Prior Bonds"), which were issued to finance a portion of the cost of acquisition and construction of the public waterworks system of the City (the "System"); (ii) to fund a reserve account for the Bonds; (iii) to pay certain costs of issuance of the Bonds and related costs; and (iv) to pay the costs of acquisition and construction of certain additions, betterments and improvements to 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 8, Article 19 of the West Virginia Code of 1931, as amended (the "Act"), and an Ordinance duly enacted by the City on January 22, 2003, and

supplemented by a supplemental Resolution duly adopted by the City on November 13, 2003 (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 City, the Registrar, the Paying Agent, the Bondholders of the Bonds and the Bondholders of any subsequently issued additional bonds. Executed counterparts or certified copies of the Ordinance are on file at the office of the City.

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:

Optional Redemption

The Series 2003 Bonds maturing on and after June 1, 2013, are callable beginning June 1, 2013, at the option of the City, 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 of par, plus interest accrued to the date fixed for redemption.

Mandatory Sinking Fund Redemption

The Series 2003 Bonds maturing June 1, 2007, shall be subject to mandatory redemption prior to maturity in part from moneys on deposit in the Series 2003 Bonds Sinking Fund at a redemption price equal to 100% of the principal amount thereof, plus accrued interest to the mandatory redemption date, on June 1, 2005, and on each June 1 thereafter to and including June 1, 2007, in annual principal amounts as follows:

Year	Amount	Year	Amount
2005	$40,000	2007*	$45,000
2006	40,000		

The principal amount of Series 2003 Bonds maturing June 1, 2007, delivered to or purchased by the Commission shall reduce pro tanto the principal amount of Series 2003 Bonds to be redeemed on the mandatory redemption date with respect to such maturity next following such delivery or purchase.

The Series 2003 Bonds maturing June 1, 2010, shall be subject to mandatory redemption prior to maturity in part from moneys on deposit in the Series 2003 Bonds Sinking Fund at a redemption price equal to 100% of the principal amount thereof, plus accrued interest to the mandatory redemption date, on June 1, 2008, and on each June 1 thereafter to and including June 1, 2010, in annual principal amounts as follows:

Year	Amount	Year	Amount
2008	$45,000	2010*	50,000
2009	$45,000		

The principal amount of Series 2003 Bonds maturing June 1, 2010, delivered to or purchased by the Commission shall reduce pro tanto the principal amount of Series 2003 Bonds to be redeemed on the mandatory redemption date with respect to such maturity next following such delivery or purchase.

The Series 2003 Bonds maturing June 1, 2013, shall be subject to mandatory redemption prior to maturity in part from moneys on deposit in the Series 2003 Bonds Sinking Fund at a redemption price equal to 100% of the principal amount thereof, plus accrued interest to the mandatory redemption date, on June 1, 2011, and on each June 1 thereafter to and including June 1, 2013, in annual principal amounts as follows:

Year	Amount	Year	Amount
2011	$50,000	2013*	55,000
2012	$50,000		

The principal amount of Series 2003 Bonds maturing June 1, 2013, delivered to or purchased by the Commission shall reduce pro tanto the principal amount of Series 2003 Bonds to be redeemed on the mandatory redemption date with respect to such maturity next following such delivery or purchase.

The Series 2003 Bonds maturing June 1, 2017, shall be subject to mandatory redemption prior to maturity in part from moneys on deposit in the Series 2003 Bonds Sinking Fund at a redemption price equal to 100% of the principal amount thereof, plus accrued interest to the mandatory redemption date, on June 1, 2014, and on each June 1 thereafter to and including June 1, 2017, in annual principal amounts as follows:

Year	Amount	Year	Amount
2014	$55,000	2016	$65,000
2015	60,000	2017*	65,000

The principal amount of Series 2003 Bonds maturing June 1, 2017, delivered to or purchased by the Commission shall reduce pro tanto the principal amount of Series 2003 Bonds to be redeemed on the mandatory redemption date with respect to such maturity next following such delivery or purchase.

The Series 2003 Bonds maturing June 1, 2020, shall be subject to mandatory redemption prior to maturity in part from moneys on deposit in the Series 2003 Bonds Sinking Fund at a redemption price equal to 100% of the principal amount thereof, plus accrued interest to the mandatory redemption date, on June 1, 2018, and on each June 1 thereafter to and including June 1, 2020, in annual principal amounts as follows:

Year	Amount	Year	Amount
2018	$70,000	2020*	$80,000
2019	75,000		

The principal amount of Series 2003 Bonds maturing June 1, 2020, delivered to or purchased by the Commission shall reduce pro tanto the principal amount of Series 2003 Bonds to be redeemed on the mandatory redemption date with respect to such maturity next following such delivery or purchase.

*Stated 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 Registrar. 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 City 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 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 is the registered owner of the Series 2003 Bonds, the Registrar shall send all notices of redemption to DTC and shall verify that DTC has received notice and all notices shall be sent to the registered securities depositories. 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 City 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.

This Bond is payable only from and secured by a pledge of the Gross Revenues (as defined in the Ordinance) to be derived from the operation of the System, and from monies in the reserve account created under the Ordinance for the Bonds (the "Series 2003 Bonds Reserve Account") and 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. This Bond does not constitute a corporate indebtedness of the City within the meaning of any constitutional or statutory provisions or limitations, nor shall the City be obligated to pay the same, except from said special fund provided from the Net Revenues, the monies in the Series 2003 Bonds Reserve Account and unexpended proceeds of the Bonds. Pursuant to the Ordinance, the City has covenanted and agreed to establish and maintain just and equitable rates and charges for the use of the System and the services rendered thereby, which shall be sufficient, together with other revenues of the System, to provide for the reasonable expenses of operation, repair and maintenance of the System, and to leave a balance each year equal to at least 115% of the maximum amount payable in any year for principal of and interest, if any, 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.

All monies received from the sale of this Bond, there being no accrued interest thereon, shall be applied solely to refund the Series 2003 Bonds, fund all or a portion of a reserve account for the Bonds, pay costs of acquisition and construction of certain additions, betterments and improvements to the System and pay costs of issuance hereof, and there shall be, and hereby is, created and granted a lien upon such monies, until so applied, in favor of the registered owner 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 City, 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 said City 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 taxation by the State of West Virginia, and the other taxing bodies of the State.

This Bond has been designated a "qualified tax-exempt obligation" within the meaning of Section 265(b)(3)(B) of the Internal Revenue Code of 1986, as amended.

This Bond 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 SISTERSVILLE (WEST VIRGINIA) has caused this Bond to be signed by its Mayor, and its corporate seal to be imprinted hereon and attested by its Recorder, and has caused this Bond to be dated as of the Bond Date specified above.

[SEAL]

Mayor

ATTEST:

Recorder

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 Bondholder 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: November 21, 2003.

FIFTH THIRD BANK,
as Registrar

By: _____
Its: Authorized Officer

11/18/03
827720.00002

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.

CHARTER

OF THE CITY OF

SISTERSVILLE, WEST VIRGINIA

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EDITOR'S NOTE: The Sistersville Charter was enacted by the Legislature of West Virginia on February 16, 1899. Dates appearing in parentheses following section headings indicate those sections were subsequently amended, added or repealed on the date given.

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CHARTER

OF THE CITY OF

SISTERSVILLE, WEST VIRGINIA

SECTION 1. CITY OF SISTERSVILLE INCORPORATED.

The inhabitants of so much of the county of Tyler as is within the bounds prescribed by Section 2 of this Act, and their successors, shall be and remain, and they are hereby made, a body politic and corporate, by the name of "The City of Sistersville," and as such shall have perpetual succession and a common seal, and by that name may sue and be sued, plead and be impleaded, purchase, lease and hold, real estate, personal property, necessary to the purpose of said corporation.

SECTION 2. BOUNDARIES.

The corporate limits of said City shall hereafter be as follows: Beginning at a point in the Ohio river, at low water mark, at the mouth of Forsyth's run, thence up said run, with meanders thereof, 61.5 rods to a rock below falls; thence south two degrees east, 73.3 rods to a stone in line between Shay and Woods; thence south 37 degrees and 55 minutes west, 82.6 rods to a stone in the line between McCoy heirs and J.B. McCoy; thence with said line north 48 degrees and 16 minutes west, 28 rods to a stone; thence south 42 degrees and 4 minutes west, 93.2 rods to a stone; thence north 33 degrees and 11 minutes west, to the Ohio river, at low water mark; thence up said river with the meanders thereof to the place of beginning.

SECTION 3. WARDS.

The territory of said City shall be divided as follows:

First Ward. Beginning at a point where the center of Charles Street intersects the Ohio river at low water mark; thence southeast along the center of Charles Street to the easterly line of said City of Sistersville; thence south 42 degrees and 4 minutes west, to a stone, being the stone at the southeasterly corner of said City of Sistersville; thence south 33 degrees and 11 minutes west, to the Ohio river, at low water mark; thence up the Ohio river with the meanders thereof to the place of beginning.

Second Ward. Beginning at a point where the center of Wells Street intersects the center of Charles Street, thence westerly along the center of Charles Street to the Ohio river at low water mark; thence up the Ohio river with the meanders thereof, to a point where the center of Hill Street intersects the Ohio river, at low water mark; thence up the center of Hill Street northeasterly to where the center of Wells Street intersects the center of Hill Street; thence southerly along the center of Wells Street to the center of Charles Street, the place of beginning.

Third Ward. Beginning at a point where the center of Wells Street intersects the center of Hill Street, thence easterly along the center of Hill Street and the continuation thereof to Slaughter House run, and up Slaughter House run on the southerly side thereof, to the easterly line of said City of Sistersville; thence south 37 degrees and 55 minutes west, to a stone; thence north 48 degrees and 16 minutes west, 28 poles to a stone; thence south 42 degrees and 4 minutes west, to the center of Charles Street; thence westerly along the line of the center of Charles Street to a point where the center of Wells Street intersects the center of Charles Street; thence up Wells Street and along the center thereof to the center of Hill Street, the place of beginning.

Fourth Ward. Beginning at a point where the center of Hill Street intersects the Ohio river, at low water mark, thence up the Ohio river with the meanders thereof to a point, at low water mark, in the middle of the mouth of Forsyth's run; thence along said run with the meanders thereof 61.5 rods to a rock below falls; thence south 2 degrees, east, 73.3 rods to a stone in the line between Shay and Woods; thence south 37 degrees and 55 minutes west, to the southerly bank of Slaughter House run; thence down Slaughter House run on the southerly side thereof and with the meanders thereof to the extension of Hill Street; thence down the center of Hill Street to the Ohio river, at low water mark, the place of beginning.

Number Boundaries. The number and boundaries of wards of said City may be changed by the Council thereof.

SECTION 4. COUNCIL; HOW FORMED; COMPENSATION.

The Municipal authorities of said City shall consist of a Mayor and eight Councilmen, who together shall form a common Council, and who shall receive such compensation as the Council shall from time to time determine, and which shall not be increased or diminished during their term of office.

SECTION 5. CORPORATE POWERS TO BE EXERCISED; BY WHOM.

All the corporate powers of said corporation shall be exercised by said Council or under their authority; except when otherwise provided.

SECTION 6. QUALIFICATION OF OFFICERS.

The Mayor, Assessor and Councilmen, at the time of their election, shall be freeholders in said City, and be entitled to vote for the member of the common Council of said City, as residents and legal voters therein.

SECTION 7. OFFICERS.

There shall be a Chief of Police, City Attorney, Superintendent of Streets, Commissioner of Water Works, City Physician, City Clerk and Treasurer, and City Surveyor.

The City Attorney, City Physician, City Surveyor, and City Clerk and Treasurer shall be appointed by the common Council, to hold their respective offices for the term of one year from the first Monday in April of each year, beginning in 1960, and until their respective successors shall be appointed and qualified. The City Clerk and Treasurer shall perform the duties and have the authority provided in this Charter to be performed and had by the City Collector and Treasurer and by the City Clerk. (Amended November 4, 1958.)

SECTION 8. ELECTION AND TERM OF MAYOR.

On the fourth Thursday in March 1922, and on said day of each succeeding second year thereafter, there shall be elected by the qualified voters of said City a Mayor, who shall hold his office for two years and until his successor shall be elected and qualified. (Amended November 4, 1958.)

SECTION 9. COUNCILMEN.

On the same day first mentioned in the preceding section, two members of the Council shall be elected in each ward in said City, who shall reside in the ward for which they are elected; and the candidate receiving the highest number of votes shall be elected for two years, from the first Monday in April succeeding his election, and the candidate receiving the next highest number of votes, shall be elected for one year from the first Monday in April succeeding his election; and on the same day of each succeeding year, one member of the Council shall be elected in each ward in the City, whose term of office shall be two years from the first Monday in April succeeding his election, and until his successor shall be elected and qualified.

Each ward shall constitute an election precinct, and the Council shall establish a voting place in each, and the election of Councilmen shall be by wards. No voter shall be entitled to vote at any City election, except in the ward in which he resides, and if any voter shall vote for any person for Councilman, who is not a resident of the ward in which he is voted for, such vote or votes shall not be counted for such person or persons.

SECTION 10. VOTING.

Every male person residing in said City, shall be entitled to vote for all officers elected under this Act, but no person who is a minor or of unsound mind, or a pauper, or who is under conviction of treason, felony, or bribery in an election, or who has not been a resident of this State for one year, and of the City of Sistersville for six months, and is a bona fide resident of the ward in which he offers to vote; and each voter shall be entitled to vote for only two Auditors.

SECTION 11. MODE OF VOTING.

In all elections by the people the mode of voting shall be by ballot; but the voter shall be left free to vote by open, sealed or secret ballot as he may elect.

Municipal elections under this Charter amendment shall be conducted as follows: Any person eligible to office may become a candidate and have his name placed upon the ballot, upon his own motion, by filing with the City Recorder a declaration of his candidacy and a certificate of his eligibility, duly acknowledged by him, within sixty days next preceding the day of the election. Said declaration and certificate shall be accompanied by an announcement fee as follows: If a candidate for Mayor, the fee shall be twenty dollars ($20.00); if a candidate for councilman, the fee shall be ten dollars ($10.00); and, if a candidate for any other election office, the fee shall be ten dollars ($10.00); which fee shall be paid to the Recorder, who shall pay the same over to the Treasurer of the City. The names of all candidates for elective offices of the City shall appear on one ballot at the

election held on the fourth Thursday in March, 1960, and all elections thereafter; such ballot having a column, for each office to be filled at that election, one for Mayor; one for any other elective office; and, one for each ward within the City; and thereafter the ballot shall have a column for each office for the candidates to be elected at such election, and the ballot shall be without party emblem or designation. The whole number of ballots to be printed for the election of Mayor, one for any other elective office and councilmen, shall be divided by the greater number of candidates for any one office and the quotient so obtained shall be the number of ballots in each series of ballots to be printed.

The form of the declaration of candidacy and certificate of eligibility of candidates shall be substantially as follows:

I,_____, hereby certify that I am a candidate for the office of _____and desire my name printed on the official ballot to be voted for at the city election to be held on the _____day of _____, 19_____; that I am a qualified voter of the City of Sistersville, county of Tyler, State or West Virginia; that I reside in ward No. _____, in said City; and that my residence number is_____ in said City; that I am eligible to hold the said office; and that I am a candidate for said office in good faith.

_____
Signature of candidate

Subscribe to and acknowledged before the undersigned authority by

_____ this _____day of _____, 19_____.

_____
Mayor, Recorder or notary public.

The names of candidates shall be arranged in alphabetical order in each column, and the first series of ballots printed. The first name in the column shall be placed last therein and the next series of ballots printed and this process shall be repeated until each name in each column shall have been first. These ballots shall then be combined into tablets in the order of the series with no two of the same series together.

The ballot to be used for the election of officers shall be in the form as follows:

Mayor	Any other elective office but named specif-ically.	Councilman, First Ward.	Councilman Second Ward.	Councilman Third Ward.	Councilman Fourth Ward.

Vote for only one candidate in each column by putting a cross mark in the square opposite the name of the candidate for whom you desire to vote. Do not mark more than one candidate in each column. If you spoil this ballot, tear it across and hand to the election officer in charge and he will give you another.

A valid ballot shall be one on which the voter has clearly expressed his choice of one or more candidates. If a voter express the same choice for more than one candidate in any column his vote, as to that column, shall be void.

The candidate in each column receiving the highest number of votes cast for the office for which he is a candidate, indicated by such column, shall be declared elected. During the counting of the votes all ballots or votes not counted shall be marked by the election commissioners of each precinct with the words "not counted" written upon the ballot or opposite the vote not counted, together with a statement with the reasons for not counting, and the total number of invalid ballots marked thus and not counted shall be ascertained by them at the conclusion of the counting, and be shown upon the precinct return certificate and subtracted from the total number of ballots taken from the ballot box.

At least eight weeks before any City election the Mayor shall issue his proclamation calling the same, which shall be published in one or more newspapers published in said City for one week. At least fifteen days before the day of an election the City Council shall prepare the ballots for such election, and shall select three commissioners and two poll clerks for each voting place, and may provide for a counting board for each voting place. The commissioners and poll clerks shall be qualified voters of the City and have such other qualifications as provided by general laws of the State for such officers at state, county, and district elections. The Council shall, by ordinance, provide such additional regulations in conformity with the provisions of this act and the general law of the State as are necessary for the proper conduct of elections. Elections under this Act shall be conducted, returned and the results thereof ascertained and declared in the manner prescribed by the constitution and laws of the State, insofar as said laws are not inconsistent with this Act, and all penalties prescribed by said laws of the State insofar as consistent, shall be applicable unto this act.

The duties required by the clerk of the circuit and county courts under the election laws of West Virginia, shall be performed by the Recorder of said City. The duties required of commissioners of the county court under the provisions of said laws shall be performed by the Council of said City. The duties required of the sheriff under the provisions of said laws shall be performed by the Chief of Police of said City, and the duties required of any constable under the provisions of said laws shall be performed by any member of the police force, or member of the Council, of said City. Whenever the word "county" appears in said laws, the same shall be taken to refer to the City of Sistersville, and whenever the words "election precinct" appears in said laws, the same shall be taken to refer to the election precinct or precincts for the municipal election, and whenever the word "court house" shall appear in said laws as designating the place of meeting of election officers, the same shall be taken to refer to the Council chamber." (Amended November 4, 1958)

SECTION 12. TIE VOTES.

Whenever two or more persons shall receive an equal number of votes for Councilman or other City officer, such tie shall be decided by the Council in being.

SECTION 13. CONTESTED ELECTIONS.

All contested elections shall be heard and decided by the common Council for the time being; and the contest shall be made and conducted in the same manner as provided for in contest for county and district officers; and the common Council shall conduct their proceedings in such cases, as nearly as practicable, in conformity with proceedings of the county court in such cases.

SECTION 14. VACANCIES.

Whenever a vacancy shall occur, from any cause, in the office of Mayor, Councilman, City Collector and Treasurer, Chief of Police, Superintendent of Streets, Commissioner of Water Works, the Council for the time being, shall, by a vote of the majority of those present, fill the vacancy until the next election, at which time a successor to fill the unexpired term of such office, shall be elected by the people, or be appointed by the Council.

SECTION 15. APPOINTIVE OFFICERS.

The Chief of Police, Superintendent of Streets, Commissioner of Water Works, City Attorney, City Physician, and City Surveyor, shall be appointed by the Council.

Authority of Council to Appoint Officers. The Council shall also have authority to provide by ordinance for the appointment of such other officers as shall be necessary and proper to carry into full force any authority, power, capacity or jurisdiction, which is or shall be vested in the said City, or in the Council, or in the Mayor, or any officer or body of officers, thereof, and to grant to the officers, so appointed, the power necessary or proper for the purpose above mentioned.

Duties of Officers; How Defined; Compensation. The Council shall, by ordinance, define the dutes of all officers so appointed or elected as aforesaid, and allow them reasonable compensation, which shall be by monthly salaries, and not otherwise, except as to the collection to taxes, and which compensation shall not be increased or diminished during their term of office; and shall require and take from all those whose duty it shall be to receive its funds, assets or property, or have charge of the same, such bonds, obligations or other writings, as they shall deem necessary or proper to insure the faithful performance of their several duties.

Removal From Office. All officers so appointed or elected, may be removed from office for malfeasance, nonfeasance or misfeasance, by the Council, and, unless their term of office be otherwise fixed by ordinance, they shall be considered as holding their respective offices at the pleasure of the Council.

Powers of Chief of Police. The Chief of Police shall have all powers, rights, and privileges within the corporate limits of said City in regard to the arrest of persons, the collection of claims, the execution and return of processes, that can be legally exercised by a constable of a district within the same, and he and his sureties shall be liable to all fines, penalties and forfeitures, that a constable of a district is

legally liable to, for any failure or dereliction in his said office; to be recovered in the same manner and in the same courts that the said fines, penalties and forfeitures are now recovered against such district constable. It shall be the duty of the Collector and Treasurer, to collect City taxes, licenses, levies, assessments, and such other City claims as are placed in his hands for collection, by the Council, and may distrain and sell for State taxes; and he shall have, in all other respects, the same powers as a Sheriff to enforce the payment and collection thereof.

Officers Must be Residents. All officers appointed by the Council must be residents of the City at the time of their appointment.

SECTION 16. BONDS; HOW PAYABLE.

All bonds, obligations or other writings, taken in pursuance of any provisions of this Act, shall be made payable to "The City of Sistersville;" and the respective persons, and their heirs, executors, administrators and assigns bound thereby, shall be subject to the same proceedings on the said bond, obligation and other writing, for enforcing the conditions of the terms thereof, by motion or otherwise, before any court of record held in and for the county of Tyler, that collectors of county levies and other sureties are or shall be subject to on their bonds, for enforcing the payment of the county levies.

SECTION 17. OFFICERS TO GIVE BONDS; OATH.

The Mayor and Council and all other officers provided for in this Act, shall each, before entering upon the duties of their office, and within one week from the date of their election or appointment, give the bond required from any office by Section 15 of this Act, and take the oath prescribed by law for all officers of this State, and make oath that they will truly, faithfully and impartially, to the best of their ability, discharge the duties of their respective offices, so long as they continue therein.

Said oath or affirmation may be taken before any person authorized to administer oaths, under the laws now in force, or before the Mayor or City Clerk of said City.

SECTION 18. TERM OF OFFICE.

The Mayor shall enter upon the duties of his office on the first Monday of April, 1922, and on said day of every second year thereafter, as soon as he is qualified, and shall continue therein for a term of two years, or until his successor is elected, or appointed, and qualified.
(Amended November 4, 1958)

SECTION 19. ELECTION OF PERSON INELIGIBLE.

If any person elected to the office of Mayor, Councilman, Collector and Treasurer, Auditor, or City Clerk, shall not be eligible to such office, under the provisions of this Act, or shall fail to qualify as herein required, the Council for the time being, shall declare his said office vacant, and shall proceed to fill the vacancy as required by this Act.

SECTION 20. MAYOR.

The Mayor shall be the Chief Executive officer of the City, and shall take care that the orders, by-laws, ordinances, acts and resolutions of the Council thereof, are faithfully executed. He shall be ex-officio a justice and conservator of the peace within the City; and shall, within the same, have, posess, and exercise all the powers and perform all the duties, vested by law in a justice of the peace, except that he shall have no jurisdiction in civil cases, or causes of action arising out of corporate limits of the City.

Power to Issue Attachments. He shall have the same power to issue attachments in civil suits as a justice of his county has, though the cause of action arose out of his City. But in such cases he shall have no power to try the same; but said attachment shall be returnable to and be heard before some justice of his county.

Warrants, Etc., to be Executed; Where. Any warrant or other process issued by him, may be executed at any place in the county; he shall have control of the police of the City, and may suspend any policeman for cause, and he may appoint special police officers whenever he deems it necessary; and it shall be his duty especially to see that the peace and good order of the City are preserved, and that persons and property therein are protected; and to this end he may cause the arrest and detention of all ritous and disorderly persons in the City, before issuing his warrant therefor.

Power to Issue Executions. He shall have the power to issue executions for all fines, penalties and costs imposed by him, or he may require the immediate payment thereof, and in default of such payment, he may commit the party in default, to the jail of the county of Tyler, or other place of imprisonment in such corporation, if there be one, until the fine or penalty and costs shall be paid; but the term of imprisonment in such cases shall, not exceed thirty days.

Appeal Allowed; When. And in all cases where a person in sentenced to imprisonment, or to the payment of a fine of ten dollars ($10.00) or more (and in no case shall a judgment for a fine of less than ten dollars ($10.00), be given by the Mayor if the defendant, his agent or attorney object thereto), such person shall be allowed an appeal from such decision to the Circuit court of said Tyler county, upon the execution of an appeal bond with surety deemed sufficient by the Mayor, in a penalty double the amount of the fine and costs imposed by the Mayor, with condition that the person proposing to appeal will perform and satisfy any judgment which may be rendered against him by the Circuit court, on such appeal.

Papers, Etc., to be Delivered; to Whom. If such appeal be taken, the warrant of arrest (if there be any), the transcript of the judgment, the appeal bond and other papers of the case, shall be forthwith delivered by the Mayor, to the clerk of said court; and the court shall proceed to try the case as upon indictment or presentment, and render such judgment, including that of costs, as the law and the evidence may require.

Recommendations by Mayor. The Mayor shall, from time to time, recommend to the Council such measures as he may deem needful to the welfare of the City.

Expense of Imprisonment; How Paid. The expense of maintaining any person committed to the jail of the county by him, except it be to answer an indictment, or be under the provisions of Sections two hundred and twenty-seven and two hundred and twenty-eight of chapter fifty, of the amended Code of this State, shall be paid by the City.

Mayor to Give Bond Before Collecting Money. But the Mayor shall not receive any money belonging to the State, or individual, unless he shall give the bond and security required of a Justice of the Peace, by chapter fifty of the said Code, and all the provisions of said chapter, relating to money received by justices, shall apply as to like moneys received by the Mayor.

Mayor to Pay Fines Collected; to Whom; and When. The Mayor shall pay all moneys received by him for fines, or by virtue of his office, belonging to the City to the Collector and Treasurer of the City, within one week after he receives the same.

SECTION 21. CITY CLERK.

The City Clerk shall keep the journal of the proceedings of the Council and have charge of and preserve the records of the City; and in the absence from the City, or in the case of sickness or inability, of the Mayor, or during any vacancy in the office of Mayor he shall perform the duties of Mayor which pertain to him as the Chief Executive of said City, and be vested with all the power necessary for the performance of such duties.

He shall be a conservator of the peace within the City.

SECTION 22. QUORUM.

The presence of a majority of the Council shall be necessary to make a quorum for the transaction of business.

SECTION 23. MINUTES OF COUNCIL.

The Council shall cause to be kept by the Clerk in a well-bound book, to be called the "minute book," an accurate record of all it proceedings, ordinances, acts, orders and resolutions, and in another, to be called "ordinance book," accurate copies of all general ordinances adopted by the Council; both of which shall be fully indexed and open to the inspection of any one required to pay taxes to the City or who may be otherwise interested.

Papers to be Filed and Preserved. All oaths and bond of officers in the City, and all papers of the Council, shall be endorsed, filed and securely kept by the Clerk.

Record of Bonds. The bond of officers shall be recorded in a well-bound book, to be called the "record of bonds."

Clerk's Duties. The Clerk shall perform all such other duties as may by ordinance of the Council be prescribed.

Printed Ordinances, Etc., Prima Facie Correct. All printed copies of such ordinances, purporting to be published under authority of the Council and transcripts of such ordinances, acts, orders and resolutions, certified by the Clerk, under the seal of the City, shall be deemed prima facie correct, when sought to be used in any court or before any justice.

SECTION 24. READING OF MINUTES; RECORDING VOTES.

At each meeting of Council the proceedings of the last meeting shall be read and corrected, if erroneous, and signed by the presiding officer for the time being.

Upon the call of any member, the ayes and noes on any question shall be taken and recorded in the journal, and the roll shall be called alphabetically.

SECTION 25. VOTE OF MAYOR.

The Mayor shall have a vote only in case of a tie.

SECTION 26. COUNCIL MEETINGS.

The meeting of the Council shall be held at such places in said City, and at such times, as they shall from time to time ordain and appoint; but it shall be lawful for the Council, by ordinance, to vest in any officer of said City, or in any member or number of members of their own body, the authority to call special meetings; and it shall, by ordinance, prescribe the mode in which notice of such meetings shall be given, and no business shall be transacted unless a majority of all the members of which it then consists, shall be present, except that a less number may compel the attendance of absent members, under such reasonable penalties as they may think proper to impose; and all questions put except in such matters as are hereinafter provided for, shall be decided by a majority of the members present.

SECTION 27. PAYMENT OF CITY FUNDS.

All moneys belonging to the City shall be paid over to the City Collector and Treasurer; and no money shall be paid out by him, except as the same shall have been appropriated by the Council, and upon an order signed by the Mayor and City Clerk, and not otherwise.

SECTION 28. POWERS OF COUNCIL.

The Council of said City shall have power to lay off, vacate, close, open, alter, grade and keep in good repair the roads, streets, alleys, pavements, sidewalks, cross walks, drains and gutters therein, for the use of the citizens or of the public, and to improve and light the same, and to keep them free from obstructions of every kind; to regulate the width of the pavements and sidewalks on the streets and alleys, and to order the pavements, sidewalks, foot ways, drain and gutters to be kept in good order, free and clean, by the owner or occupants of the real property next adjacent thereto; to establish and regulate markets, prescribe the time of holding the same, provide suitable and convenient buildings therefor, and prevent the forestalling of such markets; to prevent injury or annoyance to the public, or to individuals, from anything dangerous, offensive or unwholesome; to prohibit and regulate slaughterhouses, tan houses and soap factories within the City limits; or the exercise of any unhealthy or offensive business, trade or employment; to abate all nuisances within the City limits, or to require and compel the abatement or removal

thereof, or at the expense of the persons causing the same, or by or at the expense of the owner or occupant of the grounds on which they are placed or found; to cause to be filled up, raised or drained, by or at the expense of the owner, any City lot or tract of land covered or subjected to be covered by stagnant water, to prevent horses, hogs, cattle, sheep or other animals, and fowls of all kinds, from going or being at large in such City, and as one means of prevention, to provide for impounding and confining such animals and fowls, and upon failure to reclaim, for the sale thereof; to protect places of divine worship, and preserve order in and about the premises where and when such worship is held; to regulate the keeping of gun powder and other inflammable or dangerous substances; to provide for the regular building of houses or other structures, and for the making and maintaining of division fences by the owners of adjoining premises, and for the proper draining of City lots or other parcels of land by or at the expense of the owner or occupant thereof; to provide against danger of damage by fire; to punish for assault and batteries; to prohibit the keeping of or loitering in or visiting houses of ill-fame, or loitering in saloons or upon the streets; to prevent lewd or lascivious conduct, the sale or exhibition of indecent pictures or other representations; the desecration of the Sabbath day, profane swearing the illegal sale of all intoxicating liquors, mixtures and preparations, beer, ale, wine or drinks of a like nature; to protect the persons of those residing or being within said City; to appoint when necessary or advisable a police force, permanent or temporary, to assist the Chief of Police in the discharge of his duties; to build or purchase, or lease and use as a suitable place of imprisonment, within or near the said City, for the safe keeping or punishment of persons charged with or convicted with violation of ordinances; to erect or authorize or prohibit the erection of gas or water works within the City limits; to prevent injury of such works, or the pollution of any gas or water used or intended to be used by the public or by individuals; to provide for and regulate the weighing or measuring of hay, coal, lumber or other articles sold or kept, or offered for sale within said City, and to establish rates and charges for said weighing or measuring; to regulate the running and speed of engines and cars within the said City; to create by ordinance such committees and boards and delegate such authority thereto as may be deemed necessary or advisable; to provide for the annual assessments of the taxable property therein, including dogs kept in said City and regulate their running at large, and to provide a revenue for the City for municipal purposes, and to appropriate such revenue to its expenses, and generally, to take such measures as may be deemed necessary or advisable to protect the property, public and private, within the City; to preserve and maintain peace, quiet and good order therein, and to preserve and promote the health, safety, comfort and well being of the inhabitants thereof.

Ordinances: How Adopted and Enforced. The Council shall have authority to pass all ordinances (not repugnant to the Constitution and laws of the United States and of this State), which shall be necessary or proper to carry into full effect and power the authority, capacity and jurisdiction which is or shall be granted or vested in the said City, or in the Council, or in any officer or body of officers of said City; to enforce any and all ordinances by reasonable fines and penalties, and by imprisoning the offender or offenders, and upon failure to pay any fine or penalty imposed, by compelling them to labor without compensation on any of the public works or improvements, undertaken or to be undertaken by said City, or to labor at any work which the said City may lawfully employ labor upon, at such a rate per diem as the Council may fix, but not at a less rate than is fixed by said City Council for like labor from other employees of said City, until any fine or fines imposed upon any such offender or offenders by said City, shall have been fully paid and discharged, after deducting charges of support while in the custody of the officers of said City; and all ordinances relating to licenses and the sale of spirituous liquors, malt liquors or wines, and the keeping of or dwelling or loitering in houses of ill fame; and such police regulations as may be ordained for said City, and the right and power to enforce the same shall extend one mile, in the State of West Virginia, beyond the corporate limits of the City; provided, however, that no fine shall be imposed exceeding one hundred dollars ($100.00) and that no person shall be imprisoned or compelled to labor, as aforesaid, more than thirty days for any one offense. And in all cases where a fine is imposed for an amount exceeding ten dollars ($10.00) or a person be imprisoned or compelled to labor as aforesaid, for a term greater than ten days, an appeal may be taken from such decision upon the same terms and conditions, that appeals are taken from the judgment of a justice of this State. Such fines and penalties shall be imposed and recovered and such imprisonment indicted by and under the judgment of the Mayor of the City or in case of his absence or inability to act, by the Clerk of said City, or if he be unable to act, then a member of the Council, to be appointed by the Council for that purpose. The said City Council shall have full power and authority to change and enlarge the corporate limits of said City in manner and form and under the provisions provided by chapter forty-seven, sections forty-eight and forty-nine of the Code of West Virginia, edition of one thousand eight hundred and ninety-nine.

Additional Powers of Council: Water Works. In addition to the powers above enumerared, the said City Council shall have power to improve, amplify and expand the water works of said City, and to contract for an adequate supply of pure, healthful water for said City, and do all things necessary to adequately supply said City with pure, wholesome water; and provide, contract for and construct and adequate sewerage system for said City.

State Licenses: Sole Power in Council to Grant or Refuse. When anything for which a State license is required is to be done within the limits of said City, the Council may decide whether such license may be granted or not, and if granted it shall be assessed and collected the same as if granted by the County court of Tyler county; such license shall be issued in the manner and form provided by Sections ten and eleven of chapter thirty-two, of the Code of West Virginia. And the sole and

exclusive power is vested in the said City Council to grant or refuse State licenses within the limits of said City. When any such license as is hereinbefore mentioned, is granted by said City Council, said City Council may impose a tax thereon for the use of the City in conformity with the State law, and shall also require of the licensee bond payable to said City in its corporate name, with good security; such bond to be approved by said Council, and to be in the same penalty as required by the State law. And said City Council may revoke such license.

Suit on Such Bond. And suits may be prosecuted and maintained on such bond, as prescribed in section twenty-two of chapter thirty-two of the Code of West Virginia, by the same person, in the same manner, and to the same extent as upon the bonds mentioned in said section, and all the provisions of said section in relation to the bonds therein mentioned shall be applicable to the bonds required by this section.

Majority of Councilmen Elected Necessary to Grant License. No license to sell brandy, whiskey, rum, gin, porter, ale, beer, or any other spirituous, vinous, or malt liquor or drink of like nature shall be granted without the affirmative vote of at least a majority of the Councilmen elected in said City, entered of record in each case. No such license shall be granted until after the first election of Councilmen under this Act. (Amended February 8, 1901.)

SECTION 29. MAYOR'S DOCKET.

A book, well bound and indexed, to be denominated the "docket," shall be kept in the office of the Mayor, in which shall be noted each case brought before or tried by him together with the proceedings therein, including a statement of the complaint, the summons, the return, the fact of appearance or non-appearance, the defense, the hearing, the judgment, the costs, and in case the judgment be one of conviction, the action taken to enforce the same. The record of each case shall be signed by the Mayor, and the original papers thereof, if no appeal be taken, shall be kept together and preserved in his office; and the Mayor shall deliver to his successor the docket and all books and papers pertaining to his office.

SECTION 30. ANNUAL ESTIMATE OF CHARGES.

The Council shall cause to be made up annually and spread upon its minute book an accurate estimate of all sums which are or may become lawfully chargeable against the City, and which ought to be paid within one year; and it shall order a levy of so much as will in its judgment be necessary to pay the same. Such levy shall be upon all tithables and upon all real and personal property therein subject to State and county taxes, including a poll tax of not more than one dollar ($1.00) upon each male resident of said corporation over twenty-one years of age; provided that such levy shall not exceed one dollar on each tithable and one dollar ($1.00) on every one hundred dollars ($100.00) of the ascertained value of such property. At least once in each year the Council shall cause to be made up and published in one or more newspapers of the City a statement of the revenue received from the different sources, and of the expenditures upon the different accounts, for the preceding year or portion of the year, as the case may be.

SECTION 31. DUTIES OF ASSESSOR; ASSESSMENT OF PROPERTY.

It shall be the duty of the Assessor to make an assessment of the property within the City subject to taxation, substantially in the manner and form in which assessments are made by the Assessor of the county, and return the same to the Council on or before the First Monday in August in each year, and have all powers conferred by law on county Assessors. He shall list the number of dogs in the City and the names of the persons owning the same, which list shall be returned to the Council (see chapter forty–seven, section forty–one, Code of West Virginia). In order to aid said Council in ascertaining the said property and tithables subject to taxation by said City, the Assessor of said City shall have access to all books and public records of Tyler County without expense to said City or Assessor, and he shall also have the same powers and be subject to the same penalties in ascertaining and assessing the property and subjects of taxation in said City, as are granted and imposed upon the county Assessors throughout the State by general law; and the Council shall also have authority to prescribe by ordinance such other rules and regulations as may be necessary, to enable and to require such Assessor to ascertain and properly assess all property and tithables, liable to be taxed by said City, so that such assessment and taxation shall be uniform, and to enforce such ordinance by reasonable fines and penalties; and the said City Assessor, in making his valuation for assessment shall make the same valuation for both real and personal property as the Assessor for said county for the same assessment year assessed by the County Assessor. (Amended March 4, 1903)

SECTION 32. EXTENSION OF LEVY.

The Council, upon the return of the Assessor shall cause the said Assessor's book to be correctly copied by the clerk into two well bound books to be provided for the purpose, and the taxes extended in each book, one of which shall be delivered to the City Collector and Treasurer, taking his receipt thereof, as well as for the taxes therein contained.

SECTION 33. LIEN ON REAL ESTATE FOR TAXES, FINES, ETC.

There shall be a lien on real estate within said City for the City taxes assessed thereon, and for all fines and penalties assessed to, or imposed upon the owners thereof by the authorities of such City from the time the same are so assessed or imposed which shall have priority over all other liens, except the lien for taxes due the State and county; and which may be enforced by the Council in the same manner provided by law for the enforcement of the lien for county taxes. If any real estate within said City be returned delinquent for the non–payment of taxes due thereon, a copy of such delinquent list may be certified by the Council to the Auditor, and the same may be sold for City taxes, interest and commissions thereon, in the same manner, at the same time and by the same officers, as real estate is sold for State taxes.

SECTION 34. COLLECTION, OF TAXES.

It shall be the duty of the City Collector and Treasurer, when the extended copies are completed, to receive one copy thereof, receipting to the Council for the same and for the taxes therein extended, and it shall be his duty to collect from the parties the entire amount of taxes with which they are therein severally charged, from and after the first Monday in August in each year until the fifteenth day of

October of the year, and he shall in said books write the word "paid" opposite the name of the person so paying, and shall also receipt to such taxpayer for the tax so paid. He shall also receive such other moneys of the City as he is authorized by this chapter to receive, and all moneys ordered paid him by the Council, giving receipts therefor to the parties paying, and shall keep an accurate account of the same; and his books shall at all times be open for inspection to any taxpayer of the City, and he shall produce said books to said Council for inspection at any meeting thereof upon the order of the Council. He shall pay out the moneys in his hands upon the orders of the Council signed by the Mayor and the City Clerk.

He shall on or before the tenth day of January of each year present to the Council a full, complete and detailed statement of all moneys with which he is chargeable or that have been received by him up to the first day of January of that year, and shall at the same time, in like manner, furnish a statement of all disbursements made by him during such previous year, with vouchers evidencing the same. He shall upon the order of the Council at any time, submit a statement of the amount with which he is chargeable and his collections and disbursements. He shall receive all taxes upon licenses, and receipt to the party paying the same by the endorsement upon the permit granted by order of the Council, which permit shall be furnished him by the clerk, and charge himself with the amount so received, and report to the Council at its next regular meeting thereafter the amount so received by him. He shall upon all moneys coming into his hands as such treasurer, and duly paid out or turned over by him upon order of Council, receive as compensation therefor a sum to be fixed by the Council, not exceeding five percent (5%) on the amount collected. He shall, upon the expiration of his term of office, turn over to the Council all moneys, books and other property in his possession belonging to said City; and shall, before entering upon the duties of his office, execute a bond with good security payable to the City of Sistersville, in the penalty of not less than ten thousand dollars ($10,000), conditioned for the faithful performance of the duties of his office, and for the accounting for and paying as required by law all money which may come into his hands by virtue of his office. He shall be chargeable with all City taxes, levies and assessments and money of the City that may come into his hands, and shall account therefor. (Amended March 4, 1903)

SECTION 35. LICENSE; HOW OBTAINED.

The Council shall prescribe by ordinance, the manner in which license of all kinds shall be applied for and granted, and it shall require the payment of the tax thereon before delivery to the person applying therefor.

SECTION 36. GENERAL LAW GOVERNING LICENSES.

The provisions of the twenty-ninth section of chapter thirty-two, of the Code of West Virginia, relating to State licenses shall be deemed applicable to licenses of a similar character to those therein mentioned, when granted by or under the authority of the Council of said City. Licenses for the keeping of dogs shall expire on the thirtieth day of April next after they are granted; and all other licenses may be for such time as the Council may determine.

SECTION 37. EMINENT DOMAIN.

The Council shall have the right to institute proceedings in the name of the City for the condemnation of real estate for streets, alleys, drains, market grounds, city prison or other work or purpose of public utility. Such proceedings shall conform to the provisions of chapter forty-two of the Code of West Virginia, and the expenses thereof shall be borne by the City.

SECTION 38. ACTS REPEALED.

All acts or parts of acts inconsistent with this Act are hereby repealed; but this Act shall not be construed to repeal, change or modify any previous Act, not inconsistent with this Act, authorizing the City of Sistersville to contract debts, or to borrow money, or to take away any of the powers conferred upon said City of Sistersville or upon the Mayor or Council, or any of the officers, conferred by general law, except so far as the same may be inconsistent with the powers hereby conferred.

SECTION 39. VOTING PLACES; HOW ESTABLISHED.

The Council in being, at the time this Act shall take effect, shall appoint and provide places for voting in the several wards in said City, as herein prescribed, for the election herein provided for to be held in said City, and appoint the election officers thereof; and shall pass all proper ordinances and orders to give this Act full force and effect.

SECTION 40. CITY SUCCEEDS TO RIGHTS AND LIABILITIES OF TOWN OF SISTERSVILLE.

The said City shall succeed to all rights, powers and responsibilities, of the Town of Sistersville, and all officers of said Town acting as such at the time this Act takes effect, shall continue until the first Monday of April, one thousand eight hundred and ninety-nine and until their successor, the officers herein mentioned, or elected or appointed, and qualified, to exercise the powers, perform the duties, and receive the compensation heretofore conferred, prescribed and allowed by former charter, by general law, or by the ordinance of said Town. Such ordinances in force at the time referred to shall continue to have full operation and effect, as ordinances of the City of Sistersville, until amended, repealed or superseded by the Council of said City.

THE CITY OF SISTERSVILLE

200 DIAMOND STREET
SISTERSVILLE, WEST VIRGINIA 26175-1349

MAYOR"S OATH OF OFFICE

STATE OF WEST VIRGINIA, COUNTY OF TYLER, to-wit:

William H. Rice, who, at an election held therein on the fourth Thursday of March, 2002, was chosen as mayor of the City of Sistersville, a West Virginia municipal corporation, for the term of two years from the second Monday in April, 2002, and until his successor should be elected and qualify, being duly sworn, makes oath that he will support the Constitution of the United States and the Constitution of West Virginia, and that he will faithfully, truly and impartially discharge the duties of his said office to the best of his skill, judgment and ability, so long as he shall continue therein.

Subscribed and sworn to before me this 8th day of April 2002.

Sarah Darlene Light
Sarah Darlene Light
Clerk-Treasurer

Filed in my office April 8 ,2002 .

City Clerk of said City of Sistersville

COPY

THE CITY OF SISTERSVILLE

200 DIAMOND STREET
SISTERSVILLE, WEST VIRGINIA 26175-1349

COUNCILMAN"S OATH OF OFFICE

STATE OF WEST VIRGINIA, COUNTY OF TYLER, to-wit:

Henry D. Bell, who, at an election held therein on the fourth Thursday of March, 2002, was chosen as councilman of the City of Sistersville, a West Virginia municipal corporation, for the term of four years from the second Monday in April, 2002, and until his successor should be elected and qualify, being duly sworn, makes oath that he will support the Constitution of the United States and the Constitution of West Virginia, and that he will faithfully, truly and impartially discharge the duties of his said office to the best of his skill, judgment and ability, so long as he shall continue therein.

Henry Bell

Subscribed and sworn to before me this 8th day of April 2002.

Sarah D. Light
Sarah Darlene Light
Clerk-Treasurer

Filed in my office April 8, 2002.

City Clerk of said City of Sistersville

COPY

THE CITY OF SISTERSVILLE

200 DIAMOND STREET
SISTERSVILLE, WEST VIRGINIA 26175-1349

COUNCILMAN'S OATH OF OFFICE

STATE OF WEST VIRGINIA, COUNTY OF TYLER, to-wit:

Dana Johnson, who, at an election held therein on March 23, 2000, was chosen as councilman of the City of Sistersville, a West Virginia municipal corporation, for the term of four years from the second Monday in April 2000, and until his successor should be elected and qualify, being duly sworn, makes oath that he will support the Constitution of the United States and the Constitution of West Virginia, and that he will faithfully, truly and impartially discharge the duties of his office to the best of his skill, judgment and ability, so long as he shall continue therein.

Dana Johnson

Subscribed and sworn to before me this 10th day of April 2000.

Patricia Soliday
Clerk-Treasurer

Filed in my office on April 10, 2000.

City Clerk of said City of Sistersville

*The original oath-of-office form that was signed by the above named councilman has been lost. The information on this form is from the approved minutes of the City of Sistersville and, to the best of my knowledge, is correct. The Councilman signed this document in my presence on November 13, 2003.

Diana L. Mace

Diana L. Mace
Clerk-Treasurer

THE CITY OF SISTERSVILLE

200 DIAMOND STREET
SISTERSVILLE, WEST VIRGINIA 26175-1349

COUNCILMAN"S OATH OF OFFICE

STATE OF WEST VIRGINIA, COUNTY OF TYLER, to-wit:

Charles K. Heinlein, who, at an election held therein on the fourth Thursday of March, 2002, was chosen as councilman of the City of Sistersville, a West Virginia municipal corporation, for the term of four years from the second Monday in April, 2002, and until his successor should be elected and qualify, being duly sworn, makes oath that he will support the Constitution of the United States and the Constitution of West Virginia, and that he will faithfully, truly and impartially discharge the duties of his said office to the best of his skill, judgment and ability, so long as he shall continue therein.

Charles K Heinlein

Subscribed and sworn to before me this 8th day of April 2002.

Sarah D. Light
Sarah Darlene Light
Clerk-Treasurer

Filed in my office April 8, 2002.

City Clerk of said City of Sistersville

COPY

COUNCILMAN'S OATH OF OFFICE

STATE OF WEST VIRGINIA, COUNTY OF TYLER, to-wit:

Joe Jones, who, is appointed by common council resolution to serve the unexpired term of Kenneth Stead and until his successor should be elected and qualify, being duly sworn, makes oath that he will support the Constitution of the United States and the Constitution of West Virginia, and that he will faithfully, truly and impartially discharge the duties of his office to the best of his skill, judgment and ability, so long as he shall continue therein.

Subscribed and sworn to before me this 9th day of June 2003.

William H. Rice, Mayor
City of Sistersville

Filed in my office on the 10th day of June, 2003

Diana L. Mace, Clerk-Treasurer
City of Sistersville

COPY

THE CITY OF SISTERSVILLE

200 DIAMOND STREET
SISTERSVILLE, WEST VIRGINIA 26175-1349

COUNCILMAN"S OATH OF OFFICE

STATE OF WEST VIRGINIA, COUNTY OF TYLER, to-wit:

Russell R. Weekley, who, at an election held therein on the fourth Thursday of March, 2002, was chosen as councilman of the City of Sistersville, a West Virginia municipal corporation, for the term of four years from the second Monday in April, 2002, and until his successor should be elected and qualify, being duly sworn, makes oath that he will support the Constitution of the United States and the Constitution of West Virginia, and that he will faithfully, truly and impartially discharge the duties of his said office to the best of his skill, judgment and ability, so long as he shall continue therein.

Subscribed and sworn to before me this 8th day of April 2002.

Sarah D. Light
Sarah Darlene Light
Clerk-Treasurer

Filed in my office April 8, 2002.

City Clerk of said City of Sistersville

COPY

THE CITY OF SISTERSVILLE

200 DIAMOND STREET
SISTERSVILLE, WEST VIRGINIA 26175-1349

COUNCILMAN'S OATH OF OFFICE

STATE OF WEST VIRGINIA, COUNTY OF TYLER, to-wit:

Douglas Williams, who, at an election held therein on March 23, 2000, was chosen as councilman of the City of Sistersville, a West Virginia municipal corporation, for the term of four years from the second Monday in April 2000, and until his successor should be elected and qualify, being duly sworn, makes oath that he will support the Constitution of the United States and the Constitution of West Virginia, and that he will faithfully, truly and impartially discharge the duties of his office to the best of his skill, judgment and ability, so long as he shall continue therein.

Subscribed and sworn to before me this 10th day of April 2000.

Patricia Soliday
Clerk-Treasurer

Filed in my office on April 10, 2000.

City Clerk of said City of Sistersville

*The original oath-of-office form that was signed by the above named councilman has been lost. The information on this form is from the approved minutes of the City of Sistersville and, to the best of my knowledge, is correct. The Councilman signed this document in my presence on November 13, 2003.

Diana L. Mace
Clerk-Treasurer

THE CITY OF SISTERSVILLE

200 DIAMOND STREET
SISTERSVILLE, WEST VIRGINIA 26175-1349

COUNCILMAN"S OATH OF OFFICE

STATE OF WEST VIRGINIA, COUNTY OF TYLER, to-wit:

James Michael Grimm, who, at an election held therein on the fourth Thursday of March, 2002, was chosen as councilman of the City of Sistersville, a West Virginia municipal corporation, for the term of four years from the second Monday in April, 2002, and until his successor should be elected and qualify, being duly sworn, makes oath that he will support the Constitution of the United States and the Constitution of West Virginia, and that he will faithfully, truly and impartially discharge the duties of his said office to the best of his skill, judgment and ability, so long as he shall continue therein.

Subscribed and sworn to before me this 8th day of April 2002.

Sarah D. Light
Sarah Darlene Light
Clerk-Treasurer

Filed in my office April 8, 2002.

City Clerk of said City of Sistersville

COPY

THE CITY OF SISTERSVILLE

200 DIAMOND STREET
SISTERSVILLE, WEST VIRGINIA 26175-1349

COUNCILMAN'S OATH OF OFFICE

STATE OF WEST VIRGINIA, COUNTY OF TYLER, to-wit:

JACK BOWEN who is appointed by common council resolution to serve and until his successor should be elected and qualify, being duly sworn, makes oath that he will support the Constitution of the United States and the Constitution of West Virginia, and that he will faithfully, truly and impartially discharge the duties of his office to the best of his skill, judgement and ability, so long as he shall continue therein.

Jack Bowen

Subscribed and sworn to before me this 10TH. day of June 2002.

William H. Rice, Mayor
of the City of Sistersville

Filed in my office June 10 2002.

Sarah D. Light
Sarah D. Light, City Clerk
of the City of Sistersville

COPY

CITY OF SISTERSVILLE

RESOLUTION ON OPEN GOVERNMENTAL PROCEEDINGS RULES

Pursuant to Chapter 6, Article 9A, Section 3 of the West Virginia Code, the Council of the City of Sistersville does hereby adopt the following rules to make available, in advance, the date, time, place and agenda of all regularly scheduled meetings of the Council, and the date, time, place and purpose of all special meetings of the Council to the public and news media (except in the case of an emergency requiring immediate action) as follows:

1. Regular Meetings. A notice shall be posted and maintained by the Recorder at the front door or bulletin board of the City Hall 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 Recorder not less than 72 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.

2. Special Meetings. A notice shall be posted by the City Clerk at the front door or bulletin board of the City Hall not less than 72 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.

These rules regarding notice of meetings shall replace any and all previous rules heretofore adopted by Council.

Adopted this 13th day of November, 2003.

Mayor

ATTEST:

Recorder

CERTIFICATION

I, Diane Mace, duly appointed Recorder of the City of Sistersville, do hereby certify that the foregoing is a true and accurate copy of a Resolution adopted by the City Council of the City of Sistersville at a regular meeting of City Council held November 13, 2003, pursuant to proper notice, at which meeting a quorum was present and acting throughout.

Dated this 21st day of November, 2003.

[SEAL]

Recorder

11/19/03
827720.00002

CITY OF SISTERSVILLE

AN ORDINANCE ESTABLISHING AND FIXING RATES, DELAYED PAYMENT PENALTIES, CONNECTION CHARGES, RECONNECTION CHARGES AND OTHER CHARGES FOR SERVICE TO CUSTOMERS OF THE WATERWORKS SYSTEM AND SEWERAGE SYSTEM OF THE CITY OF SISTERSVILLE

THE CITY COUNCIL OF THE CITY OF SISTERSVILLE HEREBY ORDAINS: The following schedule of rates, delayed payment penalties, connection charges, reconnection charges and other charges are hereby fixed and determined as the rates, delayed payment penalties, connection charges, reconnection charges and other charges to be charged to customers of the waterworks system and sewerage system of the City of Sistersville throughout the territory served.

SECTION 1. SCHEDULE OF WATER RATES

APPLICABILITY

Water rates applicable within and outside the corporate limits of Sistersville, Tyler County.

AVAILABILITY OF SERVICE

Available for residential, commercial, industrial and sales for resale water service.

RATES (Based upon metered amount of water supplied)

PHASE I

First	2,000 gallons used per month	**$9.25** per 1,000 gallons
All Over	2,000 gallons used per month	**$5.65** per 1,000 gallons

PHASE II

First	2,000 gallons used per month	**$9.60** per 1,000 gallons
All Over	2,000 gallons used per month	**$5.90** per 1,000 gallons

PHASE III

First	2,000 gallons used per month	**$10.00** per 1,000 gallons
All Over	2,000 gallons used per month	**$ 6.15** per 1,000 gallons

COPY

PHASE IV

First	2,000 gallons used per month	**$10.40** per 1,000 gallons
All Over	2,000 gallons used per month	**$ 6.40** per 1,000 gallons

PHASE V

First	2,000 gallons used per month	**$10.85** per 1,000 gallons
All Over	2,000 gallons used per month	**$ 6.65** per 1,000 gallons

MINIMUM BILL

PHASE I

No bill will be rendered for less than the following amounts, to wit;

3/4	Inch Meter or smaller	**$ 18.50** per month
1	Inch Meter	**$ 46.25** per month
1 ½	Inch Meter	**$ 92.50** per month
2	Inch Meter	**$ 148.00** per month
3	Inch Meter	**$ 277.50** per month
4	Inch Meter	**$ 462.50** per month
6	Inch Meter	**$ 925.00** per month

PHASE II

No bill will be rendered for less than the following amounts, to wit:

3/4	Inch Meter or smaller	**$ 19.20** per month
1	Inch Meter	**$ 48.00** per month
1 ½	Inch Meter	**$ 96.00** per month
2	Inch Meter	**$ 153.60** per month
3	Inch Meter	**$ 288.00** per month
4	Inch Meter	**$ 480.00** per month
6	Inch Meter	**$ 960.00** per month

PHASE III

No bill will be rendered for less than the following amounts, to wit:

3/4	Inch Meter or smaller	**$ 20.00** per month
1	Inch Meter	**$ 50.00** per month
1 ½	Inch Meter	**$ 100.00** per month
2	Inch Meter	**$ 160.00** per month
3	Inch Meter	**$ 300.00** per month
4	Inch Meter	**$ 500.00** per month
6	Inch Meter	**$1,000.00** per month

PHASE IV

No bill will be rendered for less than the following amounts, to wit:

3/4	Inch Meter or smaller	$ 20.80	per month
1	Inch Meter	$ 52.00	per month
1 ½	Inch Meter	$ 104.00	per month
2	Inch Meter	$ 166.40	per month
3	Inch Meter	$ 312.00	per month
4	Inch Meter	$ 520.00	per month
6	Inch Meter	$1,040.00	per month

PHASE V

No bill will be rendered for less than the following amounts, to wit:

3/4	Inch Meter or smaller	$ 21.70	per month
1	Inch Meter	$ 54.25	per month
1 ½	Inch Meter	$ 108.50	per month
2	Inch Meter	$ 173.60	per month
3	Inch Meter	$ 325.50	per month
4	Inch Meter	$ 542.50	per month
6	Inch Meter	$1,085.00	per month

UNMETERED RATE

PHASE I

When the customer has service that is unmetered or otherwise unmeasurable by the City, the unmetered rate charge shall be **$32.63** per month.

PHASE II

When the customer has service that is unmetered or otherwise unmeasurable by the City, the unmetered rate charge shall be **$33.95** per month.

PHASE III

When the customer has service that is unmetered or otherwise unmeasurable by the City, the unmetered rate charge shall be **$35.38** per month.

PHASE IV

When the customer has service that is unmetered or otherwise unmeasurable by the City, the unmetered rate charge shall be **$36.80** per month.

PHASE V

When the customer has service that is unmetered or otherwise unmeasurable by the City, the unmetered rate charge shall be **$38.33** per month.

RESALE RATE

For sales for resale service to Friendly Public Service District the charge shall be that rate identified in the Water Purchase Agreement between the City and Friendly PSD.

DELAYED PAYMENT PENALTY

The above schedule is net. On all current usage billings not paid in full within twenty (20) days of the billing date, a ten percent (10%) penalty may be added to the net amount shown. This delayed payment penalty is not interest and is only to be collected once for each bill where it is appropriate.

WATER CONNECTION CHARGE (TAP FEE)

The charge for making each service connection shall be $250.00

WATER DISCONNECT-RECONNECT-ADMINISTRATIVE FEES

Whenever water service has been disconnected for non-payment of water bills, a disconnection fee of **$20.00** shall be charged; or in the event the delinquent water bill is collected by the City in the field, an administrative fee of **$20.00** shall be charged. A **$20.00** reconnection fee will be assessed for each occurrence where water service to sewer customers is restored, after water service has been terminated for non-payment of water bills.

RETURNED CHECK CHARGE

If a check received is returned by the bank for any reason, the bank's charge to the City shall be the City's charge to the customer for such returned check and under no circumstances shall the fee collected by the City exceed **$20.00**.

LEAK ADJUSTMENT INCREMENT

To be used when the bill reflects unusual consumption which can be attributed to eligible leakage on customer's side of the meter. This rate is used to calculate consumption above the customer's historical average usage:

PHASE I

$2.83 per 1,000 gallons

PHASE II

$2.95 per 1,000 gallons

PHASE III

$3.08 per 1,000 gallons

PHASE IV

$3.20 per 1,000 gallons

PHASE V

$3.33 per 1,000 gallons

SECTION 2. SCHEDULE OF SEWER RATES

SCHEDULE I

APPLICABILITY

Applicable in entire territory served.

AVAILABILITY OF SERVICE

Available for domestic, commercial, industrial (except unusual industrial waste) and resale sewer service.

RATES

PHASE I

Commodity Charges - Each customer shall pay commodity charges of

First	2,000 gallons per month	**$9.20** per 1,000 gallons
All over	2,000 gallons per month	**$4.50** per 1,000 gallons

PHASE II

Commodity Charges - Each customer shall pay commodity charges of

First	2,000 gallons per month	**$9.60** per 1,000 gallons
All over	2,000 gallons per month	**$4.70** per 1,000 gallons

PHASE III

Commodity Charges - Each customer shall pay commodity charges of

First	2,000 gallons per month	**$10.00** per 1,000 gallons
All over	2,000 gallons per month	**$ 4.90** per 1,000 gallons

PHASE IV

Commodity Charges - Each customer shall pay commodity charges of

First	2,000 gallons per month	**$10.40** per 1,000 gallons
All over	2,000 gallons per month	**$ 5.10** per 1,000 gallons

PHASE V

Commodity Charges - Each customer shall pay commodity charges of

First	2,000 gallons per month	**$10.85** per 1,000 gallons
All over	2,000 gallons per month	**$ 5.30** per 1,000 gallons

MINIMUM BILL

PHASE I

Each customer shall pay a minimum charge of **$18.40** per month.

PHASE II

Each customer shall pay a minimum charge of **$19.20** per month.

PHASE III

Each customer shall pay a minimum charge of **$20.00** per month.

PHASE IV

Each customer shall pay a minimum charge of **$20.80** per month.

PHASE V

Each customer shall pay a minimum charge of **$21.70** per month.

UNMETERED RATE

PHASE I

A flat fee of **$29.65**, based on 4,500 gallons of water usage per month, will be charged for all unmetered water customers.

PHASE II

A flat fee of **$30.95**, based on 4,500 gallons of water usage per month, will be charged for all unmetered water customers.

PHASE III

A flat fee of **$32.25**, based on 4,500 gallons of water usage per month, will be charged for all unmetered water customers.

PHASE IV

A flat fee of **$33.55**, based on 4,500 gallons of water usage per month, will be charged for all unmetered water customers.

PHASE V

A flat fee of **$34.96**, based on 4,500 gallons of water usage per month, will be charged for all unmetered water customers.

SERVICE CONNECTION CHARGE

$300.00

DELAYED PAYMENT PENALTY

The above tariff is net. On all current usage billings not paid within twenty (20) days, ten percent (10%) will be added to the net current amount unpaid. This delayed payment penalty is not interest and is to be collected only once for each bill where it is appropriate.

WATER DISCONNECT-RECONNECT-ADMINISTRATIVE FEES

Whenever water service has been disconnected for non-payment of sewer bills, a disconnection fee of **$20.00** shall be charged; or in the event the delinquent sewer bill is collected by the City in the field, an administrative fee of **$20.00** shall be charged. A **$20.00** reconnection fee will be assessed for each occurrence where water service to sewer customers is restored, after water service has been terminated for non-payment of sewer bills.

RETURNED CHECK CHARGE

If a check received is returned by the bank for any reason, the bank's charge to the City shall be the City's charge to the customer for such returned check and under no circumstances shall the fee collected by the City exceed **$20.00**.

LEAK ADJUSTMENT INCREMENT

To be used when the bill reflects unusual consumption which can be attributed to eligible leakage on customer's side of the meter. This rate is used to calculate consumption above the customer's historical average usage:

PHASE I

$2.25 per 1,000 gallons

PHASE II

$2.35 per 1,000 gallons

PHASE III

$2.45 per 1,000 gallons

PHASE IV

$2.55 per 1,000 gallons

PHASE V

$2.65 per 1,000 gallons

SCHEDULE II

SURCHARGE FORMULA TO BE APPLIED IN CASES WHERE SURFACE DRAINAGE IS CONNECTED TO THE CITY'S SANITARY SEWER SYSTEM

Where the City has discovered that a customer's roof drain, down spouts, storm sewer or other similar facilities conducting surface water have been connected to the City's sewer system, and such customer has failed to take appropriate action, within thirty (30) days of receipt of a demand by the City in accordance with the Rules and Regulations of the Public Service Commission, to eliminate such connection, a surcharge will be imposed upon the customer calculated on the basis of the following formula:

$$S = A \times R \times .0006233 \times C$$

S	-	The surcharge in dollars
A	-	The area under roof and/or the area of any other water collection surface connected to the sanitary sewer, in square feet
R	-	The measured monthly rainfall, in inches
.0006233	-	A conversion factor to change inches of rain x square feet of surface to thousands of gallons of water
C	-	The City's approved rate per thousand gallons of metered water usage

The City shall not impose the surcharge unless and until the customer has been notified by certified mail, return receipt requested, or by hand delivery, that it has been established by smoke testing, dye testing, or on-site inspection that rain or other surface water is being introduced into the sanitary sewer system at the customer's location, and that the customer has not acted within thirty (30) days from receipt of such notice to divert the water from the sanitary sewer system.

Said surcharge shall be calculated and imposed for each month that said condition continues to exist. Failure to pay the surcharge and/or correct the situation shall give rise to the possible termination of water service in accordance with the Rules and Regulations of the Public Service Commission of West Virginia.

SCHEDULE III

SURCHARGE FORMULA TO BE APPLIED IN THE CASE OF USERS PRODUCING UNUSUAL WASTE

The charge for the treatment of unusual waste will be calculated on the basis of the following formula:

$$Ci = VoVi + BoBi + SoSi$$

Ci = charge to unusual users per year

Vo = average unit cost of transport and treatment chargeable to volume, in dollars per gallon

Vi = volume of waste water from unusual users, in gallons per year

Bo = average unit cost of treatment, chargeable to Biochemical Oxygen Demand (BOD) in dollars per year

Bi = weight of BOD from unusual users, in pounds per year

So = average unit costs of treatment (including sludge treatment chargeable to total solids, in dollars per pound

Si = weight of total solids from unusual users, in pounds per year

When an unusual user is to be served, a preliminary study of its wastes, and the cost of transport and treatment thereof, will be made. Waste containing material which, in judgement of the City, should not be introduced into the sewer system need not be handled by it. The results of this preliminary study will be used to determine the feasibility of the proposed sewer service and the charge thereof, based upon the formula set out above.

Thereafter, unusual sewage will be monitored on a regular basis and at the conclusion of each fiscal year, based on the investigation aforesaid and audit of the City records, new cost figures will be calculated for use in the above formula. The cost of establishing the monitoring facilities shall be paid by the unusual user. Based on these audited figures, additional billings covering the past fiscal year will be made for payment by each unusual user, or refund given by the City, as the case may be. Such audited figures will then be used for the preliminary billing for the next fiscal year, at the end of which an adjustment will be made as aforesaid.

Comment - Not part of the rate schedule:
This schedule is included on an if-and-when basis.

SCHEDULE IV

APPLICABLE INSIDE AND OUTSIDE OF THE CORPORATE LIMITS OF CITY OF SISTERSVILLE

Where the amount of sanitary sewage discharged into the City wastewater collection and/or transmission and/or treatment system by certain industrial plant or plants cannot be accurately determined by the use of the plant's water meter or meters, and said plant cannot install a flow meter to measure such waste, a special formula will be used whereby such plant or plants will pay to the City a sewer charge calculated at fifty (50) gallons of water per each employee at the plant each working day.

Comment - This explanation is not part of the rate schedule:
This schedule is included on an if-and-when basis.

SCHEDULE V

APPLICABILITY

Applicable in entire territory served.

AVAILABILITY OF SERVICE

Available for wastewater and leachate haulers.

RATES

PHASE I

Commodity Charge - Each hauler shall pay a commodity charge of **$18.40** per 1,000 gallons per load. Load will be the actual capacity of the truck or other transport method delivering wastewater and leachate. Load will be verified or determined by the City.

PHASE II

Commodity Charge - Each hauler shall pay a commodity charge of **$19.20** per 1,000 gallons per load. Load will be the actual capacity of the truck or other transport method delivering wastewater and leachate. Load will be verified or determined by the City.

PHASE III

Commodity Charge - Each hauler shall pay a commodity charge of **$20.00** per 1,000 gallons per load. Load will be the actual capacity of the truck or other transport method delivering wastewater and leachate. Load will be verified or determined by the City.

PHASE IV

Commodity Charge - Each hauler shall pay a commodity charge of **$20.80** per 1,000 gallons per load. Load will be the actual capacity of the truck or other transport method delivering wastewater and leachate. Load will be verified or determined by the City.

PHASE V

Commodity Charge - Each hauler shall pay a commodity charge of **$21.70** per 1,000 gallons per load. Load will be the actual capacity of the truck or other transport method delivering wastewater and leachate. Load will be verified or determined by the City.

DELAYED PAYMENT PENALTY

The above tariff is net. On all current usage billings not paid within twenty (20) days, ten percent (**10%**) will be added to the net current amount unpaid. This delayed payment penalty is not interest and is to be collected only once for each bill where it is appropriate.

RETURNED CHECK CHARGE

If a check received is returned by the bank for any reason, the bank's charge to the City shall be the City's charge to the customer for such returned check and under no circumstances shall the fee collected by the City exceed **$20.00**.

SECTION 3. EFFECTIVE DATE

The rates, delayed payment penalties, connection charges, reconnection charges and other charges provided herein shall be effective on:

PHASE I

45 days after the enactment hereof, unless otherwise ordered by the Public Service Commission of West Virginia.

PHASE II

On and after June 1, 2003.

PHASE III

On and after June 1, 2004.

PHASE IV

. On and after June 1, 2005.

PHASE V

On and after June 1, 2006.

SECTION 4. SEPARABILITY; REPEAL OF CONFLICTING ORDINANCES, ETC.

The provisions of this Ordinance are separable, and if any clause, provision or section hereof be held void or unenforceable by any court of competent jurisdiction, such holding shall not affect the remainder of this Ordinance. All ordinances, resolutions, orders or parts thereof in conflict with the provisions of this Ordinance are, to the extent of such conflicts, hereby repealed; and to the extent that the provisions of this Ordinance do not touch upon the provisions of prior ordinances, resolutions, orders or parts thereof, the same shall remain in full force and effect.

SECTION 5. STATUTORY NOTICE AND PUBLIC HEARING

Upon introduction hereof, the City Clerk shall publish a copy of this Ordinance once a week for 2 successive weeks within a period of 14 consecutive days, with at least 6 full days intervening between each publication, in the Tyler Star News, a qualified newspaper published and of general circulation in the City of Sistersville, and said notice shall state that this Ordinance has been introduced, and that any person interested may appear before Council at the City Hall, Sistersville, West Virginia, on the 20th day of November, 2002, at 7:00 p.m., which date is not less than 10 days subsequent to the date of the first publication of the Ordinance and notice, and present protests. 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: October 28, 2002

Passed on Second Reading Following Public Hearing: November 20, 2002

Mayor

CH558307.2

Public Service Commission
of W. VA. Tariff Section

2003 JAN 10 AM 8:54

Special Studies Section

P.S.C. W. Va. No. 10
Canceling P.S.C. W. Va. No. 9

CITY OF SISTERSVILLE, a municipal corporation

OF

SISTERSVILLE, WEST VIRGINIA

RATES, RULES AND REGULATIONS FOR FURNISHING

WATER

at Sistersville and vicinity, Tyler County, West Virginia

Filed with **THE PUBLIC SERVICE COMMISSION**
of
WEST VIRGINIA

Issued January 6, 2003

Effective for service rendered on and after January 4, 2003
or as otherwise provided herein

Adopted by City Council

Issued by CITY OF SISTERSVILLE, a municipal corporation

By _____

COPY

_____
Title

RULES AND REGULATIONS

I. Rules and Regulations for the Government of Water Utilities, adopted by the Public Service Commission of West Virginia, and now in effect, and all amendments thereto and modifications thereof hereafter made by said Commission.

APPLICABILITY

Water rates applicable within and outside the corporate limits of Sistersville, Tyler County.

AVAILABILITY OF SERVICE

Available for residential, commercial, industrial and sales for resale water service

(I) RATES (Based upon metered amount of water supplied)

PHASE I (effective January 4, 2003 – May 31, 2003)

First	2,000 gallons used per month	$9.25 per 1,000 gallons
Over	2,000 gallons used per month	$5.65 per 1,000 gallons

PHASE II (effective June 1, 2003 – May 31, 2004)

First	2,000 gallons used per month	$9.60 per 1,000 gallons
Over	2,000 gallons used per month	$5.90 per 1,000 gallons

PHASE III (effective June 1, 2004 – May 31, 2005)

First	2,000 gallons used per month	$10.00 per 1,000 gallons
Over	2,000 gallons used per month	$ 6.15 per 1,000 gallons

PHASE IV (effective June 1, 2005 – May 31, 2006)

First	2,000 gallons used per month	$10.40 per 1,000 gallons
Over	2,000 gallons used per month	$ 6.40 per 1,000 gallons

PHASE V (effective June 1, 2006)

First	2,000 gallons used per month	$10.85 per 1,000 gallons
Over	2,000 gallons used per month	$ 6.65 per 1,000 gallons

(I) Indicates increase

(I) MINIMUM BILL

No bill will be rendered for less than the following amounts, to wit:

PHASE I (effective January 4, 2003 – May 31, 2003)

3/4 Inch meter or smaller	$ 18.50 per month
1 Inch meter	$ 46.25 per month
1 1/2 Inch meter	$ 92.50 per month
2 Inch meter	$148.00 per month
3 Inch meter	$277.50 per month
4 Inch meter	$462.50 per month
6 Inch meter	$925.00 per month

PHASE II (effective June 1, 2003 – May 31, 2004)

3/4 Inch meter or smaller	$ 19.20 per month
1 Inch meter	$ 48.00 per month
1 1/2 Inch meter	$ 96.00 per month
2 Inch meter	$153.60 per month
3 Inch meter	$288.00 per month
4 Inch meter	$480.00 per month
6 Inch meter	$960.00 per month

PHASE III (effective June 1, 2004 – May 31, 2005)

3/4 Inch meter or smaller	$ 20.00 per month
1 Inch meter	$ 50.00 per month
1 1/2 Inch meter	$ 100.00 per month
2 Inch meter	$ 160.00 per month
3 Inch meter	$ 300.00 per month
4 Inch meter	$ 500.00 per month
6 Inch meter	$1,000.00 per month

PHASE IV (effective June 1, 2005 – May 31, 2006)

3/4 Inch meter or smaller	$ 20.80 per month
1 Inch meter	$ 52.00 per month
1 1/2 Inch meter	$ 104.00 per month
2 Inch meter	$ 166.40 per month
3 Inch meter	$ 312.00 per month
4 Inch meter	$ 520.00 per month
6 Inch meter	$1,040.00 per month

(I) Indicates increase

PHASE V (effective June 1, 2006)

3/4 Inch meter or smaller	$ 21.70 per month
1 Inch meter	$ 54.25 per month
1 1/2 Inch meter	$ 108.50 per month
2 Inch meter	$ 173.60 per month
3 Inch meter	$ 325.50 per month
4 Inch meter	$ 542.50 per month
6 Inch meter	$1,085.00 per month

(I) UNMETERED RATE

PHASE I (effective January 4, 2003 – May 31, 2003)

When the customer has service that is unmetered or otherwise unmeasurable by the City, the unmetered rate charge shall be $32.63 per month.

PHASE II (effective June 1, 2003 – May 31, 2004)

When the customer has service that is unmetered or otherwise unmeasurable by the City, the unmetered rate charge shall be $33.95 per month.

PHASE III (effective June 1, 2004 – May 31, 2005)

When the customer has service that is unmetered or otherwise unmeasurable by the City, the unmetered rate charge shall be $35.38 per month.

PHASE IV (effective June 1, 2005 – May 31, 2006)

When the customer has service that is unmetered or otherwise unmeasurable by the City, the unmetered rate charge shall be $36.80 per month.

PHASE V (effective June 1, 2006)

When the customer has service that is unmetered or otherwise unmeasurable by the City, the unmetered rate charge shall be $38.33 per month.

(C) RESALE RATE

For sales for resale service to Friendly Public Service District the charge shall be that rate identified in the Water Purchase Agreement between the City and Friendly PSD.

(I) Indicates increase
(C) Indicates change in text

DELAYED PAYMENT PENALTY

The above schedule is net. On all current usage billings not paid in full within twenty (20) days of the billing date, a ten percent (10 %) penalty may be added to the net amount shown. This delayed payment penalty is not interest and is only to be collected once for each bill where it is appropriate.

WATER CONNECTION CHARGE (TAP FEE)

The charge for making each service connection shall be $250.00.

(C,I) WATER DISCONNECT-RECONNECT-ADMINISTRATIVE FEES

Whenever water service has been disconnected for non-payment of water bills, a disconnection fee of $20.00 shall be charged; or in the event the delinquent water bill is collected by the city in the field, an administrative fee of $20.00 shall be charged. A $20.00 reconnection fee will be assessed for each occurrence where water service to sewer customers is restored, after water service has been terminated for nonpayment of water bills.

(C) RETURNED CHECK CHARGE

If a check received is returned by the bank for any reason, the bank's charge to the City shall be the City's charge to the customer for such returned check, and under no circumstances shall the fee collected by the City exceed $20.00.

(C) Indicates change in text
(I) Indicates increase

(C,I) LEAK ADJUSTMENT INCREMENT

To be used when the bill reflects unusual consumption which can be attributed to eligible leakage on the customer's side of the meter. This rate is used to calculate consumption above the customer's historical average usage.

PHASE I (effective January 4, 2003 – May 31, 2003
$2.83 per 1,000 gallons

PHASE II (effective June 1, 2003 – May 31, 2004
$2.95 per 1,000 gallons

PHASE III (effective June 1, 2004 – May 31, 2005
$3.08 per 1,000 gallons

PHASE IV (effective June 1, 2005 – May 31, 2006
$3.20 per 1,000 gallons

PHASE V (effective June 1, 2006)
$3.33 per 1,000 gallons

(C) Indicates change in text
(I) Indicates increase

October 28, 2002
Sistersville, WV

A special meeting of the common council of the city of Sistersville was held on Monday, October 28, 2002 at 7:00 p.m. in the council chambers of city hall.

Purpose of the meeting was as follows:

1. Approve minutes of 10/15/02 council meeting
2. Discuss refinancing water loans
3. To conduct the first reading of a proposed Water & Sewer Rate Ordinance establishing and fixing water and sewer rates, connection charges, delayed payment penalties and other charges for service to customers of the water and sewerage system of the City of Sistersville and take appropriate actions therein.
4. To take any and all other actions in connection with the foregoing.

Mayor William H. Rice presided with the following councilmen in attendance: Chuck Heinlein, Doug Williams, Kenny Stead, Russell Weekley, Jack Bowen, Henry Bell and Dana Johnson. Also in attendance were Diana Mace, Clerk-Recorder; Ryan Morgan, City Attorney; Michael Griffith; Gene Patterson, Street Commissioner; Allan Maxwell; and Amy Westfall, Tyler Star News.

Motion to approve the minutes from 10/15 was made by Councilman Heinlein. Seconded by Councilman Stead, the motion was unanimously approved.

The first reading was held of the Ordinance authorizing the issuance of not more than $1,200,000.00 in aggregate principal amount of the city of Sistersville water refunding revenue bonds, Series 2002A, for the purpose of defeasing certain outstanding obligations of the city of Sistersville secured by the waterworks system; authorizing funding a reserve account for the refunding bonds and paying costs in connection therewith; providing for the rights and remedies of and security for the holders of such bonds; and adopting other provisions thereto. A motion to approve the first reading was made by Councilman Williams. Seconded by Councilman Bell, the motion unanimously carried.

The first reading of the an Ordinance establishing and fixing rates, delayed payment penalties, connecting charges, reconnection charges and other charges for service to customers of the waterworks system and sewerage system of the city of Sistersville was read. Motion was made by Councilman Stead to approve the first reading with the following changes to be made: water and sewer rates will be 25% each with an additional 4% added over the next four years. Seconded by Councilman Heinlein, the motion unanimously carried.

Motion to adjourn was made by Councilman Williams, seconded by Councilman Weekley and unanimously approved.

William H. Rice, Mayor

Diana L. Mace, Clerk-Treasurer

Sistersville, West Virginia
November 20, 2002

A special meeting of the common council of the city of Sistersville was held on Wednesday, November 20, 2002 at 7:00 p.m. in the council chambers of city hall.

Purpose of the meeting was as follows:

1. To conduct the public hearing on, and second reading of, a proposed Water and Sewer Rate Ordinance establishing and fixing water and sewer rates, connection charges, delayed payment penalties and other charges for service to customers of the water and sewerage system of the City of Sistersville and take appropriate actions therof.
2. To take any and all other actions in connection with the foregoing.
3. Insurance on pump house

Mayor Rice presided with the following councilman in attendance: Doug Williams, Charles Heinlein, Jack Bowen, Kenneth Stead, Michael Grimm, and Russell Weekley. Also in attendance were Diana Mace, Clerk-Treasurer; Gene Patterson, Street Commissioner; Ryan Morgan, City Attorney; Ron George, Bob Butcher, and Bill Howard.

The following made comments during the Public Hearing:

Bob Butcher – concerning charging by the size meter
Bill Howard – concerning the amount of the increase

After public comments were heard, Councilman Grimm made a motion to approve the 2nd reading of the ordinance establishing and fixing rates, delayed payment penalties, connection charges, reconnection charges and other charges for service to customers of the waterworks system and sewerage system of the City of Sistersville. Seconded by Councilman Williams, the motion was unanimously approved.

A motion was made by Councilman Williams to adopt the water and sewer rate ordinance as read. Seconded by Councilman Grimm, the motion carried unanimously.

The insurance on the pump house was then discussed. Quotes on various levels of insurance will be obtained and council will review at next regular meeting.

A motion to adjourn was made by Councilman Williams, seconded by Councilman Heinlein, and unanimously approved.

William H. Rice, Mayor

Diana L. Mace, Clerk-Treasurer

TYLER STAR NEWS

Sistersville, WV November 13, 2008

State of West Virginia, County of Tyler:

Personally appeared before the undersigned, a Notary Public, Michael A. Galluzzo who, being duly sworn, states that he is a manager of the Tyler Star News, a weekly newspaper of general circulation, published at Sistersville, County of Tyler, State of West Virginia, and that a copy of the notice attached hereto was published for 2 successive weeks in the Tyler Star News, beginning on the 6 day of November, 2008 and ending on the 13 day of November, 2008.

Michael A. Galluzzo
Manager, Tyler Star News

Subscribed and sworn to before me, a Notary Public of said County, on this 13 day of November, 2008.

Xelee J. Dinardo, Notary Public

My commission expires on the 9th day of Decenber, 2012.

Printers Fee.....

OFFICIAL SEAL
NOTARY PUBLIC
STATE OF WEST VIRGINIA
XELEE J. DINARDO
Wetzel Chronicle
P. O. Box 289
New Martinsville, West Virginia 26155
My Commission Expires Dec. 9, 2012

COPY

TYLER STAR NEWS
Legal Ads

NOTICE OF PUBLIC HEARING ON CITY OF SISTERSVILLE WATER AND SEWER RATE ORDINANCE

A public hearing will be held on Tuesday, November 20, 2002, at 7:00 p.m. on the following ordinance which has been introduced on October 28, 2002. Any person interested may appear before the City Council at the City Hall in Sistersville, West Virginia, and present any comment or protest thereto. Following which hearing Council shall take such action as it shall deem proper.

* * * * *

AN ORDINANCE ESTABLISHING AND FIXING RATES, DELAYED PAYMENT PENALTIES, CONNECTION CHARGES, RECONNECTION CHARGES AND OTHER CHARGES FOR SERVICE TO CUSTOMERS OF THE WATERWORKS SYSTEM AND SEWERAGE SYSTEM OF THE CITY OF SISTERSVILLE

THE CITY COUNCIL OF THE CITY OF SISTERSVILLE HEREBY ORDAINS: The following schedule of rates, delayed payment penalties, connection charges, reconnection charges and other charges are hereby fixed and determined as the rates, delayed payment penalties, connection charges, reconnection charges and other charges to be charged to customers of the waterworks system and sewerage system of the City of Sistersville throughout the territory served.

SECTION 1.
SCHEDULE OF WATER RATES

APPLICABILITY

Water rates applicable within and outside the corporate limits of Sistersville, Tyler County.

AVAILABILITY OF SERVICE

Available for residential, commercial, industrial and sales for resale water service.

RATES (Based upon metered amount of water supplied)

PHASE I

First 2,000 gallons used per month $9.25 per 1,000 gallons
All Over 2,000 gallons used per month $5.65 per 1,000 gallons

PHASE II

First 2,000 gallons used per month $9.60 per 1,000 gallons
All Over 2,000 gallons used per month $5.90 per 1,000 gallons

PHASE III

First 2,000 gallons used per month $10.00 per 1,000 gallons
All Over 2,000 gallons used per month $ 6.15 per 1,000 gallons

PHASE IV

First 2,000 gallons used per month $10.40 per 1,000 gallons
All Over 2,000 gallons used per month $ 6.40 per 1,000 gallons

TYLER STAR NEWS
Legal Ads

is unmetered or otherwise unmeasurable by the City, the unmetered rate charge shall be $35.38 per month.

PHASE IV

When the customer has service that is unmetered or otherwise unmeasurable by the City, the unmetered rate charge shall be $36.80 per month.

PHASE V

When the customer has service that is unmetered or otherwise unmeasurable by the City, the unmetered rate charge shall be $38.33 per month.

RESALE RATE

For sales for resale service to Friendly Public Service District the charge shall be that rate identified in the Water Purchase Agreement between the City and Friendly PSD.

DELAYED PAYMENT PENALTY

The above schedule is net. On all current usage billings not paid in full within twenty (20) days of the billing date, a ten percent (10%) penalty may be added to the net amount shown. This delayed payment penalty is not interest and is only to be collected once for each bill where it is appropriate.

WATER CONNECTION CHARGE (TAP FEE)

The charge for making each service connection shall be $250.00

WATER DISCONNECT-RECONNECT-ADMINISTRATIVE FEES

Whenever water service has been disconnected for non-payment of water bills, a disconnection fee of $20.00 shall be charged; or in the event the delinquent water bill is collected by the City in the field, an administrative fee of $20.00 shall be charged. A $20.00 reconnection fee will be assessed for each occurrence where water service to sewer customers is restored, after water service has been terminated for non-payment of water bills.

RETURNED CHECK CHARGE

If a check received is returned by the bank for any reason, the bank's charge to the City shall be the City's charge to the customer for such returned check and under no circumstances shall the fee collected by the City exceed $20.00.

LEAK ADJUSTMENT INCREMENT

To be used when the bill reflects unusual consumption which can be attributed to eligible leakage on customer's side of the meter. This rate is used to calculate consumption above the customer's historical average usage:

PHASE I

$2.83 per 1,000 gallons

PHASE II

$2.95 per 1,000 gallons

PHASE III

$3.08 per 1,000 gallons

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UNMETERED RATE

PHASE I

A flat fee of $29.65, based on 4,500 gallons of water usage per month, will be charged for all unmetered water customers.

PHASE II

A flat fee of $30.95, based on 4,500 gallons of water usage per month, will be charged for all unmetered water customers.

PHASE III

A flat fee of $32.25, based on 4,500 gallons of water usage per month, will be charged for all unmetered water customers.

PHASE IV

A flat fee of $33.55, based on 4,500 gallons of water usage per month, will be charged for all unmetered water customers.

PHASE V

A flat fee of $34.96, based on 4,500 gallons of water usage per month, will be charged for all unmetered water customers.

SERVICE CONNECTION CHARGE

$300.00

DELAYED PAYMENT PENALTY

The above tariff is net. On all current usage billings not paid within twenty (20) days, ten percent (10%) will be added to the net current amount unpaid. This delayed payment penalty is not interest and is to be collected only once for each bill where it is appropriate.

WATER DISCONNECT-RECONNECT-ADMINISTRATIVE FEES

Whenever water service has been disconnected for non-payment of sewer bills, a disconnection fee of $20.00 shall be charged; or in the event the delinquent sewer bill is collected by the City in the field, an administrative fee of $20.00 shall be charged. A $20.00 reconnection fee will be assessed for each occurrence where water service to sewer customers is restored, after water service has been terminated for non-payment of sewer bills.

RETURNED CHECK CHARGE

If a check received is returned by the bank for any reason, the bank's charge to the City shall be the City's charge to the customer for such returned check and under no circumstances shall the fee collected by the City exceed $20.00.

LEAK ADJUSTMENT INCREMENT

To be used when the bill reflects unusual consumption which can be attributed to eligible leakage on customer's side of the meter. This rate is used to calculate consumption above the customer's historical average usage:

PHASE V

First 2,000 gallons used per month $10.85 per 1,000 gallons
All Over 2,000 gallons used per month $ 6.65 per 1,000 gallons

MINIMUM BILL

PHASE I

No bill will be rendered for less than the following amounts, to wit:

3/4 Inch Meter or smaller $ 18.50 per month
1 Inch Meter $ 46.25 per month
1 1/2 Inch Meter $ 92.50 per month
2 Inch Meter $ 148.00 per month
3 Inch Meter $ 277.50 per month
4 Inch Meter $ 462.50 per month
6 Inch Meter $ 925.00 per month

PHASE II

No bill will be rendered for less than the following amounts, to wit:

3/4 Inch Meter or smaller $ 19.20 per month
1 Inch Meter $ 48.00 per month
1 1/2 Inch Meter $ 96.00 per month
2 Inch Meter $ 153.60 per month
3 Inch Meter $ 288.00 per month
4 Inch Meter $ 480.00 per month
6 Inch Meter $ 960.00 per month

PHASE III

No bill will be rendered for less than the following amounts, to wit:

3/4 Inch Meter or smaller $ 20.00 per month
1 Inch Meter $ 50.00 per month
1 1/2 Inch Meter $ 100.00 per month
2 Inch Meter $ 160.00 per month
3 Inch Meter $ 300.00 per month
4 Inch Meter $ 500.00 per month
6 Inch Meter $1,000.00 per month

PHASE IV

No bill will be rendered for less than the following amounts, to wit:

3/4 Inch Meter or smaller $ 20.80 per month
1 Inch Meter $ 52.00 per month
1 1/2 Inch Meter $ 104.00 per month
2 Inch Meter $ 166.40 per month
3 Inch Meter $ 312.00 per month
4 Inch Meter $ 520.00 per month
6 Inch Meter $1,040.00 per month

PHASE V

No bill will be rendered for less than the following amounts, to wit:

3/4 Inch Meter or smaller $ 21.70 per month
1 Inch Meter $ 54.25 per month
1 1/2 Inch Meter $ 108.50 per month
2 Inch Meter $ 173.60 per month
3 Inch Meter $ 325.50 per month
4 Inch Meter $ 542.50 per month
6 Inch Meter $1,085.00 per month

UNMETERED RATE

PHASE I

When the customer has service that is unmetered or otherwise unmeasurable by the City, the unmetered rate charge shall be $32.63 per month.

PHASE II

When the customer has service that is unmetered or otherwise unmeasurable by the City, the unmetered rate charge shall be $33.95 per month.

PHASE III

When the customer has service that

PHASE IV

$3.20 per 1,000 gallons

PHASE V

$3.33 per 1,000 gallons

SECTION 2.
SCHEDULE OF SEWER RATES

SCHEDULE I

APPLICABILITY

Applicable in entire territory served.

AVAILABILITY OF SERVICE

Available for domestic, commercial, industrial (except unusual industrial waste) and resale sewer service.

RATES

PHASE I

Commodity Charges - Each customer shall pay commodity charges of

First 2,000 gallons per month $9.20 per 1,000 gallons
All over 2,000 gallons per month $4.50 per 1,000 gallons

PHASE II

Commodity Charges - Each customer shall pay commodity charges of

First 2,000 gallons per month $9.60 per 1,000 gallons
All over 2,000 gallons per month $4.70 per 1,000 gallons

PHASE III

Commodity Charges - Each customer shall pay commodity charges of

First 2,000 gallons per month $10.00 per 1,000 gallons
All over 2,000 gallons per month $ 4.90 per 1,000 gallons

PHASE IV

Commodity Charges - Each customer shall pay commodity charges of

First 2,000 gallons per month $10.40 per 1,000 gallons
All over 2,000 gallons per month $ 5.10 per 1,000 gallons

PHASE V

Commodity Charges - Each customer shall pay commodity charges of

First 2,000 gallons per month $10.85 per 1,000 gallons
All over 2,000 gallons per month $ 5.30 per 1,000 gallons

MINIMUM BILL

PHASE I

Each customer shall pay a minimum charge of $18.40 per month.

PHASE II

Each customer shall pay a minimum charge of $19.20 per month.

PHASE III

Each customer shall pay a minimum charge of $20.00 per month.

PHASE IV

Each customer shall pay a minimum charge of $20.80 per month.

PHASE V

Each customer shall pay a minimum charge of $21.70 per month.

PHASE I

$2.25 per 1,000 gallons

PHASE II

$2.35 per 1,000 gallons

PHASE III

$2.45 per 1,000 gallons

PHASE IV

$2.55 per 1,000 gallons

PHASE V

$2.65 per 1,000 gallons

SCHEDULE II

SURCHARGE FORMULA TO BE APPLIED IN CASES WHERE SURFACE DRAINAGE IS CONNECTED TO THE CITY'S SANITARY SEWER SYSTEM

Where the City has discovered that a customer's roof drain, down spouts, storm sewer or other similar facilities conducting surface water have been connected to the City's sewer system, and such customer has failed to take appropriate action, within thirty (30) days of receipt of a demand by the City in accordance with the Rules and Regulations of the Public Service Commission, to eliminate such connection, a surcharge will be imposed upon the customer calculated on the basis of the following formula:

$$S = A \times R \times .0006233 \times C$$

S - The surcharge in dollars

A - The area under roof and/or the area of any other water collection surface connected to the sanitary sewer, in square feet

R - The measured monthly rainfall, in inches

.0006233 - A conversion factor to change inches of rain x square feet of surface to thousands of gallons of water

C - The City's approved rate per thousand gallons of metered water usage

The City shall not impose the surcharge unless and until the customer has been notified by certified mail, return receipt requested, or by hand delivery, that it has been established by smoke testing, dye testing, or on-site inspection that rain or other surface water is being introduced into the sanitary sewer system at the customer's location, and that the customer has not acted within thirty (30) days from receipt of such notice to divert the water from the sanitary sewer system.

Said surcharge shall be calculated and imposed for each month that said condition continues to exist. Failure to pay the surcharge and/or correct the situation shall give rise to the possible termination of water service in accordance with the Rules and Regulations of the Public Service Commission of West Virginia.

SCHEDULE III

SURCHARGE FORMULA TO BE APPLIED IN THE CASE OF USERS PRODUCING UNUSUAL WASTE

The charge for the treatment of unusual waste will be calculated on the basis of the following formula:

$$Ci = VoVi + BoBi + SoSi$$

Ci = charge to unusual users per year

Vo = average unit cost of transport and treatment chargeable to volume, in dollars per gallon

Vi = volume of waste water from unusual users, in gallons per year

Bo = average unit cost of treatment, chargeable to Biochemical Oxygen Demand (BOD) in dollars per year

Bi = weight of BOD from unusual users, in pounds per year

So = average unit costs of treatment (including sludge treatment chargeable to total solids, in dollars per pound

Si = weight of total solids from unusual users, in pounds per year

When an unusual user is to be served, a preliminary study of its wastes, and the cost of transport and treatment thereof, will be made. Waste containing material which, in judgement of the City, should not be introduced into the sewer system need not be handled by it. The results of this preliminary study will be used to determine the feasibility of the proposed sewer service and the charge thereof, based upon the formula set out above.

Thereafter, unusual sewage will be monitored on a regular basis and at the conclusion of each fiscal year, based on the investigation aforesaid and audit of the City records, new cost figures will be calculated for use in the above formula. The cost of establishing the monitoring facilities shall be paid by the unusual user. Based on these audited figures, additional billings covering the past fiscal year will be made for payment by each unusual user, or refund given by the City, as the case may be. Such audited figures will then be used for the preliminary billing for the next fiscal year, at the end of which an adjustment will be made as aforesaid.

Comment - Not part of the rate schedule:
This schedule is included on an if-and-when basis.

SCHEDULE IV

APPLICABLE INSIDE AND OUTSIDE OF THE CORPORATE LIMITS OF CITY OF SISTERSVILLE

Where the amount of sanitary sewage discharged into the City wastewater collection and/or transmission and/or treatment system by certain industrial plant or plants cannot be accurately determined by the use of the plant's water meter or meters, and said plant cannot install a flow meter to measure such waste, a special formula will be used whereby such plant or plants will pay to the City a sewer charge calculated at fifty (50) gallons of water per each employee at the plant each working day.

Comment - This explanation is not part of the rate schedule:
This schedule is included on an if-and-when basis.

SCHEDULE V

APPLICABILITY

Applicable in entire territory served.

AVAILABILITY OF SERVICE

Available for wastewater and leachate haulers.

RATES

PHASE I

PHASE II

On and after June 1, 2003.
PHASE III

On and after June 1, 2004.

PHASE IV

On and after June 1, 2005.

PHASE V

On and after June 1, 2006.

SECTION 4. SEPARABILITY; REPEAL OF CONFLICTING ORDINANCES, ETC.

The provisions of this Ordinance are separable, and if any clause, provision or section hereof be held void or unenforceable by any court of competent jurisdiction, such holding shall not affect the remainder of this Ordinance. All ordinances, resolutions, orders or parts thereof in conflict with the provisions of this Ordinance are, to the extent of such conflicts, hereby repealed; and to the extent that the provisions of this Ordinance do not touch upon the provisions of prior ordinances, resolutions, orders or parts thereof, the same shall remain in full force and effect.

SECTION 5. STATUTORY NOTICE AND PUBLIC HEARING

Upon introduction hereof, the City Clerk shall publish a copy of this Ordinance once a week for 2 successive weeks within a period of 14 consecutive days, with at least 6 full days intervening between each publication, in the Tyler Star News, a qualified newspaper published and of general circulation in the City of Sistersville, and said notice shall state that this Ordinance has been introduced, and that any person interested may appear before Council at the City Hall, Sistersville, West Virginia, on the 20th day of November, 2002, at 7:00 p.m., which date is not less than 10 days subsequent to the date of the first publication of the Ordinance and notice, and present protests. 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.
SN 11-6, 11-13

NOTICE OF PUBLIC SALE

Pursuant to Section 46-9-504 of the West Virginia Uniform Commercial Code, Union Bank, Inc. will sell at the public sale to the highest bidder on November 20th, 2002 a t10:30 AM at the parking lot behind the Union Bank, Inc., Sistersville, WV 26175 the following repossessed vehicle:

Year and Make: 1999 Ford/Windstar LX
Description: Van
Vehicle Identification No./Serial No. 2FMZA5148XBA66576

The sale of the above described vehicle will be made WITHOUT WARRANTY, and the Bank reserves the right (1) to bid at the public sale, (2) to reject bids at the public sale, and (3) to continue such sale to any other time and place by announcement of such continuance at the time and place set forth herein. The vehicle to be sold may be inspected at the parking lot of Union Bank., Sistersville, WV 26175. Phone (304)-652-3511.
Terms of the sale shall be cash in hand at the time of sale.
Dated at Sistersville, West Virginia, this 20th day of November, 2002.

Margaret Jeffries
Vice President
SN 11-6,13

having occurred in the payment of a certain indebtedness secured by a Deed of Trust dated August 4, 2000 between Harold L. Smith and Dannehl R. Smith to Michael Hooper Trustee, recorded in the Office of the Clerk of the County Commission of Tyler County, West Virginia in Deed Book No. 134at page 246, which deed of trust authorizes the beneficiary to remove, substitute, or add a Trustee, at its option, and the beneficiary having excerised its option and substituted Nathan H. Wasser and or Gary Rymer, ether of whom may act separately, as its trustee(s), to act in the enforcement of said Deed of Trust in person, and the undersigned Substitute Trustee(s) having been requested by the beneficial owner of said indebtedness to enforce said Deed of Trust will sell at public auction to the highest bidder, the following hereafter described real estate on:
Wednesday, November 20, 2002 at 8:40 am.IN FRONT OF THE TYLER COUNTY COURTHOUSE MIDDLEBOURNE, WEST VIRGINIA
Situated on Walnut (Formerly High) Street, in the City of Sistersville, Tyler County, West Virginia, together with all the improvements thereon and appurtenances thereto and more particularly bounded and described as follows: Beginning at a stone in the line of land formerly owned by J.B. McCoy and in the northwesterly line of said Walnut Street, also the beginning corner of the lands conveyed by Caroline M. Emerick to N.L. Boyles as hereafter set forth; thence with the lands formerly owned by J.B. McCoy north 50 degrees 35' west forty (40) Feet to a stone; thence parallel with said Walnut Street, north 39 degrees 25' east forty (40) feet to a stone, the corner of Harold V Dally, Sr., and Helen Kathleen Dally; thence with the Dally line, south 50 degrees 35' east forty (40) feet with the said northwesterly line of Walnut Street; thence South 39 degrees 25' west forty(40) feet with the said northeasterly line of Walnut Street to the beginning, containing sixteen hundred(1600)square feet, more or less.
Excepting and reserving therefrom, however; (1) all the oil gas and other minerals within and underlying such land; and subject to 2) any and all rights of way, easements and oil and gas leases heretofore given, granted, leased, excepted and reserved by the grantors and their predecessors in title. This conveyance is made subject to any and all prior grants, reservations and exceptions made by the grantors or their predecessors in title. Property is sold subject to prior trusts, encumbrances, restrictions and easements of records, if any. The property is sold subject to an accurate survey at purchaser's expense.
TERMS OF SALE: A deposit of 1,500.00 by certified check or cashier's check at sale, the balance in cash or by certified check at closing. Conveyance will be by Special Warranty Deed subject to all easements, covenants, right-of-way, conditions and restrictions of record. The property is sol d in "as is" condition. Risk of loss or damage will purchaser's from and after the foreclosure sale. All taxes and utility charges to be adjusted to the date of foreclosure sale. All settlement fees, cost of conveyance, examination of title recording charges, (except Grantor's Tax) are at the expense of the purchaser. The purchaser will be required to complete settlement within 20 days of the date of sale with the right reserved to the Trustee to extend settlement date, failing which the deposit made will be forfeit and the property resold at the risk and expense of the purchaser. Trustee makes no representations regarding state of title. If Trustee cannot convey insurable or marketable title, purchas-

Commodity Charge - Each hauler shall pay a commodity charge of $18.40 per 1,000 gallons per load. Load will be the actual capacity of the truck or other transport method delivering wastewater and leachate. Load will be verified or determined by the City.

PHASE II

Commodity Charge - Each hauler shall pay a commodity charge of $19.20 per 1,000 gallons per load. Load will be the actual capacity of the truck or other transport method delivering wastewater and leachate. Load will be verified or determined by the City.

PHASE III

Commodity Charge - Each hauler shall pay a commodity charge of $20.00 per 1,000 gallons per load. Load will be the actual capacity of the truck or other transport method delivering wastewater and leachate. Load will be verified or determined by the City.

PHASE IV

Commodity Charge - Each hauler shall pay a commodity charge of $20.80 per 1,000 gallons per load. Load will be the actual capacity of the truck or other transport method delivering wastewater and leachate. Load will be verified or determined by the City.

PHASE V

Commodity Charge - Each hauler shall pay a commodity charge of $21.70 per 1,000 gallons per load. Load will be the actual capacity of the truck or other transport method delivering wastewater and leachate. Load will be verified or determined by the City.

DELAYED PAYMENT PENALTY

The above tariff is net. On all current usage billings not paid within twenty (20) days, ten percent (10%) will be added to the net current amount unpaid. This delayed payment penalty is not interest and is to be collected only once for each bill where it is appropriate.

RETURNED CHECK CHARGE

If a check received is returned by the bank for any reason, the bank's charge to the City shall be the City's charge to the customer for such returned check and under no circumstances shall the fee collected by the City exceed $20.00.

SECTION 3. EFFECTIVE DATE

The rates, delayed payment penalties, connection charges, reconnection charges and other charges provided herein shall be effective on:

PHASE I

45 days after the enactment hereof, unless otherwise ordered by the Public Service Commission of West Virginia.

NOTICE OF
SUBSTITUTE TRUSTEE'S SALE

Notice is hereby given that default having occurred in the payment of a certain indebtedness secured by a Deed of Trust dated June 27, 2000 between John B. Shephard and Tammy L. Shephard to Title First Agency, Inc., Trustee, recorded in the Office of the Clerk of the County Commission of Tyler County, West Virginia in Deed Book No. 133 at page 642, which deed of trust authorizes the beneficiary to remove, substitute, or add a Trustee, at its option, and the beneficiary having excerised its option and substituted Nathan H. Wasser and or Gary Rymer, ether of whom may act separately, as its trustee(s), to act in the enforcement of said Deed of Trust in person, and the undersigned Substitute Trustee(s) having been requested by the beneficial owner of said indebtedness to enforce said Deed of Trust will sell at public auction to the highest bidder, the following hereafter described real estate on:
Wednesday, November 20,2002 at 8:40 am.IN FRONT OF THE TYLER COUNTY COURTHOUSE MIDDLEBOURNE, WEST VIRGINIA
The northeast half of the Southeast portion of Lot. No 3 in the Gillespie Addition to the City of Sistersville and being a lot of land fronting 45 feet on Hill Street Extension and running back between parallel lines 50 feet to the land now or formerly owned by Sadie A. Steton

Property is sold subject to prior trusts, encumbrances, restrictions and easements of records, if any. The property is sold subject to an accurate survey at purchaser's expense.
TERMS OF SALE: A deposit of 4,500.00 by certified check or cashiers check at sale, the balance in cash or by certified check at closing. Conveyance will be by Special Warranty Deed subject to all easements, covenants, right-of-way, conditions and restrictions of record. The property is sol d in "as is" condition. Risk of loss or damage will purchaser's from and after the foreclosure sale. All taxes and utility charges to be adjusted to the date of foreclosure sale. All settlement fees, cost of conveyance, examination of title recording charges, (except Grator's Tax) are at the expense of the purchaser. The purchaser will be required to complete settlement within 20 days of the date of sale with the right reserved to the Trustee to extend settlement date, failing which the deposit made will be forfeit and the property resold at the risk and expense of the purchaser. Trustee makes no representations regarding state of title. If Trustee cannot convey insurable or marketable title, purchaser's sole remedy is a return of deposit.

Nathan H. Wasser,
Substitute Trustee
Gary Rymer,
Substitute Trustee
43 Green Street
Cumberland, MD 21502
(301)759-2844
SN 11-6,13

NOTICE OF
SUBSTITUTE TRUSTEE'S SALE

Notice is hereby given that default

Nathan H. Wasser,
Substitute Trustee
Gary Rymer,
Substitute Trustee
43 Green Street
Cumberland, MD 21502
(301) 759-2844
SN 11-6,13

PUBLIC SERVICE COMMISSION
OF WEST VIRGINIA CHARLESTON

Case No. 02-0159-PSWD-19A
FRIENDLY PUBLIC SERVICE
DISTRICT, public utility.
Rule 19A application to increase water rates for Pursley Water, Rt. 180 Water, Friendly water and Pleasant Ridge Water and sewer rates for Friendly and Bens Run Sewage.

NOTICE OF HEARING
On February 14 2002, the Friendly Public Service District filed an application, pursuant to Rule 19-A of the Commission's Rules and Regulations for the Government of the Construction and Filing of Tariffs of Public Utilities and Common Carriers by Motor Vehicle, requesting to increase its water and sewer rates and charges for providing service to its customers in Tyler County, West Virginia.
The Staff of the Commission has reviewed the application and has recommended approval of increased rates and charges. Staff proposes an increase of 26.7% to the District's overall revenue from the sales of water, this increase in in addition to the previously approved 18% emergency interim increase of the District's water rates. Staff recommended an across-the-board increase of 39% to the District's current sewer rates and charges.
As a result of protests to the Staff-recommended rates and charges, a hearing has been scheduled in this case to be held on Monday, December 2, 2002, at 7:00p.m. in the City Building, Council Chambers, 200 Diamond Street, Sistersville, West Virginia. At that time and place, all parties of record shall present evidence and testimony in support of their respective rates recommendations. Further, any affected member of the public shall be provided the opportunity to make statements of protest or concern for the Commission's consideration.

FRIENDLY
PUBLIC SERVICE DISTRICT

PUBLIC SERVICE COMMISSION
OF WEST VIRGINIA CHARLESTON

Case No. 02-1294-SWF-CN
N.C. SANITATION, INC.,
a corporation.
Application for a certificate of need to operate a transfer station.

NOTICE OF FILING

On August 23, 2002, N.C. Sanitation, Inc., filed an application for a certificate of need to operate a commercial transfer station in Hancock County, West Virginia, pursuant to West Virginia Code 24-2-1c. The transfer station is already in operation and the Applicant proposes to change the following rates and charges:
Small Pickup Truck (less than 8-foot bed) ---$10.00

TYLER STAR NEWS
Legals

NOTICE OF PUBLIC HEARING
ON CITY OF SISTERSVILLE
BOND ORDINANCE

A public hearing will be held on the following-entitled Ordinance at a special meeting of the Council of the City of Sistersville (the "City") to be held on January 22,2003 at 7:00p.m. in the Council Chambers at the City Hall, 200 Diamond Street, Sistersville, 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 ISSUANCE OF NOT MORE THAN $1,200,000 IN AGGREGATE PRINCIPAL AMOUNT OF THE CITY OF SISTERSVILLE WATER REFUNDING REVENUE BONDS, SERIES 2002 A, FOR THE PURPOSE OF DEFEASING CERTAIN OUTSTANDING OBLIGATIONS OF THE CITY OF SISTERSVILLE SECURED BY THE WATERWORKS SYSTEM; AUTHORIZING FUNDING A RESERVE ACCOUNT FOR THE REFUNDING BONDS AND PAYING COSTS IN CONNECTION THEREWITH; PROVIDING FOR THE RIGHTS AND REMEDIES OF AND SECURITY FOR THE HOLDERS OF SUCH BONDS; AND ADOPTING OTHER PROVISIONS THERETO.

The above-entitled Ordinance was approved by the Council on November 12, 2002.

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 defeasing certain outstanding obligations of the City secured by the waterworks system, funding a reserve account for the Bonds and paying 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 waterworks 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 recorder for review by interested parties during regular office hours.

Following the public hearing, the Council intends to enact the Ordinance upon final reading.

Dated: January 2, 2003

Diane Mace
Recorder
SN 1-8,15

TYLER STAR NEWS

Sistersville, WV January 15, 20

State of West Virginia, County of Tyler:

Personally appeared before the undersigned, a Notary Public, Michael A. Galluzzo who, being duly swor states that he is a manager of the Tyler Star News, a weekly newspaper of general circulation, published at Sistersville, County of Tyler, State of West Virginia, and that a copy of the notice attached hereto was published for 2 successive weeks in the Tyler Star News, beginning on the 8 day of January, 2003 and ending on the 15 day of January, 2003.

Michael A. Galluzzo
Manager, Tyler Star News

Subscribed and sworn to before me, a Notary Public of said County, on this 15 day of January, 2003.

Xelee J. Dinardo Notary Pub

My commission expires on the 9th day of December, 2012.

Printers Fee

OFFICIAL SEAL
NOTARY PUBLIC
STATE OF WEST VIRGINIA
XELEE J. DINARDO
Walnut Chronicle
P. O. Box 280
New Martinsville, West Virginia 26155
My Commission Expires Dec. 9, 2012

Sistersville, West Virginia
November 12, 2002

A regular meeting of the common council of the city of Sistersville was held in council chambers of city hall at 7:00 p.m. on Tuesday, November 12, 2002. Present at the meeting were William H. Rice, Mayor who presided; Diana Mace, Clerk-Treasurer; Gene Patterson, Street Commissioner; Rob Haught, Chief of Police; Ryan Morgan, City Attorney; and David Bassett, Water/Sewer Plant Supervisor. Councilmen present were Mike Grimm, Russell Weekley, Kenny Stead, Doug Williams and Chuck Heinlein. Also in attendance were Allan Maxwell, Betty Prigga, Michael Griffith, John Stump, Gary and Jean Knowlton, Clement Sees, Amy Swann, Terry Owens, Jonathon Fowler, Bob Smith and Rick Watson.

Minutes from the 10/18/02 special meeting were unanimously approved with a motion made by Councilman Williams and seconded by Councilman Stead.

No one was present to speak at Public Forum.

John Stump, Steptoe & Johnson, and Michael Griffith, Griffith & Associates, were present to discuss the bond ordinance currently being done. Updated information was handed out from Ross, Sinclair & Associates.

The 2nd reading was held on the ordinance authorizing the issuance of not more than $1,200,000 in aggregate principal amount of the city of Sistersville Water Refunding Revenue Bonds, Series 2002 A, for the purpose of defeasing certain outstanding obligations of the city of Sistersville secured by the waterworks system; authorizing funding a reserve account for the refunding bonds and paying costs in connection therewith; providing for the rights and remedies of and security for the holders of such bonds; and adopting other provisions thereto. A motion to approve the second reading was made by Councilman Stead. Seconded by Councilman Williams, the motion unanimously passed.

Amy Swann, Public Service Commission, addressed council regarding the condition of the water plant. She said many of the deficiencies have been noted in past years and no work has been done to correct issues. Swann also stated what the end results could be if some progress is not shown.

Under Old Business / New Business:

- After hearing prices to replace or repair the office copier, a motion was made by Councilman Stead to repair the copier and purchase the one-year service contract. Seconded by Councilman Weekley, the motion carried with Councilman Williams opposing.
- After the original bidder opted to not purchase the dump truck, a motion to place the dump truck out for rebid was made by Councilman Grimm and seconded by Councilman Weekley. The motion carried unanimously.

The following was discussed under Committees:

WATER – The following was discussed under this committee:

- After reviewing the contents, a motion was made by Councilman Williams to have Mayor Rice sign the letter to Clement Sees. Seconded by Councilman Grimm, the motion carried unanimously.
- Amy Swann reminded council that, under WV Code 5G, council may not discuss price with any bidding engineering firm until they have been selected and negotiations have begun.
- A motion to set up a preliminary meeting with Friendly Public Service District and the Public Service Commission to discuss rate changes for the water they purchase from the city was made by Councilman Williams. Seconded by Councilman Grimm, the motion carried.
- Councilman Heinlein made a motion to have letters sent to customers that will be affected in the rate increase that have larger than a ¾" meter. The motion was approved after being seconded by Councilman Williams.
- Allan Maxwell discussed changing the oldest meters with high usage.
- Clement Sees suggested putting mortar in between bricks at water plant to help with the water that develops on the walls.
- It was suggested that the city contact someone from WV Rural Waters to get help with developing the O&M Plan.

STREETS – The following was discussed under this committee:

- Carl Kelly notified us that they would begin next week.
- The paving of Catherine Street is being checked on.
- A motion was made by Councilman Stead to make the 1st parking spot by the fireplug on the side of the Wiser Building a handicap parking spot. Seconded by Councilman Grimm, the motion unanimously carried.

BLDG. ENFORCEMENT – Nothing to report.

FINANCE – The following was discussed under this committee:

- A motion to approve the city's bills was made by Councilman Grimm and seconded by Councilman Weekley. The motion carried.
- A motion to pay New Martinsville Supply bill of $617.26 was made by Councilman Grimm. Seconded by Councilman Weekley, the motion carried.
- Councilman Grimm made a motion to pay the hospital's bills in the amount of $257,050.56. Seconded by Councilman Weekley, the motion was approved.

PUBLIC SAFETY – The following was discussed under this committee:

- A motion was made by Councilman Stead and seconded by Councilman Heinlein to allow Chief Haught to apply for the WV Local Law Enforcement Block Grant. The motion carried.
- It was suggested that the city apply to budget digest for funds for various projects.
- Chief Haught reported that Halloween went well. He wanted to thank the Jaycees, Sistersville Volunteer Fire Dept., and Tyler Consolidated High School for all their help with trick-or-treating.

HOSPITAL – The following was discussed under this committee:

- Lisa Leach will be traveling to Charleston on Dec. 9 to meet with Mr. Rodriguez to discuss funding for the new hospital that is under consideration.

- A motion was made by Councilman Heinlein to have Councilman Williams and Councilman Grimm be on the committee that will oversee the new hospital project. Seconded by Councilman Weekley, the motion unanimously carried.

BUILDINGS – Nothing to report.
LIBRARY – Councilman Weekley reported that the handicap ramp needs water sealed.
SENIOR CITIZENS – Nothing to report.
PERSONNEL – Nothing to report.
PARK & POOL – The following was discussed under this committee:

- Councilman Heinlein suggested that the Park & Pool Board begin an inventory of items that were purchased this season and that letters be sent to all park & pool employees regarding returning any keys they may have and to have them pay any monies owed to the pool.
- Skateboarding in the park was discussed. Ryan Morgan is checking into insurance requirements.

HEALTH & SANITATION – Nothing to report
PENSION – Nothing to report.
ANIMAL RESCUE – Nothing to report.
COMMUNITY SERVICE ORG. – Nothing to report.
COMMUNITY RESOURCE & TYLER CO. FAMILY NETWORK – Nothing to report
FERRY BOARD – Nothing to report.

Flood Insurance for the water pump house was then discussed. Councilman Heinlein gave the bill to Ryan Morgan to be looked into.

A motion to go into executive session was made by Councilman Grimm and seconded by Councilman Weekley. The motion carried.

After reconvening from executive session, a motion was made by Councilman Grimm to approve the purchase of $1965 from C.I. Thornburg. Seconded by Councilman Stead, the motion carried.

A motion to adjourn was made by Councilman Grimm, seconded by Councilman Williams, the motion carried.

William H. Rice, Mayor

Diana L. Mace, Clerk-Treasurer

Sistersville, WV
January 22, 2003

A regular meeting of the common council of the city of Sistersville was held in council chambers of city hall at 7:00 p.m. on Wednesday, January 22, 2003. Mayor William H. Rice presided. Councilmen in attendance were Dana Johnson, Kenneth Stead, Henry Bell, Charles Heinlein, Jack Bowen, Russell Weekley, and Doug Williams. Also present were Diana Mace, Clerk-Treasurer; Gene Patterson, Street Commissioner; Robert Haught, Police Chief; David Bassett, Water/Sewer Plant Supervisor; Amy Harries and Allan Maxwell.

Councilman Stead made a motion to approve the minutes from 12/18/02 and 1/6/03. Seconded by Councilman Heinlein, the motion carried.

Public Forum

- Amy Harries wanted to thank those who participated in the activities for the Ohio University MBA students.
- No one was present for the Public Hearing on the Bond Ordinance.

The 3rd and final reading was held on the following ordinance: ORDINANCE AUTHORIZING THE ISSUANCE OF NOT MORE THAN $1,200,000 IN AGGREGATE PRINCIPAL AMOUNT OF THE CITY OF SISTERSVILLE WATER REFUNDING REVENUE BONDS, SERIES 2002 A, FOR THE PURPOSE OF DEFEASING CERTAIN OUTSTANDING OBLIGATIONS OF THE CITY OF SISTERSVILLE SECURED BY THE WATERWORKS SYSTEM; AUTHORIZING FUNDING A RESERVE ACCOUNT FOR THE REFUNDING BONDS AND PAYING COSTS IN CONNECTION THEREWITH; PROVIDING FOR THE RIGHTS AND REMEDIES OF AND SECURITY FOR THE HOLDERS OF SUCH BONDS; AND ADOPTING OTHER PROVISIONS THERETO. A motion to approve the final reading was made by Councilman Bell, seconded by Councilman Stead and unanimously approved. The motion to adopt this ordinance was made by Councilman Stead, seconded by Councilman Bell, and was unanimously approved.

The 2nd and final reading was held was held on the following ordinance: ORDINANCE AUTHORIZING THE TRANSFER OF CERTAIN REAL ESTATE FROM THE CITY OF SISTERSVILLE TO THE SISTERSVILLE BUILDING COMMISSION; PAYING COSTS IN CONNECTION THEREWITH; AND ADOPTING OTHER PROVISIONS THERETO. A motion to approve the final reading was made by Councilman Heinlein, seconded by Councilman Weekley, and unanimously approved. The motion to adopt this ordinance was made by Councilman Heinlein, seconded by Councilman Stead, and was unanimously approved.

Councilman Bell made a motion to approve Linda Hooley to a 3-year term to the Hospital Board. Seconded by Councilman Stead, the motion carried.

A request from Bernard Taylor to have a handicap sign placed at his residence was denied. Council stated that a sign could not be placed at an individual residence.

A request from Paul Miller to break curb at his residence on 5th Avenue was approved on a motion made by Councilman Stead. Seconded by Councilman Heinlein, the motion was approved.

A motion was made by Councilman Stead to appoint Eileen Maienknecht, Dennis Lively and John Eckels to the Ferry Board. This motion was unanimously approved after being seconded by Councilman Weekley.

A motion was made by Councilman Stead to loan the Ferry up to $3,200.00 from the Street savings. This loan will be paid back during the 2003 season along with the interest lost. Seconded by Councilman Bell, the motion carried.

Mayor Rice read a letter received from Charter Communications regarding their rate increase.

Old Business / New Business

- Mayor Rice informed Council that the $2,500 grant for the Park & Pool has been completed and money received.
- Bonnie Hizer will be attending the Certified Pool Operators class being given on February 5 & 6, 2003.

Under Committees, the following was heard:

STREETS – Councilman Bowen commented on the potholes in town and the cracks in the pavement.

WATER - Mr. Rodriguez came and will be meeting in Charleston tomorrow to lobby for a new plant. He took a tour of our facility.

- Application for a Small City Block Grant is being looked into. This grant allows awards up to $1.5 million.
- The ad for an engineer ran in today's paper and will run again on 1/29. Deadline for engineer response is February 14, 2003. Councilman Stead recommended that a clause be put into a contract with the future engineer stating that no money will be paid until funding is secured.

BUILDING ENFORCEMENT – Some of the houses that Chief Haught has been notifying to clean up are now being dealt with. The 1st house on the McCoy property is now down. The 2nd house is owned by Opal Kinkaid but the property is owned by Mr. McCoy. A letter should be sent to Kinkaid's informing them of property condition and that action needs taken.

FINANCE – A motion to approve the City's bills in the amount of $14, 785.84 was made by Councilman Stead, seconded by Councilman Bowen, the motion passed.

- A motion to approve the Hospital's bills in the amount of $311,458.81 was made by Councilman Johnson. Seconded by Councilman Stead, the motion carried.

PUBLIC SAFETY – The red light either needs repaired or replaced. Chief Haught called dispatch to call DOH to report the light out.
HOSPITAL – None
BUILDINGS – None
LIBRARY – A letter was read by Mayor Rice from Ryan Morgan regarding the receiving of the refund check from Verizon. Councilman Heinlein will call him to discuss this matter.
SENIOR CITIZENS – None
PERSONNEL – None
PARK & POOL – A letter will be mailed to current members of the Park & Pool Board regarding the 1st meeting for the 2003 season.
HEALTH & SANITATION – None
ANIMAL RESCUE – Penny Howard will be setting up a meeting in March for all local officials regarding a pound.
COMMUNITY RESOURCE – None
SISTERSVILLE COMMUNITY SERVICE ORG. – None
FERRY – Council was informed that the Ferry was looking into a program that may provide us with a deckhand while training to be a pilot. A portion of his pay will come from this program.

A motion was made by Councilman Heinlein to go into executive session for personnel issues. Seconded by Councilman Williams, the motion carried.

Returning from executive session, a motion to adjourn was made by Councilman Weekley and seconded by Councilman Bell. The motion carried unanimously.

William H. Rice

William H. Rice, Mayor

Diana L. Mace

Diana L. Mace, Clerk-Treasurer

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Writer's Contact Information

November 21, 2003

City of Sistersville (West Virginia)
Water Refunding Revenue Bonds, Series 2003

City of Sistersville
Sistersville, West Virginia

Ross, Sinclaire & Associates
Frankfort, Kentucky

West Virginia Water Development Authority
Charleston, West Virginia

Ladies and Gentlemen:

We have served as bond counsel to the City of Sistersville (the "Issuer") and examined a record of proceedings relating to the issuance by the Issuer of its $910,000 in aggregate principal amount Water Refunding Revenue Bonds, Series 2003 (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 18, Article 19 of the West Virginia Code of 1931, as amended (the "Act") and a Bond Ordinance duly enacted by the Issuer on January 22, 2003, as supplemented by a Supplemental Resolution duly adopted by the Issuer on November 13, 2003 (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 ascribed thereto in the Ordinance.

The Bonds are issued in fully registered form, are dated November 21, 2003, upon original issuance, mature on June 1 in years and amounts and bear interest payable each June 1 and December 1, commencing June 1, 2004, as follows:

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Maturity	Principal Amount	Interest Rate	Price or Yield
2004	$20,000	3.35%	3.35%

$125,000	3.35%	Series 2003 Serial Bonds due June 1, 2007 at 3.35%
$140,000	4.25%	Series 2003 Term Bonds due June 1, 2010 at 4.25%
$155,000	4.65%	Series 2003 Term Bonds due June 1, 2013 at 4.65%
$245,000	5.00%	Series 2003 Term Bonds due June 1, 2017 at 5.00%
$225,000	5.50%	Series 2003 Term Bonds due June 1, 2020 at 5.50%

The Bonds are subject to optional and mandatory sinking fund redemption prior to maturity on the dates, in the amounts and at the redemption prices set forth in the Ordinance.

The Ordinance provides that the issue is for the purposes of paying a portion of the costs necessary to current refund all of (i) the Issuer's outstanding Water Revenue Bonds, Series 1989 A, dated January 25, 1989, issued in the original aggregate principal amount of $250,000, of which $225,000 is presently outstanding (the "Series 1989 B Bonds"); (ii) the Issuer's outstanding Water Revenue Bonds, Series 1989 B, dated January 25, 1989, issued in the original aggregate principal amount of $240,000, of which $213,000 is presently outstanding (the "Series 1989 B Bonds"); and (iii) the Issuer's outstanding Water Revenue Bonds, Series 2000, dated June 29, 2000, issued in the original aggregate principal amount of $430,000, of which $326,000 is presently outstanding (the "Series 2000 Bonds"); (ii) fund a reserve account for the Bonds; (iii) pay costs of issuance of the Bonds and other costs in connection with such refunding; and (iv) pay the costs of acquisition and construction of certain additions, betterments and improvements to the Issuer's public waterworks system (the "System").

The Bonds have been sold to Ross, Sinclaire & Associates, Inc. (the "Purchaser"), pursuant to a Bond Purchase Agreement dated November 19, 2003, and accepted by the Issuer (the "Purchase Agreement").

Except as specifically set forth in our opinion of even date herewith rendered to Ross, Sinclaire & Associates, Inc., as Underwriter, we have not been engaged or undertaken to review the accuracy, completeness or sufficiency of the Official Statement, dated November 17, 2003 (the "Official Statement"), or other offering material relating to the Bonds and we express no opinion relating thereto.

As to questions of fact material to our opinion, we have relied upon representations of the Issuer, the Purchaser and other entities contained in the Ordinance, the Tax and Non-Arbitrage 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 of the Issuer, the Purchaser and other entities pertaining to tax matters set forth in the Ordinance and the Tax and Non-Arbitrage Certificate and with certain certificates delivered in connection with the issuance of the Bonds, we are of the opinion, under existing law, that:

1. The Issuer is a duly created and validly existing municipal corporation under and pursuant to the laws of the State of West Virginia, with full power and authority to refund the Series 1989 A Bonds, the Series 1989 B Bonds and the Series 2000 Bonds, enact the Ordinance, enter into the Purchase Agreement, perform its obligations under the terms and provisions thereof and to issue and sell the 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 enacted the Ordinance, has authorized, executed and delivered the Purchase Agreement and has issued and delivered the Bonds to the Purchaser pursuant to the 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 Purchase Agreement constitutes a valid, legal, binding and enforceable instrument of the Issuer in accordance with its terms; and the Bonds, subject to the terms thereof, 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.

4. Under the laws, regulations, published rulings and judicial decisions of the United States of America existing on the date hereof, the interest on the Bonds (including original issue discount properly allocable to owners of the Bonds) is excludable from gross income of the owners 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 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. 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 (the "Code") that must be satisfied subsequent to issuance of the Bonds for interest thereon to be or continue to be excludable from gross income for federal income tax purposes and all certifications, covenants and representations which may affect the excludability from gross income of the interest on the Bonds set forth in the Ordinance, and the Tax and Non-Arbitrage Certificate. Failure to comply with such Code provisions or such certifications, covenants and representations could cause the interest on the Bonds to be includable in gross income retroactive to the date of issuance of the Bonds. We express no opinion regarding other federal tax consequences arising with respect to the Bonds except as expressly set forth in paragraph 5.

5. Pursuant to Section 265(b)(3)(D)(ii) of the Code, the Series 2003 A Bonds shall be treated as a "qualified tax-exempt obligation" for purposes of Section 265(b)(3) of the Code and shall be deemed so designated as the Series 2003 A Bonds and the issue of which they are a part satisfy the requirements set forth in Section 265(b)(3)(D)(ii) of the Code. Therefore, the Series 2003 A Bonds are "qualified tax-exempt obligations" within the meaning of Section 265(b)(3) of the Code.

6. Under the Act, the Bonds are exempt from all taxation by the State of West Virginia or any county, municipality, political subdivision or agency thereof.

7. The Series 1989 A Bonds, the Series 1989 B Bonds and the Series 2000 Bonds have all been paid within the meaning and with the effect expressed in the 1989 Ordinance and the 2000 Ordinance, respectively, and the covenants, agreements and other obligations of the Issuer to the holders and owners of the Series 1989 A Bonds, the Series 1989 B Bonds and the Series 2000 Bonds have been satisfied and discharged. In rendering the opinion set forth in this paragraph, we have relied upon the receipts of the holders of the Prior Bonds.

8. The 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 Bonds, to register any securities under said Securities Acts.

9. The Bonds have been duly authorized, issued, executed and delivered by the Issuer and are valid, legally enforceable and binding special obligations of the Issuer, payable from the Net Revenues of the System referred to in the Ordinance and secured by a first lien on and pledge of the Net Revenues of the System, all in accordance with the terms of the Bonds and the Ordinance.

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 and the Purchase 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.

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

Very truly yours,

STEPTOE & JOHNSON PLLC

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Writer's Contact Information

November 21, 2003

City of Sistersville
(West Virginia)
Water Refunding Revenue Bonds, Series 2003

City of Sistersville
Sistersville, West Virginia

Ross, Sinclaire & Associates
Frankfort, Kentucky

Ladies and Gentlemen:

We have served as bond counsel in connection with the issuance and sale by the City of Sistersville (the "City") of its $910,000 aggregate principal amount of Water Refunding Revenue Bonds, Series 2003 (the "Series 2003 Bonds"). In our capacity as bond counsel, we are delivering an opinion of even date herewith concerning the legality of the Series 2003 Bonds and the exclusion of interest on the Series 2003 Bonds from gross income for federal income tax purposes (the "Bond Opinion"). We have examined the documents and instruments as described in the Bond Opinion, the Official Statement and such other matters as we have deemed necessary or appropriate to render this opinion. Words and terms used in this opinion shall have the meanings assigned to them in the Bond Purchase Agreement (the "Purchase Agreement") dated November 19, 2003, between the City and Ross, Sinclaire & Associates (the "Underwriter"), and approved by the City.

Based upon the foregoing, we are of opinion that:

(1) The Purchase Agreement has been authorized, executed and delivered by the City and, assuming due authorization, execution and delivery by the other parties thereto, is a legal, valid, binding and enforceable obligation of the City (except to the extent that enforceability may be limited by bankruptcy, insolvency or other laws or equitable principles affecting creditors' right generally).

(2) The City, under the Act, has full power and authority to enact the Ordinance, enter into the Purchase Agreement and perform its obligations thereunder.

(3) The Official Statement has been duly approved, signed and delivered by the City, and the City has authorized the distribution of the Official Statement and the use thereof by the Underwriter in connection with the public offering of the Series 2003 Bonds.

(4) The statements and information contained in the Official Statement under the captions or subcaptions "The Series 2003 Bonds," "Security for the Series 2003 Bonds," "Legal Matters," "Tax Matters" and, if applicable, the definitions and the summary of the Ordinance in Appendix D to the Official Statement (except for financial or statistical data therein as to which no opinion is hereby expressed) do not contain any untrue statement of a material fact or omit 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.

(5) The Series 2003 Bonds are exempt from registration pursuant to the Securities Act of 1933, as amended, and the Ordinance is exempt from qualification as an indenture pursuant to the Trust Indenture Act of 1939, as amended.

Very truly yours,

STEPTOE & JOHNSON PLLC

The Law Office of

Ryan J. Morgan

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(Counsel to Issuer)

November 21, 2003

City of Sistersville
(West Virginia)
Water Refunding Revenue Bonds, Series 2003

City of Sistersville
Sistersville, West Virginia

Ross, Sinclaire & Associates, Inc.
Cincinnati, Ohio

Stetpoe & Johnson PLLC
Charleston, WV

Ladies and Gentlemen:

I have acted as counsel for the City of Sistersville (the "City") and have acted as such in connection with the sale of the above-referenced Series 2003 Bonds, which are being delivered and sold pursuant to a Bond Purchase Agreement dated as of November 19, 2003 (the "Purchase Agreement") between Ross, Sinclaire & Associates, Inc. (the "Underwriter") and the City. Any capitalized terms used herein and not defined shall have the meaning assigned to it in the Purchase Agreement.

In this connection, I have reviewed and examined certain proceedings and documents with respect to the Series 2003 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, specifically Chapter 8, Article 19 of the Code of West Virginia, 1931, as amended (collectively, the "Act"), the Ordinance of the City relating to the Series 2003 Bonds enacted on January 22, 2003, as supplemented and amended by a resolution adopted November 13, 2003 (collectively, the "Ordinance"), the Official Statement dated November 13, 2003, with respect to the issuance and offering of the Series 2003 Bonds (the "Official Statement"), and a closing certificate of the City. 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 City is a municipal corporation and political subdivision of the State of West Virginia. The City 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 and the Purchase Agreement.

2. The City has full power and authority to consummate all transactions contemplated by the Series 2003 Bonds, the Purchase Agreement, and any and all other agreements relating thereto, to

which the City is a party.

3. The City has duly authorized all action necessary to be taken by it or on its behalf for (i) the execution and delivery of the Purchase Agreement; (ii) the approval of the distribution of the Official Statement; (iii) the ratification of the actions of the City and the issuance and delivery of the Series 2003 Bonds upon the terms set forth in the Ordinance; and (iv) the carrying out, giving effect to and consummation of the transactions contemplated thereby.

4. The Purchase Agreement has been duly and validly authorized, executed and delivered by the City and the same is in full force and effect as of the date hereof and are valid and legally binding obligations of the City, enforceable against the City in accordance with their respective terms, except to the extent the enforceability thereof may be limited by bankruptcy, insolvency, reorganization, moratorium or similar laws relating to or affecting creditors' rights generally.

5. The Ordinance has been duly enacted at meetings of the governing body (Council) of the City which were called and held pursuant to law and in accordance with all applicable open meeting laws and at which a quorum was present and acting at the time of the enactment of the Ordinance.

6. The execution and delivery by the City of the Purchase Agreement and the performance of its obligations thereunder do not and will not result in a violation of any provision of, or in default under, the West Virginia statutes governing the City or, to the best of my knowledge after diligent inquiry and review of the City's records, any agreement or other instrument to which the City is a party or by which it or its properties are bound.

7. All actions necessary to be taken by the City have been taken, and no additional approval, authorization, consent or other order of the City or any public board or body is legally required to allow the City to enter into and perform its obligations under the Purchase Agreement or as described in the Official Statement.

8. The City is not in violation of any provision of, or in default under, West Virginia statutes governing the City.

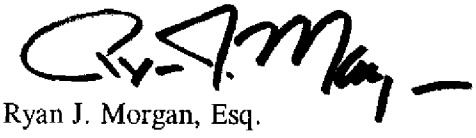
10. To the best of my knowledge, there are no legal or governmental actions, proceedings, inquiries or investigations pending or threatened by governmental authorities or to which the City is a party or of which any property of the City is subject, except as described in the Official Statement, which, if determined adversely to the City, would individually or in the aggregate (i) materially and adversely affect the validity or the enforceability of the Series 2003 Bonds or the Purchase Agreement or (ii) otherwise materially or adversely affect the ability of the City to comply with its obligations under the Purchase Agreement, or materially and adversely affect the transactions contemplated by the Official Statement to be engaged in by the City.

11. Based upon my experience as counsel for the City and on my review of the Official Statement, and after diligent inquiry, the statements and information contained in the Official Statement under the captions or subcaptions "The Series 2003 Bonds," "Security for the Series 2003 Bonds," "The System" and "Litigation" do not contain any untrue statement of a material fact or omit to st te any 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 on this opinion as if specifically addressed to them.

Very truly yours,



Ryan J. Morgan, Esq.

11/17/03
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November 21, 2003

Ross, Sinclaire & Associates, Inc.
400 Democrat Drive
Frankfort, Kentucky 40601

RE: City of Sistersville (West Virginia) Water Refunding Revenue Bonds, Series 2003

Ladies and Gentlemen:

We have acted as counsel to you (the "Underwriter") in connection with the issuance and sale by the City of Sistersville (the "City") of its Water Refunding Revenue Bonds, Series 2003, in the aggregate principal amount of $910,000 (the "Series 2003 Bonds"). In connection with rendering this opinion, we have examined the Official Statement, dated November 19, 2003, the Bond Purchase Agreement, dated November 19, 2003 (the "Purchase Agreement"), and Rule 15c2-12 of the Securities and Exchange Commission promulgated under the Securities Exchange Act of 1934, as amended (the "Rule"). Capitalized terms used but not defined herein shall have the meanings set forth in the Purchase Agreement.

Based upon foregoing review, we are of the opinion that you are not required to comply with the requirements of paragraph (b)(5) of the Rule.

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, we have reviewed certain documents to include Bond Ordinance, Approving Opinion of Steptoe & Johnson PLLC, Bond Counsel, Supplemental Opinion of Steptoe & Johnson PLLC, Bond Counsel, Opinion of Ryan J. Morgan, Esquire, Counsel to Issuer, General Certificate of Issuer, Rule 15c2-12 Certificate, Registrar's Certificate, Underwriter's Certificate, Certificate of Certified Public Accountant, and the Bond Purchase Agreement, and have participated in conferences and/or conversations with Bond Counsel in which the contents of the Official Statements were discussed. During the course of our work on this matter, nothing has come to our attention that would lead us to believe that the Official Statement (excluding therefrom the financial and statistical data included in the Official Statement, including Appendix A and Appendix B thereto as to which we express no opinion) contains any untrue statement of a material fact or omits to state a material fact necessary

in order to make the statements made therein, in light of circumstances under which they were made, not misleading.

This opinion is solely for the benefit of, and may be relied upon only by, the Underwriter; and it is not to be used, circulated, quoted or otherwise referred to for any other purpose, except that a copy hereof may be included in the transcript of closing documents pertaining to the delivery of the Series 2003 Bonds.

Sincerely yours,

COX BOWLING & JOHNSON, PLLC

By: _____
Gillard B. Johnson, III

GBJIII/lpq

CITY OF SISTERSVILLE
(WEST VIRGINIA)

Water Refunding Revenue Bonds, Series 2003

GENERAL CERTIFICATE OF ISSUER ON:

1. TERMS
2. NO LITIGATION
3. GOVERNMENTAL APPROVALS
4. PUBLIC SERVICE COMMISSION APPROVAL
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. RATES
12. DEFEASANCE OF THE SERIES 1989 A BONDS, SERIES 1989 B BONDS AND SERIES 2000 BONDS; EXCESS MONEYS
13. PUBLICATION AND PUBLIC HEARING ON BOND ORDINANCE
14. OFFICIAL STATEMENT CERTIFICATION
15. CERTIFICATIONS UNDER BOND PURCHASE AGREEMENT SECTION 6(c)(4)
16. DESIGNATION OF REGISTRAR AND PAYING AGENT
17. IRS INFORMATION RETURN
18. SPECIMEN BONDS
19. CONFLICTS OF INTEREST
20. RELIANCE
21. USE OF BOND PROCEEDS
22. COUNTERPARTS

We, the undersigned MAYOR and RECORDER of the City of Sistersville, Tyler County, West Virginia (the "Issuer") and the undersigned ATTORNEY for the Issuer, hereby certify in connection with the $910,000 aggregate principal amount of the City of Sistersville (West Virginia) Water Refunding Revenue Bonds, Series 2003 (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 set forth in the bond ordinance of the Issuer duly enacted January 22, 2003, as supplemented by a supplemental resolution duly adopted November 13, 2003 (collectively, the "Bond Legislation"), and the Bond Purchase Agreement dated November 19, 2003 (the "Bond Purchase Agreement"), by and between the Issuer and the Underwriter.

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 Net Revenues of the System or the pledge thereof 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 Bond Legislation or the Bond Purchase Agreement or any agreement or instrument relating thereto, used or contemplated by the Bond Purchase Agreement 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, Recorder 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 and payment of the Series 1989 A Bonds, the Series 1989 B Bonds and the Series 2000 Bonds, which is not set forth in the Official Statement relating to the Bonds.

3. 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.

4. PUBLIC SERVICE COMMISSION APPROVAL: A PSC Order is not required for the issuance of the Bonds for the purposes of refunding the Series 1989 A Bonds, the Series 1989 B Bonds or the Series 2000 Bonds.

5. AWARD OF BONDS; SIGNATURES: The Bonds were awarded to Ross, Sinclaire & Associates, Inc. (the "Underwriter"), upon a negotiated basis at the price of $890,000 (par amount of $910,000, less underwriter's discount of $20,000). As of the date hereof, the Bonds were duly signed by the manual signature of the Mayor of the Issuer, and the official seal of the Issuer, which seal is impressed upon this Certificate, was impressed thereon and attested by the manual signature of the Recorder of the Issuer.

6. DELIVERY AND PAYMENT: The undersigned Mayor did, on the date hereof, deliver to the Underwriter, the entire issue of the Bonds, in various denominations and numbered AR-1 to AR-6, inclusive. At the time of delivery of the Bonds, there was paid to the Issuer (or others, on behalf of the Issuer) the agreed price therefor as follows:

Par Amount	$ 910,000
Less: Underwriter's Discount	(20,000)
Total	$ 890,000

Any monies remaining in the Series 1987 A Bonds Reserve Account and the Series 1987 B Bonds Reserve Account shall be returned to the Issuer.

7. CERTIFICATION OF DOCUMENTS: There are delivered herewith true, correct and complete copies of the following documents, all of which remain in full force and effect and have not been amended, modified, supplemented, rescinded or repealed unless changed by the terms of other documents listed below:

City Charter

Bond Ordinance

Supplemental Resolution

Oaths of Office of Council Members

Rules of Procedure

Minutes on Adoption of Bond Ordinance and Supplemental Resolution

Verification Report

Official Statement

Bond Purchase Agreement

8. NO ADVERSE FINANCIAL CHANGE; INDEBTEDNESS: There has been no adverse change in the financial condition of the Issuer or the System of the Issuer since November 19, 2003. Upon defeasance of the Series 1989 A Bonds, the Series 1989 B Bonds and the Series 2000 Bonds (collectively, the "Prior Bonds") on the date hereof, 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.

9. 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 and/or operation of the System, including without limitation the imposition of rates and charges, 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 of the Issuer and all applicable statutes, including without limitation Chapter 6, Article 9A 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. All notices required to be posted or published were duly posted and published.

10. INCUMBENCY AND OFFICIAL NAME: The proper corporate title of the Issuer is "City of Sistersville" and it is a municipal corporation organized and existing under the laws of, and a political subdivision of, the State of West Virginia, in Tyler County of said State. The governing body of the Issuer is its Council consisting of 8 members. The names and terms of the office of members of Council, the Mayor and the Recorder are as follows:

Name	Date of Commencement of Office	Date of Termination of Office
William H. Rice, Mayor	March 30, 2002	April 1, 2006
Henry Bell	March 30, 2002	April 1, 2006
Dana Johnson	March 30, 2000	April 1, 2004
Charles Heinlein	March 30, 2002	April 1, 2006
Joe Jones	March 30, 2000	April 1, 2004
Russell Weekly	March 30, 2002	April 1, 2006
Douglas Williams	March 30, 2000	April 1, 2004
Michael Grimm	March 30, 2002	April 1, 2006
Jack Bowen	March 30, 2000	April 1, 2004

The duly appointed Recorder is Diane Mace. The duly appointed and acting Counsel for the Issuer is Ryan J. Morgan, Esquire, Sistersville, West Virginia.

11. RATES: The Issuer has duly enacted a water rate ordinance setting rates and charges for the services of the System, which rates and charges are currently in effect. Such rate ordinance is presently in full force and effect, and the period for appeal of such rate ordinance has expired. Such rates meet the coverage requirements set forth in Section 6.04 of the Bond Ordinance.

12. DEFEASANCE OF THE SERIES 1989 A BONDS, SERIES 1989 B BONDS AND SERIES 2000 BONDS; EXCESS MONEYS: As of the date of hereof, the Series 1989 A Bonds, the Series 1989 B Bonds and the Series 2000 Bonds have been prepaid and refunded and the liens and pledges securing the Series 1989 A Bonds, the Series 1989 B Bonds and the Series 2000 Bonds have been discharged and defeased.

Any excess moneys in the Series 1989 A Bonds Debt Service Reserve Fund, the Series 1989 B Bonds Debt Service Reserve Fund and the Series 2000 Bonds Reserve Fund, over the total required to pay the Series 1989 A Bonds, the Series 1989 B Bonds and the Series 2000 Bonds, respectively, on the Redemption Date, will be returned to the Issuer.

13. PUBLICATION AND PUBLIC HEARING ON BOND ORDINANCE: Upon adoption of the Bond Ordinance, an abstract thereof, determined by the Council of the Issuer to contain sufficient information as to give notice of the contents thereof, was published once each week for 2 successive weeks, with not less than 6 full days between each publication, the first such publication occurring not less than 10 days before the date stated below for the public hearing, in The Tyler Star News, a newspaper of general circulation in the City of Sistersville, together with a notice to all persons concerned, stating that the Bond Ordinance had been adopted and that the Issuer contemplated the issuance of the Bonds described in such Ordinance, stating that any person interested may appear before the Council at the public hearing held at a public meeting of Council on the 22nd day of January, 2003 at 7:00 p.m., in the Municipal Building of the City of Sistersville, stating that a certified copy of the Ordinance was on file at the office of the Recorder of the Issuer for review by interested parties during the office hours of the Recorder. At such hearing all objections and suggestions were heard by the Council of the Issuer and the Bond Ordinance became finally adopted, enacted and effective as of the date of such public hearing, and remains in full force and effect.

14. 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 the light of the circumstances under which they were made, not misleading.

15. CERTIFICATIONS UNDER BOND PURCHASE AGREEMENT SECTION 6(c)(4): In addition to the foregoing, the undersigned hereby certify, as of the date hereof, that: ('i) the Issuer has duly performed all of its obligations to be performed at or prior to the Closing and that each of its representations and warranties contained in the Bond Purchase Agreement are true as of the Closing, (ii) the Issuer has authorized, by all necessary action, the execution, delivery, receipt and due performance of the Bonds, the Bond Legislation, and any and all such other agreements and documents as may be required to be executed, delivered and received by the Issuer in order to carry out, give effect to and consummate the transactions contemplated hereby and by the Official Statement, (iii) to our knowledge no litigation is pending, or to our knowledge threatened, to restrain or enjoin the

issuance or sale of the Bonds or in any way affecting any authority for or the validity of the Bonds, the Bond Legislation or the Issuer's existence or powers or the Issuer's right to use the proceeds of the Bonds to refund the Prior Bonds, and (iv) the execution, delivery, receipt and due performance of the Bonds, the Bond Legislation and the other agreements contemplated by the Bond Purchase Agreement and the Official Statement under the circumstances contemplated thereby and the Issuer's compliance with the provisions thereof will not conflict with or constitute on its part a breach of or a default under any existing law, court or administrative regulation, decree or order or any agreement, indenture, mortgage, lease or other instrument to which it is subject or by which it is or may be bound.

16. DESIGNATION OF REGISTRAR, PAYING AGENT AND DEPOSITORY BANK: The Issuer hereby confirms the appointment of Fifth Third Bank, Cincinnati, Ohio, as Registrar, the West Virginia Municipal Bond Commission as Paying Agent, and Union Bank, Sistersville, West Virginia, as Depository Bank.

17. IRS INFORMATION RETURN: On the date hereof, the undersigned Mayor did officially sign a properly completed IRS Form 8038-G and will cause such executed Form 8038-G to be filed in a timely manner with the Internal Revenue Service Center, Ogden, Utah. The information set forth in such Form 8038-G is true, correct and complete in all respects.

18. SPECIMEN BONDS: Delivered concurrently herewith are true and accurate specimens of the Bonds.

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

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

21. USE OF BOND PROCEEDS: The proceeds of the Series 2003 Bonds not used to currently refund the Series 1989 A Bonds, the Series 1989 B Bonds, the Series 2000 Bonds, fund a reserve account for the Series 2003 Bonds, to pay costs of issuance of the Series 2003 Bonds and other costs in connection with such refunding, and all moneys returned to the Issuer by the Commission from the Series 1989 A Bonds Sinking Fund and the Series 1989 A Bonds Reserve Account therein, the Series 1989 B Bonds Sinking Fund and the Series 1989 B Bonds Reserve Account therein, and the Series 2000 Bonds Sinking Fund and the Series 2000 Bonds Reserve Account therein, shall be expended on capital projects of the Issuer within not more than six (6) months of November 21, 2003.

22. 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 CITY OF SISTERSVILLE on this 21st day of November, 2003.

[CORPORATE SEAL]

Signature	Official Title
_____	Mayor
_____	Recorder
_____	Attorney

11/17/03
827720.00002

WITNESS our signatures and the official corporate seal of the CITY OF SISTERSVILLE on this 21st day of November, 2003.

[CORPORATE SEAL]

Signature	Official Title
_____	Mayor
_____	Recorder
_____	Attorney

11/17/03
827720.00002

CH581541.1

CITY OF SISTERSVILLE
(WEST VIRGINIA)

Water Refunding Revenue Bonds, Series 2003

TAX AND NON-ARBITRAGE CERTIFICATE

The undersigned, Mayor of the City of Sistersville (the "Issuer"), being the official of the Issuer duly charged with the responsibility for the issuance of the $910,000 Water Refunding Revenue Bonds, Series 2003, of the Issuer, dated November 21, 2003 (the "Bonds"), hereby certifies as follows, all capitalized terms used herein and not otherwise defined herein shall have the same meanings set forth in the Bond Ordinance enacted by the Issuer on January 22, 2003, as supplemented (collectively, the "Ordinance"), pursuant to which the Bonds are issued:

A. DEFINITIONS

The following words and phrases shall have the following meanings or such other meanings as may be required under the Code or the Regulations. Any capitalized word or term used herein but not defined herein shall have the meaning set forth in the Ordinance.

"**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 Bonds for the immediately preceding Bond Year.

"**Bond Act**" means Article 19 of Chapter 8 of the Code of West Virginia of 1931, as amended.

"**Bond Counsel**" means the law firm or firms delivering its or their approving opinion or opinions with the respect to the issuance of the Bonds and the exclusion of interest on the Bonds from gross income for the purposes of federal income taxation.

"**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, or such other period as shall be determined by the Issuer, except that the first Bond Year shall begin on the Closing Date.

"**Bond Yield**" means the yield of the Bonds, calculated in accordance with the provisions of Section 1.148-4 of the Regulations.

"**Code**" means the Internal Revenue Code of 1986, as amended, and all rulings and regulations promulgated thereunder.

"**Computation Date**" means each Installment Computation Date and the Final Computation Date.

"**Computation Date Credit**" means $1,000.00. Only one Computation Date Credit for each Computation Date is permitted for the Bonds.

"**Costs of Issuance**" means all costs incurred in connection with the issuance of the Bonds within the meaning of Section 147(g) of the Code. Examples of costs of issuance include (but are not limited to):

(a) underwriters' spread (whether realized directly or derived through purchase of the Bonds at a discount below the price at which a substantial number of Bonds are sold to the public);

(b) counsel fees (including Bond Counsel, Underwriters' Counsel, Issuer's Counsel, Insurance Company's Counsel, and any other specialized counsel fees incurred in connection with the issuance of the Bonds);

(c) financial advisor fees incurred in connection with the issuance of the Bonds;

(d) trustee fees and registrar fees;

(e) paying agent, disbursement agent, and certifying and authenticating agent fees related to issuance of the Bonds;

(f) accountant fees related to issuance of the Bonds;

(g) printing costs (for the Bonds and of preliminary and final offering materials); and

(h) costs incurred in connection with any required public approval process (e.g., publication costs for public notices generally and costs of the public hearing or voter referendum).

"**Date of Issue**" means November 21, 2003.

"**Discharged**" means, 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.

"**Fair Market Value**" of an Investment means 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) Safe Harbor for Establishing Fair Market Value for Guaranteed Investment Contracts and Investments Purchased for a Yield Restricted Defeasance Escrow. 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 reserves at least three (3) bona fide bonds 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) Safe Harbor for Establishing Fair Market Value for 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 (i) the yield on reasonably comparable direct obligations of the United States; and (ii) the highest yield that is published or posted by the provider to be currently available on reasonably comparable certificates of deposit offered to the public.

"**Final Computation Date**" means the date on which the last Bond is Discharged.

"**Future Value**" means 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**" means Proceeds and Replacement Proceeds of the Bonds within the meaning of the Regulations.

"**Installment Computation Date**" means the last day of the fifth Bond Year and each succeeding fifth Bond Year.

"**Investment**" means any security, obligation, annuity contract, or investment type property as defined in section 148(b) of the Code.

"**Investment Proceeds**" means any amounts actually or constructively received from investing Proceeds of an issue of bonds.

"**IRS**" means the Internal Revenue Service.

"**Issue Price**" means $910,000 being the initial offering price to the public at which price a substantial amount of the Bonds is sold, and includes accrued interest on the Bonds. For this purpose, ten percent (10%) is a substantial amount, and the term "the public" does not include bond houses, brokers, or similar persons or organizations acting in the capacity of underwriters or wholesalers. The Issue Price generally is the first price at which the Bonds are sold to the public, and the issue price will not change if part of the issue is subsequently sold at a different price. The Issue Price of bonds that are not substantially identical is determined separately. The Issue Price of a bond issue for which a bona fide public offering is made is determined as of the sale date based on reasonable expectations regarding the initial public offering price. The Issue Price of the Bonds may not exceed their fair market value as of the sale date.

"**Net Sale Proceeds**" means Sale Proceeds less the amount of those Sale 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**" means any Investment that is not acquired to carry out the governmental purpose of an issue.

"**Payment**" means 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**" means 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 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**" means any Sale Proceeds, Investment Proceeds, and Transferred Proceeds of an issue of bonds. Proceeds do not include amounts that are actually or constructively received that with respect to an Investment that is acquired for the governmental purpose of an issue that are 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).

"**Rebate Amount**" means, in respect of the bonds, the amount determined pursuant to the Code and Regulations in accordance with section E(1) hereof. Generally, under the Regulations, the rebate amount, as of any date, equals the excess of the Future Value of all Receipts with respect to Nonpurpose Investments allocated to the Gross Proceeds of the Bonds over the Future Value of all the Payments with respect to such Nonpurpose Investments computed in accordance with the Regulations.

"**Rebate Analyst**" means the entity or person chosen by the Issuer in accordance with Section E(3) hereof to determine the Rebate Amounts.

"**Rebate Payment Date**" means 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.

"**Receipt**" means 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) of the Regulations for purposes of computing Yield on an Investment.

"**Regulation**" or "**Regulations**" means the temporary, proposed or final Income Tax Regulations promulgated by the Department of the Treasury that are applicable to the Bonds.

"**Replacement Proceeds**" means 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**" means amounts actually or constructively received from the sale of an issue of bonds (including amounts used to pay underwriter's discount and compensation and accrued interest other than pre-issuance accrued interest). Sale Proceeds also include, but are not limited to, amounts derived from the sale of a right that is associated with a Bond and that is described in Section 1.148-4(b)(4) of the Regulations.

"**Series 2003 Bonds**" means the Issuer's Water Refunding Revenue Bonds, Series 2003, dated November 21, 2003.

"**Tax-Exempt Bond**" means 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.

"**Transferred Proceeds**" means 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**" means amounts that have ceased to be allocated to the Series 2003 Bonds and are treated as Transferred Proceeds of the Bonds.

"**Underwriter**" means Ross, Sinclaire & Associates, Inc., Frankfort, Kentucky.

"**Universal Cap**" means the maximum value of Nonpurpose Investments which may be allocated to the 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**" means the date on which the value of the Universal Cap and the Nonpurpose Investments allocable to the 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 Prior bonds) and a refunding issue (i.e., the 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**" means 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**" means the yield computed under section 1.148-4 of the Regulations for the Bonds, and the yield computed under Section 1.148-5 of the Regulations for an Investment.

"**Yield Restricted Investments**" means 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.

B. GENERAL

1. This certificate is being executed and delivered pursuant to Section 148 of the Internal Revenue Code of 1986, as amended, and regulations promulgated thereunder (the "Code"). I am an officer of the Issuer charged with the responsibility of issuing the Bonds. I am familiar with the facts, circumstances, and estimates herein certified and am duly authorized to execute and deliver this certificate on behalf of the Issuer.

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

3. The Issuer has not been notified by the Internal Revenue Service of any listing or proposed listing of it as an issuer 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.

4. This certificate is based upon facts, circumstances, estimates and expectations of the Issuer in existence on November 21, 2003, the date on which the Bonds are to be physically delivered in exchange for the issue price thereof, and to the best of my knowledge and belief, the expectations of the Issuer set forth herein are reasonable.

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

6. The Bonds were sold on November 21, 2003, to Ross, Sinclaire & Associates, Inc.(the "Underwriter") for a purchase price of $890,000 (par amount of $910,000, less underwriter's discount of $20,000).

7. The Bonds are being delivered simultaneously with the delivery of this certificate and are issued for the purposes of providing monies, necessary (i) to currently refund the Series 1989 A Bonds, the Series 1989 B Bonds and the Series 2000 Bonds on November 21, 2003; (ii) to fund a reserve account for the Series 2003 Bonds; (iii) to pay the costs of acquisition and construction of certain additions, betterments and improvements to the existing public sewerage facilities of the Issuer (the "Project"); and (iv) to pay costs of issuance of the Bonds and related costs.

8. [RESERVED]

9. The face amount of the Bonds is $910,000. The sources and uses of proceeds of the Bonds and the monies transferred from the Series 1989 A Bonds Reserve Account, the Series 1989 B Bonds Reserve Account and the Series 2000 Bonds Reserve Account in connection with the refunding of the Series 1989 A Bonds, the Series 1989 B Bonds and the Series 2000 Bonds, respectively, is as follows:

Sources

Par amount of Bonds	$910,000.00
Transfer from Series 1989 A Bonds Reserve Account to Series 1989 A and Series 1989 B Bonds Reserve	35,000.00
Total Sources	$945,000.00

10. The proceeds of sale of the Bonds, together with the monies transferred from the Series 1989 A Bonds Reserve Account and the Series 1989 B Bonds Reserve Account will be applied as follows:

Uses of Funds

Discharge Series 1989 A Bonds	$226,181.35
Discharge Series 1989 B Bonds	212,285.62
Discharge Series 2000 Bonds	326,555.20
Series 2003 Bonds Reserve Account (2)	84,400.00
Underwriter's Discount	20,000.00
Costs of Issuance	40,577.83
Remit Series 1989 Bonds Reserve Account	35,000.00
TOTAL	$945,000.00

11. The Underwriter has stated, in its certificate, a copy of which is attached as EXHIBIT A - UNDERWRITER'S CERTIFICATE hereto (the "Underwriter's Certificate") that the 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 the respective prices shown on the cover page of the Official Statement for the Bonds. The yield on the Bonds, as so computed, has been determined to be 4.9736224%, based on a "purchase price" equal to the Issue Price for the Bonds (including accrued interest thereon).

C. DEFEASANCE

Concurrently with the delivery of the Series 2003 Bonds, the City will deposit the monies required to prepay and defease the Series 1989 A Bonds and the Series 1989 B Bonds with the United States Department of Agriculture, Rural Utilities Service ("RUS"), the registered owner of the Series 1989 A Bonds and the Series 1989 B Bonds. Concurrently with the delivery of the Series 2003 Bonds, the City will deposit the monies required to prepay and defease the Series 2000 Bonds with Union Bank of Tyler County ("Union Bank"), the registered owner of the Series 2000 Bonds. The monies deposited with RUS will be sufficient to pay the principal of, premium, if any, and interest on the Series 1989 A Bonds and the Series 1989 B Bonds on the Closing Date. The monies deposited with Union Bank will be sufficient to pay the principal of, premium, if any, and interest on the Series 2000 Bonds on the Closing Date.

D. THE BONDS

1. The principal amounts, interest rates, interest and principal payment dates, and debt service with respect to the Bonds are detailed in the Bonds.

ii. Using the initial offering price of the Bonds as the "purchase price" and taking into account accrued interest the yield on the Bonds is computed by the Underwriter to be 4.9736224% (the "Bond Yield").

iii. A Sinking Fund for the Bonds is created under the Ordinance. Monies deposited to the Sinking Fund (other than the Reserve Account therein), 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 Bonds. The Bonds all bear interest at a fixed interest rate and the average maturity of the Bonds is in excess of 5 years. The Sinking Fund is designed to achieve a proper matching of the Issuer's revenues and debt service on the Bonds within each Bond Year. All monies held in the Sinking Fund will be used to

pay debt service on the Bonds. All Sale Proceeds of the Bonds deposited in the Sinking Fund will constitute accrued interest on the Bonds and will be applied to pay interest on the Bonds on the first interest payment date, being June 1, 2004. The Sinking Fund qualifies as a Bona Fide Debt Service Fund and all monies in the Sinking Fund will be invested without restriction as to yield and are not subject to rebate.

iv. A Reserve Account within the Sinking Fund is created under the Ordinance in an amount equal to the Maximum Annual Debt Service on the Bonds (the "Reserve Account Requirement"). The Reserve Account is being funded by monies from the Series 2003 Bonds proceeds in the amount of $84,400. The Reserve Account Requirement is equal to the maximum annual principal and interest requirements of the Bonds, is not in excess of 10% of the stated principal amount of the Bonds and is not in excess of 125% of the average annual principal and interest requirements of the Bonds. The monies in the Reserve Account will be invested without restriction as to yield. All earnings on amounts deposited in the Reserve Account will, to the extent the yield thereon exceeds the yield on the Bonds, be subject to rebate.

v. A Renewal and Replacement Fund is created under the Ordinance, to be funded through monthly deposits of Revenues in an amount equal to 2 1/2% of the Gross Revenues of the System. Absent an Event of Default on the Bonds, and depletion in full of the Reserve Account, the Renewal and Replacement Fund is not expected to be used for the purpose of paying Debt Service on the Bonds. Such monies will be invested without restriction as to yield and are not subject to rebate.

vi. A Redemption Account is created under the Ordinance. In the event monies are deposited into the 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 Bonds, be subject to rebate. Otherwise, they will be invested without restriction as to yield and are not subject to rebate.

vii. A Costs of Issuance Fund is created under the Ordinance to be funded from proceeds of the Bonds in the amount of $40,577.83, to pay costs of issuance of the Bonds. All such amounts shall be fully expended within 6 months from the date hereof. Pending such disbursement, such monies will be invested without restriction as to yield and are not subject to rebate.

viii. A Construction Fund is created under the Ordinance to be funded only from remaining proceeds of the Bonds to pay costs of the Project. All

such amounts shall be fully expended within 6 months from the date hereof. Pending such disbursement, such monies will be invested without restriction as to yield and are not subject to rebate. Work with respect to the acquisition and construction of the Project will commence shortly and will proceed with due diligence to completion. Acquisition and construction of the Project is expected to be completed within 6 months. All proceeds of the Bonds designated for the Project will be expended within 6 months from the date of issuance thereof. The Project will be operated solely for a public purpose as a local governmental activity of the Issuer. The Issuer expects no part of the Project financed by proceeds of the Bonds will be sold or otherwise disposed of prior to the last maturity date of the Bonds. None of the proceeds of the Bonds will be used to reimburse the Issuer for costs of the Project previously incurred and paid by the Issuer with its own funds.

Except for the proceeds of the Bonds designated for the Project, no other funds of the Issuer will be available to meet costs of the Project, which would constitute "replacement proceeds" within the meaning of Treas. Reg. § 1.148-1(c), inasmuch as (i) the Issuer does not reasonably expect that the term of the Bonds is longer than is reasonably necessary for the governmental purposes of the Issuer, (ii) the weighted average maturity of the Bonds does not exceed 120% of the average expected economic life of the Project, and (iii) there are no amounts that have a sufficiently direct nexus to the Bonds or to the governmental purpose of the Bonds to conclude that the amounts would have been used for that governmental purpose if the proceeds of the Bonds were not used or to be used for that governmental purpose.

ix. Other than the funds and accounts described above, there are no other funds or accounts of the Issuer which (i) are reasonably expected to be used to pay Debt Service on the Bonds or which are pledged as collateral to secure repayment of Debt Service on the Bonds and (ii) for which there is a reasonable assurance that amounts therein will be available to pay Debt Service on the Bonds.

x. Accrued interest with respect to the Bonds in an amount less than 6 month's interest on the Bonds will be applied within one year from the date hereof toward the payment of interest first due on the Bonds, as detailed in the Schedules. Pending such disbursement, such monies will be invested without restriction as to yield.

E. REBATE OF EXCESS ARBITRAGE

1. Rebate Fund; Calculation of Rebate Amount.

(a) 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 Bond Yield, together with any income attributable to such excess. Except as provided below, and as previously set forth as excepted in Section D hereof, the Sinking Fund, the Reserve Account therein, the Costs of Issuance Fund and all other funds or accounts treated as containing Gross Proceeds are subject to this requirement.

(b) Pursuant to the Ordinance, the Issuer has created the Rebate Fund to be held by the Depository Bank. On or before 45 days following each Computation Date, an amount shall be deposited into the Rebate Fund by the Issuer so that the balance held in the Rebate Fund shall equal the aggregate Rebate Amount due as of the Rebate Payment Date following such Computation Date. Monies so deposited shall be derived from the Issuer's own funds.

(c) To meet the rebate requirements of Section 148(f) of the Code, the Issuer (or the Rebate Analyst described in Section E(3) hereof) agrees and covenants to take the following actions:

(i) For each investment of (i) amounts held in the Reserve Account, (ii) Transferred Proceeds of the Bonds, and (iii) any other monies held by the Issuer which constitute Gross Proceeds, the Issuer shall record the purchase date of such investment, its purchase price, accrued interest due on its purchase date, its face amount, its coupon rate, the frequency of its interest payment, its disposition price, accrued interest due on its disposition date and its disposition date.

(ii) For each Installment Computation Date with respect to Rebate Amounts specified in paragraph (iii) below, the Issuer shall compute the Yield on the Bonds as required by the Code and Regulations. If the Bonds are redeemed prior to their scheduled maturity, the Issuer agrees to seek the advice of Bond Counsel or other rebate expert to recompute the Yield on the Bonds as required by the Regulations.

(iii) For each Computation Date, the Issuer shall determine the amount of earnings received on all Nonpurpose Investments described in paragraph (i) above this section E(1)(c)

that are allocable to Gross Proceeds of the Bonds. In addition, where Nonpurpose Investments are retained by the Bond Commission after retirement of the Bonds, any unrealized gains or losses as of the date of retirement of the Bonds must be taken into account in calculating the earnings on such Nonpurpose Investments to the extent required by the Regulations.

(iv) In determining the Nonpurpose Investments that are allocable to Gross Proceeds of the Bonds, the Issuer shall consider the allocation rules set forth in the Regulations, including the rules relating to the Universal Cap. In general, the Universal Cap represents the maximum value of Nonpurpose Investments that may be allocated to an issue of bonds and is determined by reference to the Value of all the outstanding bonds of the issue.

(v) For each Computation Date, the Issuer shall calculate for each Nonpurpose Investment described in paragraph (iii) above, an amount equal to the earnings which would have been received on such Nonpurpose Investment at an interest rate equal to the Yield on the Bonds as described in paragraph (ii) above. The method of calculation shall follow that set forth in the Regulations.

(vi) In determining the amount of any rebate computed pursuant to this section, all earnings on any Bona Fide Debt Service Fund to the extent such earnings do not exceed $100,000 in any Bond Year shall not be taken into account.

(vii) For each Computation Date, the Issuer shall calculate the Rebate Amount (computed from the Issue Date of the Bonds to each such Computation Date) by any appropriate method provided in the Code and Regulations that is applicable to the Bonds, taking into account any computation credit allowed thereunder. In determining the Rebate Amount, the Issuer shall account for the amounts determined under paragraphs (iii), (iv), and (v) above.

(viii) If the Rebate Amount exceeds the amount on deposit in the Rebate Account, the Issuer shall immediately pay that amount, or cause that amount to be paid, into the Rebate Account.

2. Payment to United States. (a) Installment Computation Dates. Unless the 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 Bonds, is equal to not less than ninety percent (90%) of the Rebate Amount (computed from the date of issuance of the Bonds to each such Installment Computation Date).

(b) Final Computation Date. The Issuer shall pay to the United States, not later than sixty (60) days after the last outstanding Bonds are paid or redeemed, one hundred percent (100%) of the Rebate Amount for the Final Computation Date (computed from the date of issuance of the Bonds to the Final Computation Date).

(c) Mailing of Rebate Payment. Each Payment of an installment shall be mailed to the Internal Revenue Service Center, Philadelphia, Pennsylvania 19255. Each payment shall be accompanied by (i) a copy of IRS Form 8038-T, and (ii) the CUSIP number for the Bond with the latest maturity.

(d) Excess Balance in Rebate Fund; Excess Rebate Payments. If on the Rebate Payment Date the balance on deposit in the Rebate Fund is in excess of the Rebate Amount attributable to the Bonds, such excess may be withdrawn by the Issuer from the Rebate Fund. The Issuer may direct that any overpayment of rebate may be recovered from any rebate payment previously made to the United States under any procedure that may be permitted by the Code or the Regulations.

(e) Recordkeeping. In connection with the rebate requirement, the Issuer shall maintain (or cause to be maintained) the following records:

(i) The Issuer shall record all amounts paid to the United States pursuant to Section E(2) hereof.

(ii) The Issuer shall retain records of the rebate calculations until six years after the Final Computation Date.

(iii) The Issuer shall keep and record the data described in Section E(1)(c) hereof pertaining to the investment of the proceeds of the Bonds until six years after the Final Computation Date.

3. Rebate Analyst. (a) A Rebate Analyst shall be appointed to perform the rebate calculations, as required herein.

(b) The Issuer may rely conclusively upon the opinions, calculations, determinations, directions and advice of the Rebate Analyst. The charges and fees for such Rebate Analyst shall be paid by the Issuer upon presentation of an invoice for services rendered in connection therewith.

4. Failure to Pay Rebate Amounts. In the event the Issuer fails to pay at the proper time and in the proper amounts, any Rebate Amount, it will pay the rebate amount plus interest within 180 days after discovery of such failure as set forth in Section 1.148-3(h)(3) of the Regulations. Notwithstanding the foregoing, in the event the Issuer fails to pay at the proper time and in the proper amount any Rebate Payment or correction amount, it hereby covenants and agrees to pay any penalty required by Internal Revenue Service in lieu of a declaration of taxability on the Bonds.

5. Small Issuer Exception. The Bonds do not qualify for the Small Issuer Exception to the payment of rebate created in Section 148(f)(4)(D) of the Code.

F. MISCELLANEOUS

1. The amount designated as "Cost of Issuance" of the Bonds consists only of costs which are directly related to and necessary for the issuance of the Bonds and refunding of the Series 2003 Bonds.

2. The Issuer shall file Form 8038-G in a timely fashion with the Internal Revenue Service Center, Ogden, Utah. The Form 8038-G attached hereto as EXHIBIT B - FORM 8038-G is, to the best of my knowledge, true and correct, and may be relied upon by Bond Counsel.

3. None of the proceeds of the Bonds will be used (directly or indirectly) in any trade or business carried on by, or will be used to make or finance loans to, any person who is not a governmental unit.

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

5. The Issuer shall use the proceeds of the Bonds solely to current refund the Series 1989 A Bonds, the Series 1989 B Bonds and the Series 2000 Bonds, each to their redemption date; to fund a Reserve Account for the Bonds; to pay the costs of acquisition and construction of the Project; and to pay costs of issuance thereof.

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

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

8. The Issuer has not entered and will not enter into any transaction to reduce the Yield on an investment of the Gross Proceeds of the Bonds so as to cause the amount to be rebated to the United States Treasury to be less than it would have been had the transaction been at arm's length and the Yield on the Bonds not been relevant to either party to the transaction, and that all investments of Gross Proceeds will be made on an arm's length, Fair Market Value basis.

9. On each Valuation Date, the Issuer agrees to value the Universal Cap and the Nonpurpose Investments allocable to the Bonds thereunder in accordance with the Regulations. Notwithstanding anything herein to the contrary, the failure to perform the determination of Nonpurpose Investments allocable to the Bonds as of a Valuation Date shall not be considered a violation of this provision if the application of the Universal Cap would not result in a reduction or reallocation of Gross Proceeds of an issue.

10. [RESERVED]

11. No portion of the proceeds of the Bonds will be used directly or indirectly to replace funds of the Issuer or other related governmental agency that have been 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 Bonds.

12. In connection with the 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 and Arbitrage Certificate), including without limitation any arrangement under which money, securities, or obligations are pledged directly or indirectly to secure the Bonds or any contract securing the Bonds or any arrangement providing for compensating or minimum balances to be maintained by the Issuer or related governmental agencies with any registered owner of the Bonds.

13. The 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.

14. 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 Bonds or which will be paid directly or indirectly from proceeds of the sale of the Bonds.

15. Gross Proceeds of the Bonds, other than gross proceeds that are allocable to:

(a) the payment of principal of, interest on, and redemption premium for the Series 1989 A Bonds, the Series 1989 B Bonds and the Series 2000 Bonds;

(b) the payment of the Costs of the Project;

(c) the payment of the Costs of Issuance of the Bonds;

(d) the payment of administrative costs allocable to repaying the Series 2003 Bonds, or carrying and repaying the Bonds, or the reasonable investments of Proceeds of the Bonds;

(e) Transferred Proceeds allocable to expenditures for governmental purpose of the Series 2003 Bonds;

(f) amounts deposited in the Sinking Fund (including investment earnings thereon) to pay debt service on the Bonds; and

(g) qualified guarantee fees (within the meaning of the Regulations) for the Bonds or the Series 2003 Bonds;

will not exceed 1% of the Sale Proceeds from the Bonds.

16. The issuance of the Bonds will not involve the use of a "device" or an "abusive transaction" within the meaning of Section 149(d)(4) of the Code and the Regulations thereunder.

17. The Issuer covenants to comply with all requirements of the Code that must be satisfied subsequent to the issuance of the Bonds in order that the interest thereon be and continue to be excludable from gross income for federal income tax purposes.

18. The Issuer will rebate to the United States the amount, if any, required by the Code and to take all steps necessary to make such rebates. 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, and take all other actions required of it in order to maintain the exclusion of interest on the Bonds from gross income for federal income tax purposes. The Issuer does not qualify for the Small Issuer Exception to the payment of rebate created in Section 148(f)(4)(D) of the Code with respect to the Bonds.

19. The Issuer has retained the right to amend the Ordinance authorizing the issuance of the Bonds if such amendment is necessary to assure compliance with Section 148(f) of the Code or as may otherwise be necessary to assure the exclusion of interest on the Bonds from the gross income of the holders thereof.

20. The Issuer shall comply with all yield restrictions on Bond proceeds as set forth in the Code.

21. The Issuer covenants and agrees to comply with the rebate requirements of the Code if not exempted therefrom, and with all other requirements of the Code necessary, proper or desirable to maintain the tax-exempt status of the Bonds and the interest thereon. In addition, the Issuer covenants to comply with all Regulations from time to time in effect and applicable to the Bonds as may be necessary in order to fully comply with Section 148(f) of the Code, and 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 the Ordinance.

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

23. Under section 1.148-2(b) of the Regulations, an officer of the Issuer must certify the issuer's expectations as of the issue date. In accordance therewith, the undersigned Chairman of the Issuer hereby in good faith certifies that the representations and covenants set forth in this Certificate constitute the reasonable expectations of the Issuer as of the Issue Date. Accordingly, the representations and covenants set forth herein are intended and may be relied upon as the certification described in section 1.148-2(b) of the Regulations and are being delivered as part of the record of proceedings in connection with the issuance of the Bonds.

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

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

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

27. Notwithstanding any other provision hereof, any provision of this Tax and Arbitrage Certificate shall be amended at any time and such amendment shall be complied with, upon receipt by the Issuer of an opinion of Bond Counsel that such amendment is necessary or permissible under the then current Code and Regulations and is either necessary to or will not adversely affect the excludability of interest on the Bonds from gross income of the recipients thereof for federal income tax purposes.

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

WITNESS my signature this 21st day of November, 2003.

CITY OF SISTERSVILLE

Mayor

11/19/03
827720.00002

EXHIBIT A

UNDERWRITER'S CERTIFICATE

[Included in Transcript as Document No. 22]

EXHIBIT B

IRS FORM 8038-G

[Included in Transcript as Document No. 34]

CITY OF SISTERSVILLE
(WEST VIRGINIA)

Water Refunding Revenue Bonds, Series 2003

RULE 15c2-12 CERTIFICATE

The undersigned hereby certifies and represents to Ross, Sinclaire & Associates, Inc. (the "Original Purchaser") that he is the duly elected Mayor of the City of Sistersville (West Virginia) (the "City"), authorized to execute and deliver this Certificate and further certifies on behalf of the City that:

(1) This Certificate is delivered to enable the Original Purchaser to comply with Rule 15c2-12 under the Securities Exchange Act of 1934, as amended (the "Rule"), in connection with the issuance of the City of Sistersville (West Virginia) Water Refunding Revenue Bonds, Series 2003 (the "Bonds");

(2) In connection with the issuance of the Bonds, there has been prepared an Official Statement, dated November 17, 2003, setting forth information concerning the Bonds and the issuer of the Bonds (the "Official Statement");

(3) As used herein, "Permitted Omissions" shall mean the offering price(s), interest rate(s), aggregate principal amount, principal amount per maturity, delivery dates, ratings and other terms depending on such matters, all with respect to the Bonds;

(4) The Official Statement with such changes as have been agreed to by the parties is, except for the Permitted Omissions, deemed final within the meaning of the Rule as of this date, and the information therein is accurate and complete except for the Permitted Omissions;

(5) If, at any time prior to the award of Bonds, any event occurs as a result of which the 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 Original Purchaser thereof; and

(6) The City has delivered to the Original Purchaser a final Official Statement pursuant to paragraph (b)(3) of the Rule.

IN WITNESS WHEREOF, I have hereunto set my hand as of this November 17, 2003.

CITY OF SISTERSVILLE

By: _____
Its: Mayor

11/17/03
827720.00002

CITY OF SISTERSVILLE
(WEST VIRGINIA)

Water Refunding Revenue Bonds, Series 2003

REGISTRAR'S CERTIFICATE

Fifth Third Bank, Cincinnati, Ohio (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 Ordinance of the City of Sistersville (the "Issuer") enacted January 22, 2003, as supplemented (collectively the "Ordinance"):

1. The Bank is a state banking corporation duly organized, validly existing, and in good standing under the laws of the United States of America, 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 Ordinance and to serve in the capacity of Registrar under the Ordinance.

1. 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 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.

2. 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.

3. 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
Fred T. Overbeck	Assistant Vice President and Senior Trust Officer	

5. There have been filed with the Bank all of the documents listed in Section 3.12 of the 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 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 21st day of November, 2003.

FIFTH THIRD BANK

By: _____
Its: Authorized Officer

11/17/03
827720.00002

CH581596.1

EXHIBIT A - SERIES 2003 BOND TERMS

TERM BONDS

MATURITY SCHEDULE

$20,000 Serial Bonds

Maturity	Principal Amount	Interest Rate	Price or Yield	CUSIP
2004	$20,000	3.35%	3.35%	829794 AA4

$125,000	3.35%	Series 2003 Serial Bonds due June 1, 2007 at 3.35%	829794 AB2
$140,000	4.25%	Series 2003 Term Bonds due June 1, 2010 at 4.25%	829794 AC0
$155,000	4.65%	Series 2003 Term Bonds due June 1, 2013 at 4.65%	829794 AD8
$245,000	5.00%	Series 2003 Term Bonds due June 1, 2017 at 5.00%	829794 AE6
$225,000	5.50%	Series 2003 Term Bonds due June 1, 2020 at 5.50%	829794 AF3

CITY OF SISTERSVILLE
(WEST VIRGINIA)

Water Refunding Revenue Bonds, Series 2003

UNDERWRITER'S CERTIFICATE

The undersigned Murray Sinclaire, Jr., President of Ross, Sinclaire & Associates, Inc. (the "Underwriter"), for and on behalf of the Underwriter, as purchaser of the above-captioned Bonds (the "Bonds"), hereby certifies 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 Bond Purchase Agreement dated November 19, 2003, by and between the City of Sistersville (the "Issuer") and the Underwriter, at initial offering prices no higher than, or yields no lower than, those shown on the cover of the Official Statement dated November 17, 2003, relating to the Bonds (the Bonds are dated as of the date hereof and, thus, no accrued interest will be paid by the Issuer). 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.

(b) The level of funding of the Reserve Account established by the Ordinance 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 Gross Revenues or increase in operating expenses. The amount to be maintained in the Reserve Account ($84,400) is equal to the maximum annual debt service on the Bonds and is less than 10% of the face amount of the Bonds, and is less than 125% of the average annual debt service on the Bonds.

(c) The weighted average maturity of the Bonds is 9.786020 years.

(d) The remaining weighted average maturity of the Series 1989 A Bonds is 16.421416 years. The remaining weighted average maturity of the Series 1989 B Bonds is 16.421416 years. The remaining weighted average maturity of the Series 2000 Bonds is 3.595871 years.

(e) The net interest cost on the Bonds is 5.2421379% and the yield on the Bonds is 4.9736224%.

(f) This certificate may be relied upon by the Issuer with respect to completion of its Tax and Non-Arbitrage Certificate and IRS Form 8038-G relating to the Bonds, and by Steptoe & Johnson PLLC in rendering their tax opinion with respect to the Bonds.

Dated this 21st day of November, 2003.

ROSS, SINCLAIRE & ASSOCIATES, INC.

By: _____
Its: Senior Vice President

11/17/03
827720.00002

CH581606.1

Griffith & Associates

Certified Public Accountants & Consultants

November 21, 2003

City of Sistersville
Water Refunding Revenue Bonds, Series 2003

City of Sistersville
Sistersville, West Virginia

Ross, Sinclaire & Associates, Inc.
Cincinnati, Ohio

West Virginia Water Development Authority
Charleston, West Virginia

Steptoe & Johnson PLLC
Charleston, West Virginia

Ladies and Gentlemen:

In connection with the issuance and delivery of the above-captioned bonds (the "Series 2003 Bonds"), a portion of the proceeds of which will be used to prepay and current refund The City of Sistersville's (the "Issuer") (i) Water Revenue Bonds, Series 1989 A (the "Series 1989 A Bonds"), (ii) Water Revenue Bonds, Series 1989 B (the "Series 1989 B Bonds") and (iii) Water Revenue Bonds, Series 2000 (the "Series 2000 Bonds"), I have reviewed the debt service schedules (copies of which are attached hereto and incorporated herein by reference) for the Series 1989 A Bonds, the Series 1989 B Bonds, the Series 2000 Bonds, and the Series 2003 Bonds and, based upon such review, I hereby certify that the savings to be achieved by such refunding will be approximately $94,378, determined by deducting $1,272,427, the total debt service on the Series 2003 Bonds from $1,332,742, the aggregate amount of the total debt service remaining on the Series 1989 A Bonds, the Series 1989 B Bonds and the Series 2000 Bonds and reflecting approximately $34,063 in debt reserve account release from the former issues.

I have also reviewed the water rates of the Issuer, as adopted by the Issuer pursuant to an ordinance enacted November 20, 2002, and the current operating expenses and customer usage as provided by the Issuer. It is my opinion that such rates are sufficient (i) to provide for all operating expenses of the waterworks system of the Issuer (the "System"), and (ii) to leave a balance each year equal to at least 115% of the maximum amount required in any year for the payment of principal of and interest on the Series 2003 Bonds proposed to be issued on November 21, 2003.

It is my further opinion that the Net Revenues actually derived from the System during any 12 consecutive months within the 18 months immediately preceding the date of the actual issuance of the Series 2003 Bonds are not less than 115% of the largest aggregate amount that will mature and become due in any succeeding fiscal year for principal of and interest on the Series 2003 Bonds.

Very truly yours,

Michael D. Griffith, CPA
Griffith & Associates

Michael D. Griffith, CPA
michaelgriffithcpa@msn.com

950 Little Coal River Road Alum Creek, WV 25003
Phone: (304) 756.3600 Facsimile: (304) 756.2911

RESERVED

RESERVED

CITY OF SISTERSVILLE
(WEST VIRGINIA)

Water Refunding Revenue Bonds, Series 2003

RECEIPT AND RELEASE

The undersigned duly authorized representative of Union Bank, Inc., Sistersville, West Virginia (the "Bank"), the holder of The City of Sistersville Water Revenue Bonds, Series 2000, dated June 29, 2000, issued in the original aggregate principal amount of $430,000, hereby certifies and declares that on the date hereof, the Bank received from The City of Sistersville (the "City") the sum of Three Hundred Twenty Six Thousand Five Hundred Fifty-Five Dollars and 20/100 ($326,555.20) and that such sum is sufficient to pay in full the entire outstanding principal of and all interest accrued on the Series 2000 Bonds to the date hereof and to discharge all liens, pledges and encumbrances securing the Series 2000 Bonds.

Dated this 21st day of November, 2003.

UNION BANK, INC.

By: Margaret Morris VP
Its: Authorized Officer

11/17/03
827720/900002

CITY OF SISTERSVILLE
(WEST VIRGINIA)

Water Refunding Revenue Bonds, Series 2003

RECEIPT AND RELEASE

The undersigned duly authorized representative of United States Department of Agriculture, Rural Utilities Service, for and on behalf of itself and the United States of America ("RUS"), the holder of The City of Sistersville Water Revenue Bonds, Series 1989 A Bonds, dated January 25, 1989, issued in the original aggregate principal amount of $250,000 and the Water Revenue Bonds, Series 1989 B, dated January 25, 1989, issued in the original aggregate principal amount of $240,000, hereby certifies and declares that on the date hereof, RUS received from The City of Sistersville (the "City") the sum of Four Hundred Thirty Eight Thousand Four Hundred Sixty-Six Dollars and 97/100 ($438,466.97) and that such sum is sufficient to pay in full the entire outstanding principal of and all interest accrued on the Series 1989 A Bonds and the Series 1989 B Bonds to the date hereof and to discharge all liens, pledges and encumbrances securing the Series 1989 A Bonds and the Series 1989 B Bonds.

Dated this 21st day of November, 2003.

UNITED STATES DEPARTMENT OF
AGRICULTURE, RURAL UTILITIES SERVICE

Jenny G. Phillips
Its: Authorized Representative

11/17/03
627720/00002

CH041307.1

NEW ISSUE-FULL BOOK ENTRY NON-RATED

In the opinion of Bond Counsel, under existing laws, regulations, published rulings and judicial decisions, the interest on the Series 2003 Bonds (i) is excludable from gross income of the owners thereof for federal income tax purposes, assuming compliance with certain provisions described herein pertaining to the Internal Revenue Code of 1986, as amended, (ii) is not an item of tax preference for purposes of the federal alternative minimum tax imposed on individuals and corporations, and (iii) under the laws of the State of West Virginia, the Series 2003 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 2003 Bonds is exempt from personal and corporate income taxes imposed directly thereon by the State of West Virginia (see "Tax Matters" herein).

$910,000
CITY OF SISTERSVILLE (WEST VIRGINIA)
WATER REFUNDING REVENUE BONDS,
SERIES 2003

Dated: November 21, 2003 **Due:** As shown on inside front cover

The City of Sistersville (West Virginia) Water Refunding Revenue Bonds, Series 2003 (the "Series 2003 Bonds") shall be issued only as fully registered Bonds, and when initially issued, will be registered to Cede & Co., as nominee of The Depository Trust Company, New York, New York ("DTC"). Individual purchases will be made in book-entry form only and beneficial owners of the Series 2003 Bonds will not receive physical delivery of bond certificates. So long as DTC or its nominee is the registered owner of the Series 2003 Bonds, payments of the principal of and interest on the Series 2003 Bonds will be made directly to DTC. Disbursements of such payments to DTC participants is the responsibility of DTC, and disbursement of such payments to the beneficial owners is the responsibility of DTC participants (see "THE SERIES 2003 BONDS--Book-Entry Bonds" herein). The Series 2003 Bonds are subject to redemption prior to maturity as more fully stated herein.

The Series 2003 Bonds are being issued by the City of Sistersville (the "City") to provide funds, together with other moneys available therefor, (i) to currently refund the City's Water Revenue Bonds, Series 1989 A; (ii) to currently refund the City's Water Revenue Bonds, Series 1989 B; (iii) to currently refund the City's Water Revenue Bonds, Series 2000; (iv) to fund the Series 2003 Bonds Reserve Account; and (v) to pay all costs of issuance and related costs.

The Series 2003 Bonds are payable from and secured by the Gross Revenues derived from the existing waterworks system of the City and any additions, betterments and improvements thereto and from funds on deposit in the Sinking Fund and the Reserve Account established therefor. The Series 2003 Bonds do not constitute an indebtedness of the City within the meaning of any constitutional, statutory or charter provisions or limitations, and the City shall not be obligated to pay the Series 2003 Bonds, any premium or the interest thereon, except from such Gross Revenues and such funds on deposit for the Series 2003 Bonds. Neither the credit nor the taxing power of the City shall be deemed to be pledged to, nor shall a tax ever be levied for, the payment of the principal of or the premium, if any, or interest on the Series 2003 Bonds.

The City has designated the Series 2003 Bonds "qualified tax-exempt obligations" and has covenanted that it does not reasonably expect to issue more than $10,000,000 of tax-exempt obligations (other than private activity bonds) during the calendar year 2003. Therefore, the Series 2003 Bonds are "qualified tax-exempt obligations" within the meaning of Section 265(b)(3) of the Code, and the provision of the Code which disallows all deductibility of interest expense incurred by financial institutions on debt incurred or to purchase or carry most tax-exempt obligations does not apply to the Series 2003 Bonds; accordingly, 80% of the interest expense of a financial institution incurred for the purpose of purchasing or carrying the Series 2003 Bonds is deductible for federal income tax purposes.

The opinions described above are subject to the condition that the City complies on a continuing basis with all requirements of the Internal Revenue Code of 1986, as amended, and regulations thereunder (the "Code") that must be satisfied subsequent to issuance of the Series 2003 Bonds for interest thereon to be or continue to be excluded from gross income for federal income tax purposes. The City has covenanted to comply with each such requirement. Failure to comply with certain of such requirements could cause the interest on the Series 2003 Bonds to be included in the gross income of the recipients thereof for purposes of federal income taxation retroactively to the date of issuance of the Series 2003 Bonds.

Fifth Third Bank, Cincinnati, Ohio, is the Registrar and the West Virginia Municipal Bond Commission, Charleston, West Virginia, is the Paying Agent. Interest on the Series 2003 Bonds is payable semiannually on each June 1 and December 1, commencing June 1, 2004. Principal of the Series 2003 Bonds is payable annually as set forth on the inside cover page.

The Series 2003 Bonds are offered when, as and if issued and received by the Underwriter, subject to prior sale, to withdrawal or modification of the offering without notice and to the unqualified approval of legality by Steptoe & Johnson PLLC, Charleston, West Virginia, Bond Counsel. Certain legal matters will be passed upon for the City by Ryan J. Morgan, Esquire, Sistersville, West Virginia, counsel to the City. Certain legal matters will be passed upon for the Underwriter by Cox Bowling & Johnson PLLC, Lexington, Kentucky, as counsel to the Underwriter.

It is expected that the Series 2003 Bonds will be available for delivery at DTC, New York, New York, on or about November 21, 2003.

R S A ROSS, SINCLAIR & ASSOCIATES

Dated: November 17, 2003

$910,000
CITY OF SISTERSVILLE (WEST VIRGINIA)
WATER REFUNDING REVENUE BONDS,
SERIES 2003

MATURITY SCHEDULE

$20,000 Serial Bonds

Maturity (June 1)	Principal Amount	Interest Rate	Price or Yield	CUSIP Number
2004	$20,000	3.35%	3.35%	829794 AA4

$125,000	3.35%	Series 2003 Serial Bonds due June 1, 2007 at 3.35%	829794 AB2
$140,000	4.25%	Series 2003 Term Bonds due June 1, 2010 at 4.25%	829794 AC0
$155,000	4.65%	Series 2003 Term Bonds due June 1, 2013 at 4.65%	829794AD8
$245,000	5.00%	Series 2003 Term Bonds due June 1, 2017 at 5.00%	829794 AE6
$225,000	5.50%	Series 2003 Term Bonds due June 1, 2020 at 5.50%	829794 AF3

This Official Statement does not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the Series 2003 Bonds in any jurisdiction in which it is unlawful to make such offer, solicitation or sale. No dealer, broker, salesman or other person has been authorized by the City or the Underwriter to give any information or to make any representations, other than as contained in this Official Statement. If given or made, such other information or representations must not be relied upon as having been authorized by any of the foregoing. The information set forth herein has been obtained from the City and other sources which are believed to be reliable but is not guaranteed as to accuracy or completeness and is not to be construed as a representation by the Underwriter. The information and any expression of opinion herein are subject to change without notice, and neither the delivery of this Official Statement nor any sale made hereunder shall under any circumstances create any implication that there has been no change in the affairs of the City, since the date hereof.

IN CONNECTION WITH THIS OFFERING, THE UNDERWRITER MAY OVER ALLOT OR EFFECT TRANSACTIONS WHICH STABILIZE OR MAINTAIN THE MARKET PRICE OF THE SERIES 2003 BONDS AT A LEVEL ABOVE THAT WHICH MIGHT OTHERWISE PREVAIL IN THE OPEN MARKET. SUCH STABILIZING, IF COMMENCED, MAY BE DISCONTINUED AT ANY TIME.

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CITY OF SISTERSVILLE

MAYOR

William H. Rice

CITY COUNCIL

Henry Bell
Dana Johnson
Charles Heinlein
Joe Jones
Russell Weekly
Douglas Williams
Michael Grimm
Jack Bowen

CITY CLERK

Diana Mace

BOND COUNSEL

Steptoe & Johnson PLLC
Charleston, West Virginia

COUNSEL TO THE CITY

Ryan J. Morgan, Esquire
Sistersville, West Virginia

UNDERWRITER

Ross, Sinclaire & Associates
Frankfort, Kentucky

UNDERWRITER'S COUNSEL

Cox Bowling & Johnson PLLC
Lexington, Kentucky

OFFICIAL STATEMENT

relating to

$910,000
CITY OF SISTERSVILLE (WEST VIRGINIA)
WATER REFUNDING REVENUE BONDS,
SERIES 2003

INTRODUCTION

This Official Statement, including the cover page and appendices, is provided for the purpose of setting forth certain information concerning the City of Sistersville (the "City"), the City's waterworks system hereinafter described and defined and the City's Water Refunding Revenue Bonds, Series 2003 (the "Series 2003 Bonds"). The Series 2003 Bonds are being issued pursuant to the Constitution and laws of the State of West Virginia (the "State"), specifically Chapter 8, Article 19 of the Code of West Virginia, 1931, as amended (the "Act"), and a bond authorizing ordinance duly enacted by the City Council on January 22, 2003, and a supplemental resolution adopted by the City Council on November 13, 2003 (collectively, the "Ordinance").

The proceeds of the Series 2003 Bonds, together with other funds available therefor, will be used (i) to currently refund the City's Water Revenue Bonds, Series 1989 A, dated January 25, 1989, originally issued in the aggregate principal amount of $250,000, of which approximately $225,000 is presently outstanding (the "Series 1989 A Bonds"); (ii) to currently refund the City's Water Revenue Bonds, Series 1989 B, dated January 25, 1989, originally issued in the aggregate principal amount of $240,000, of which approximately $213,000 is presently outstanding (the "Series 1989 B Bonds"); (iii) to currently refund the City's Water Revenue Bonds, Series 2000, dated June 29, 2000, originally issued in the aggregate principal amount of $430,000, of which approximately $326,000 is presently outstanding (the "Series 2000 Bonds"); (iv) to fund the Series 2003 Bonds Reserve Account; and (v) to pay all costs of issuance of the Series 2003 Bonds and related costs.

The Series 2003 Bonds are payable from and secured by the Gross Revenues, as defined in the Ordinance, derived from the existing waterworks system of the City and any additions, betterments and improvements thereto (the "System"), and from funds on deposit in the Series 2003 Bonds Sinking Fund and the Series 2003 Bonds Reserve Account. The Series 2003 Bonds do not constitute an indebtedness of the City within the meaning of any constitutional, statutory or charter provisions or limitations, and the City shall not be obligated to pay the Series 2003 Bonds or any premium or the interest thereon, except from such Gross Revenues and such funds on deposit for the Series 2003 Bonds. Pursuant to the Ordinance, the City has covenanted and agreed to establish and collect just and equitable rates and charges for the use of the System and the services rendered thereby. Such rates and charges shall be adequate at all times to produce Gross Revenues (i) to provide for all Operating Expenses of the System, and (ii) to leave a balance each year equal to at least 115% of the maximum amount required in any year for payment of principal of and interest, if any, on the Series 2003 Bonds and all other obligations secured by a lien on or payable from such revenues on a parity with the Series 2003 Bonds. See "SECURITY FOR THE SERIES 2003 BONDS - Rate Covenant." The payment of the principal or redemption price of and interest on the Series 1989 A Bonds, the Series 1989

B Bonds and the Series 2000 Bonds will be made as described hereinafter under the heading "FINANCING PLAN."

The City may issue additional bonds on a parity with the Series 2003 Bonds for the purpose of (i) financing the costs of acquisition or construction of additions, betterments and improvements to the System, or (ii) the refunding of any outstanding Bonds, or (iii) all of such purposes, subject, in each case, to certain tests and conditions provided for by the Ordinance (the Series 2003 Bonds and any such additional parity bonds are sometimes hereinafter referred to as the "Bonds"). See "SECURITY FOR THE SERIES 2003 BONDS - Additional Parity Bonds."

Brief descriptions of the Series 2003 Bonds, the Ordinance, the refunding of the Series 1989 A Bonds, the Series 1989 B Bonds and the Series 2000 Bonds, the System, the City and certain provisions of the Act, are set forth in this Official Statement, as well as other information contained in the appendices hereto. Such descriptions and information do not purport to be comprehensive or definitive. All references herein to the Ordinance, the Supplemental Resolution, provisions of the Act and other applicable laws of the State are qualified in their entirety by reference to each such document or law. References herein to the Series 2003 Bonds are qualified in their entirety by reference to the form thereof included in the Ordinance and the information with respect thereto included in the aforesaid documents. Capitalized terms used and not otherwise defined in this Official Statement have the respective meanings given them in the Ordinance.

FINANCING PLAN

The Series 2003 Bonds are being issued for the purposes of (i) currently refunding the Series 1989 A Bonds; (ii) currently refunding the Series 1989 B Bonds; (iii) currently refunding the Series 2000 Bonds; (iv) funding the Series 2003 Bonds Reserve Account; and (v) paying all costs of issuance and related costs. The Series 1989 A Bonds, the Series 1989 B Bonds and the Series 2000 Bonds will be redeemed on the Closing Date, being November 21, 2003. The refunding is being undertaken to effect a savings in the aggregate debt service for the City.

Concurrently with the delivery of the Series 2003 Bonds, the City will deposit the monies required to prepay and defease the Series 1989 A Bonds and the Series 1989 B Bonds with the United States Department of Agriculture, Rural Utilities Service ("RUS"), the registered owner of the Series 1989 A Bonds and the Series 1989 B Bonds. Concurrently with the delivery of the Series 2003 Bonds, the City will deposit the monies required to prepay and defease the Series 2000 Bonds with Union Bank of Tyler County ("Union Bank"), the registered owner of the Series 2000 Bonds. The monies deposited with RUS will be sufficient to pay the principal of, premium, if any, and interest on the Series 1989 A Bonds and the Series 1989 B Bonds on the Closing Date. The monies deposited with Union Bank will be sufficient to pay the principal of, premium, if any, and interest on the Series 2000 Bonds on the Closing Date.

Upon the deposit with RUS on the Closing Date of an amount sufficient to prepay and defease the Series 1989 A Bonds and the Series 1989 B Bonds, the pledge of Gross and/or Net Revenues, the monies in the funds and accounts created under the 1989 Ordinance pursuant to which the Series 1989 A Bonds and the Series 1989 B Bonds were issued and any other funds pledged by the 1989 Ordinance for the Series 1989 A Bonds and the Series 1989 B Bonds will be discharged and satisfied. Upon the deposit with Union Bank on the Closing Date of an amount sufficient to prepay and defease the Series 2000 Bonds, the pledge of Gross Revenues, the monies in the funds and accounts created under the 2000 Ordinance pursuant to which the Series 2000 Bonds were issued and any other funds pledged by the 2000 Ordinance for the Series 2000 Bonds will be discharged and satisfied.

Estimated Sources and Uses of Funds

Sources of Funds

Par Amount of Series 2003 Bonds	$ 910,000.00
Series 1989 A and Series 1989 B Bonds Reserve Account (1)	35,000.00
TOTAL	$ 945,000.00

Uses of Funds

Discharge Series 1989 A Bonds	$ 226,181.35
Discharge Series 1989 B Bonds	212,285.62
Discharge Series 2000 Bonds	326,555.20
Series 2003 Bonds Reserve Account (2)	84,400.00
Underwriter's Discount	20,000.00
Costs of Issuance	40,577.83
Remit Series 1989 Bonds Reserve Account	35,000.00
TOTAL	$ 945,000.00

(1) Certain monies in the existing reserve accounts for the Series 1989 A Bonds and the Series 1989 B Bonds held by the Depository Bank for such Prior Bonds.

(2) An amount equal to the maximum amount of principal and interest which will come due on the Series 2003 Bonds in any fiscal year.

THE SERIES 2003 BONDS

General

The Series 2003 Bonds are dated and bear interest from November 21, 2003, upon original issuance. After original issuance, any Series 2003 Bond issued prior to the first interest payment will be dated November 21, 2003. Any Series 2003 Bond issued on or subsequent to said first interest payment date will be dated as of the interest payment date next preceding the date of authentication thereof; unless the date of authentication is after the Record Date but prior to the applicable interest payment date or on such interest payment date on which interest on said Series 2003 Bond shall have been paid in full or duly provided for, in which case said Series 2003 Bond shall be dated such interest payment date; or, if interest on such Series 2003 Bond shall be in default, as shown by the records of the Registrar, as defined below, then any Series 2003 Bond issued in exchange for a Series 2003 Bond surrendered for transfer or exchange shall be dated as of the date to which interest has been paid in full. The Series 2003 Bonds will bear interest from their date, payable semiannually on each June 1 and December 1, commencing June 1, 2004, upon original issuance, at the rates per annum and will mature in the years and in the amounts set forth on the cover page of this Official Statement.

The Series 2003 Bonds will be issued as fully registered bonds, in denominations of $5,000 and integral multiples thereof for any year of maturity. Interest on the Series 2003 Bonds is payable by check or draft made payable and mailed to the owners thereof at the addresses appearing in the books kept by Fifth Third Bank, Cincinnati, Ohio, as registrar (the "Registrar"), for the registration and transfer of bonds (the "Register") as of the fifteenth (15th) day of the month preceding such interest payment date (the "Record Date") or, in the event of a default in the payment of the Series 2003 Bonds, that special record date to be fixed by the Registrar by notice given to the owners not less than 10 days prior to said special record date, or, if requested, in the case of such an owner of $500,000 or more in principal amount of Series 2003 Bonds, by wire transfer to a domestic bank account specified in writing at least 5 days prior to the such interest payment date by such owner. Principal of and premium, if any, on the Series 2003 Bonds is payable to the owner thereof upon surrender thereof at the office of the West Virginia Municipal Bond Commission as paying agent (the "Paying Agent").

Book-Entry Bonds

The Series 2003 Bonds will be available to individual purchasers in book-entry form only. Purchasers of the Series 2003 Bonds will not receive certificates representing their interests in the Series 2003 Bonds purchased.

The Depository Trust Company ("DTC"), New York, New York will act as securities depository ("Securities Depository") for the Series 2003 Bonds. The Series 2003 Bonds will be issued as fully-registered securities registered in the name of Cede & Co. (DTC's partnership nominee). One fully-registered Bond will be issued for each maturity of the Series 2003 Bonds, each in the aggregate principal amount of such issue, and will be deposited with DTC.

DTC is a limited purpose trust company organized under 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, as amended. DTC holds securities that its participants (the "Direct Participants") deposit with DTC. DTC also facilitates the settlement among Direct Participants of securities transactions, such as transfers and pledges, in deposited securities through electronic computerized book-entry changes in Direct Participants' accounts, thereby eliminating the need of physical movement of securities certificates. Direct Participants include securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations. DTC is owned by a number of its Direct Participants and by the New York Stock Exchange LLC, the American Stock Exchange, Inc., and the National Association of Securities Dealers, Inc. Access to the DTC system is also available to others such as securities brokers and dealers, banks, and trust companies that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly ("Indirect Participants"). The Rules applicable to DTC and its Direct and Indirect Participants are on file with the Securities and Exchange Commission.

Purchases of the Series 2003 Bonds under the DTC system must be made by or through Direct Participants, which will receive a credit for the Series 2003 Bonds in DTC's records. The ownership interest of each actual purchaser of each Series 2003 Bond ("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, but Beneficial Owners are 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 the Series

2003 Bonds 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 the Series 2003 Bonds, except in the event that use of the book-entry system for the the Series 2003 Bonds is discontinued.

To facilitate subsequent transfers, all Series 2003 Bonds 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 Series 2003 Bonds with DTC and their registration in the name of Cede & Co. or such other 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 Series 2003 Bonds 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.

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.

All redemption notices shall be sent to Cede & Co. If less than all of the Series 2003 Bonds 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.

Neither DTC nor Cede & Co. (nor such other DTC nominee) will consent or vote with respect to the Series 2003 Bonds. Under its usual procedures, DTC mails an Omnibus Proxy to the City 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 the the Series 2003 Bonds are credited on the record date (identified in a listing attached to the Omnibus Proxy).

Redemption proceeds, distributions and dividend payments on the Series 2003 Bonds 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 the City or Paying 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, the Paying Agent, or the City, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of redemption proceeds, distributions, and dividends to Cede & Co., (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of the City or the Paying Agent, disbursement of such payments to Direct Participants shall be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners shall be the responsibility of Direct and Indirect Participants.

DTC may discontinue providing its services as securities depository with respect to the Series 2003 Bonds at any time by giving reasonable notice to the City or the Paying Agent. Under such circumstances, in the event that a successor securities depository is not obtained, Bond certificates are required to be printed and delivered.

The City 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.

The information in this section concerning DTC and DTC's book-entry system has been obtained from sources that the City believes to be reliable, but the City takes no responsibility for the accuracy thereof.

For every transfer and exchange of the Series 2003 Bonds, the Registrar may charge DTC, and DTC may charge the Participants and the Participants may charge the Beneficial Owners, sums sufficient to cover any tax, fee or other government charge that may be imposed in relation thereto.

In the event the City determines that it is in the best interest of the Beneficial Owners that they may be able to obtain Series 2003 Bond certificates, the City may notify DTC and the Registrar, whereupon DTC will notify the Participants, of the availability through DTC of Series 2003 Bond certificates. In such event, the Registrar shall cause to be issued, transferred and exchanged Series 2003 Bond certificates as requested by DTC as Bondholder in appropriate amounts. DTC may determine to discontinue providing its service with respect to the Series 2003 Bonds at any time by giving notice to the City and the Registrar and discharging its responsibilities with respect thereto under applicable law. Under such circumstances (if there is no successor Securities Depository), the City and the Registrar shall be obligated to deliver Series 2003 Bond certificates as described in the Ordinance. In the event the Series 2003 Bond certificates are issued, the provisions of the Ordinance shall apply to, among other things, the transfer and exchange of such certificates and the method of payment of principal or redemption price of and interest on such Series 2003 Bond certificates. Whenever DTC requests the City and the Registrar to do so, the Registrar and the City will cooperate with DTC in taking appropriate action after reasonable notice (a) to make available one or more separate certificates evidencing the Series 2003 Bonds to any Participant having the Series 2003 Bonds credited to its DTC account or (b) to arrange for another securities depository to maintain custody of certificates evidencing the Series 2003 Bonds.

Optional Redemption

The Series 2003 Bonds maturing on and after June 1, 2013, are subject to redemption prior to maturity, at the option of the City, 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 of par, plus interest accrued to the date fixed for redemption.

Mandatory Sinking Fund Redemption

The Series 2003 Bonds maturing June 1, 2007, shall be subject to mandatory redemption prior to maturity in part from moneys on deposit in the Series 2003 Bonds Sinking Fund at a redemption price equal to 100% of the principal amount thereof, plus accrued interest to the mandatory redemption date, on June 1, 2005, and on each June 1 thereafter to and including June 1, 2007, in annual principal amounts as follows:

Year	Amount	Year	Amount
2005	$40,000	2007*	$45,000
2006	40,000		

The principal amount of Series 2003 Bonds maturing June 1, 2007, delivered to or purchased by the Commission shall reduce pro tanto the principal amount of Series 2003 Bonds to be redeemed on the mandatory redemption date with respect to such maturity next following such delivery or purchase.

The Series 2003 Bonds maturing June 1, 2010, shall be subject to mandatory redemption prior to maturity in part from moneys on deposit in the Series 2003 Bonds Sinking Fund at a redemption price equal to 100% of the principal amount thereof, plus accrued interest to the mandatory redemption date, on June 1, 2008, and on each June 1 thereafter to and including June 1, 2010, in annual principal amounts as follows:

Year	Amount	Year	Amount
2008	$45,000	2010*	$50,000
2009	45,000		

The principal amount of Series 2003 Bonds maturing June 1, 2010, delivered to or purchased by the Commission shall reduce pro tanto the principal amount of Series 2003 Bonds to be redeemed on the mandatory redemption date with respect to such maturity next following such delivery or purchase.

The Series 2003 Bonds maturing June 1, 2013, shall be subject to mandatory redemption prior to maturity in part from moneys on deposit in the Series 2003 Bonds Sinking Fund at a redemption price equal to 100% of the principal amount thereof, plus accrued interest to the mandatory redemption date, on June 1, 2011, and on each June 1 thereafter to and including June 1, 2013, in annual principal amounts as follows:

Year	Amount	Year	Amount
2011	$50,000	2013*	$55,000
2012	50,000		

The principal amount of Series 2003 Bonds maturing June 1, 2013, delivered to or purchased by the Commission shall reduce pro tanto the principal amount of Series 2003 Bonds to be redeemed on the mandatory redemption date with respect to such maturity next following such delivery or purchase.

The Series 2003 Bonds maturing June 1, 2017, shall be subject to mandatory redemption prior to maturity in part from moneys on deposit in the Series 2003 Bonds Sinking Fund at a redemption price equal to 100% of the principal amount thereof, plus accrued interest to the mandatory redemption date, on June 1, 2014, and on each June 1 thereafter to and including June 1, 2017, in annual principal amounts as follows:

Year	Amount	Year	Amount
2014	$55,000	2016	$65,000
2015	60,000	2017*	65,000

The principal amount of Series 2003 Bonds maturing June 1, 2017, delivered to or purchased by the Commission shall reduce pro tanto the principal amount of Series 2003 Bonds to be redeemed on the mandatory redemption date with respect to such maturity next following such delivery or purchase.

The Series 2003 Bonds maturing June 1, 2020, shall be subject to mandatory redemption prior to maturity in part from moneys on deposit in the Series 2003 Bonds Sinking Fund at a redemption price equal to 100% of the principal amount thereof, plus accrued interest to the mandatory redemption date, on June 1, 2018, and on each

June 1 thereafter to and including June 1, 2020, in annual principal amounts as follows:

Year	Amount	Year	Amount
2018	$70,000	2020*	$80,000
2019	75,000		

The principal amount of Series 2003 Bonds maturing June 1, 2020, delivered to or purchased by the Commission shall reduce pro tanto the principal amount of Series 2003 Bonds to be redeemed on the mandatory redemption date with respect to such maturity next following such delivery or purchase.

*Stated maturity.

Notice of Redemption

So long as the Series 2003 Bonds are maintained under a book-entry system, notice of the call for any redemption of the Series 2003 Bonds shall be given as described herein under "BOOK-ENTRY BONDS." At any other time, notice to the registered owner of any redemption shall be given by the Registrar not less than 30 nor more than 60 days prior to the date fixed for redemption by first class mail at the address appearing in the Register. Failure to receive such notice or any defect in the mailing thereof shall not affect the validity of any proceedings for the redemption of the Series 2003 Bonds; and failure to mail such notice shall not affect the validity of any such proceedings for any Series 2003 Bond with respect to which no such failure has occurred. After notice of redemption has been given in the manner hereinabove and in the Ordinance described and monies necessary therefor have been deposited, the Series 2003 Bonds specified in such notice shall on the date fixed for redemption be deemed paid, and interest thereon shall cease to accrue.

SECURITY FOR THE SERIES 2003 BONDS

The Series 2003 Bonds are special obligations of the City and are payable as to principal, premium, if any, and interest solely from the sources described below. The City is under no obligation to pay the Series 2003 Bonds except from said sources.

Sources of Payment

The payment of the debt service on the Series 2003 Bonds shall be secured equally and ratably by a first lien on the Gross Revenues derived from the System. Such Gross Revenues derived from the System in an amount sufficient to pay the principal of, premium, if any, and interest on the Series 2003 Bonds and to make all other payments provided for in the Ordinance, are irrevocably pledged to such payments as they become due.

Rate Covenant

The City covenants and agrees in the Ordinance that the schedule of rates and charges from time to time in effect shall be sufficient, together with other revenues of the System (i) to provide for all Operating Expenses of the System and (ii) to leave a balance each year equal to at least 115% of the maximum amount required in any year for payment of principal and interest on the Series 2003 Bonds and all other obligations secured by a lien on or payable from such revenues on a parity with or subordinate to the Series 2003 Bonds. In any event, the City shall not reduce the rates or charges for services set forth in the rate ordinance currently in effect.

The City has covenanted to commence enactment of such ordinance or ordinances as shall be required to increase the rates and charges for services and facilities of the System within 30 days following a determination by an Independent Public 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.

Reserve Account

Pursuant to the Ordinance, there will be established with the Commission the Series 2003 Bonds Reserve Account in an amount equal to the Series 2003 Bonds Reserve Requirement. The "Series 2003 Bonds Reserve Requirement" is defined under the Ordinance as the lesser of (i) 10% of the original stated principal amount of the Series 2003 Bonds; (ii) the maximum amount of principal and interest which will become due on the Series 2003 Bonds in any year; or (iii) 125% of the average amount of principal and interest which will become due on the Series 2003 Bonds. Monies in the Series 2003 Bonds Reserve Account shall be used only to pay principal of and interest on the Series 2003 Bonds as due, when amounts in the Sinking Fund are insufficient therefor; provided, that no payments shall be required to be made into the Series 2003 Bonds Reserve Account whenever and as long as the amount deposited therein shall be equal to the Series 2003 Bonds Reserve Requirement. The City is required to restore any withdrawals from the Series 2003 Bonds Reserve Account which have the effect of reducing the assets therein below the Series 2003 Bonds Reserve Requirement, first from Net Revenues and then from the Renewal and Replacement Fund after all other required payments to the Sinking Fund for the Series 2003 Bonds, including any deficiencies for prior payments, have been made in full.

Renewal and Replacement Fund

The City is required to transfer from the Revenue Fund to the Renewal and Replacement Fund a sum equal to 2½ % of the Gross Revenues each month, exclusive of any payments for account of any Reserve Account.

Withdrawals and disbursements from the Renewal and Replacement Fund may be made for: (a) paying costs of replacements, repairs, improvements or extensions to the System or (b) making up any deficiency in the Series 2003 A Bonds Reserve Account.

Application of Revenues

All Gross Revenues are to be deposited in the Revenue Fund established with a state banking corporation or national banking association selected by the City (the "Depository Bank"), for disposition in the following order of priority: (1) first, for monthly deposit in the Series 2003 Bonds Sinking Fund, a sum equal to 1/6 of the amount of interest which will become due on the Series 2003 Bonds on the next ensuing semiannual interest payment date; (2) next, for monthly deposit in the Series 2003 Bonds Sinking Fund, a sum equal to 1/12 of the amount of principal which will mature or be redeemed and become due on the Series 2003 Bonds on the next ensuing principal payment date or mandatory redemption date (provided, that until the first interest payment date, the City shall make equal monthly payments into the Series 2003 Bonds Sinking Fund in an amount which shall be reduced by any earnings credited to the Series 2003 Bonds Sinking Fund, if any, will be sufficient to pay principal and interest due on the first principal and interest date); (3) next, to pay the current monthly Operating Expenses of the System; (4) next, remit to the Commission the amount required for restoration of any deficiency in the funding of the Series 2003 Bonds Reserve Account; and (5) next, for monthly transfer to the Renewal and Replacement Fund, a sum equal to 2 ½% of Gross Revenues each month, exclusive of any payments for account of any Reserve Account.

As described under "Sources of Payment" above, the Series 2003 Bonds are secured by a first lien on the Gross Revenues of the System.

Enforcement of Collections

The City covenants in the Ordinance to diligently enforce and collect all fees, rates, 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, rates, rentals and other charges that shall become delinquent to the full extent permitted or authorized by the Act, the rules and regulations of the PSC and other laws of the State. Under the Act, as hereinafter defined, all such rates and charges, if not paid when due, shall become a lien on the premises served by the System.

The City further covenants and agrees that it will, to the full extent permitted by law and regulations promulgated by the PSC, discontinue and shut off the services and facilities of the System to all delinquent users of the System and will not restore such services of the System until all billing for charges for the services and facilities of the System, plus reasonable interest and penalty charges for the restoration of service, has been fully paid. (See "THE SYSTEM - Customer Statistics.")

Additional Parity Bonds

The Ordinance provides for the issuance of additional bonds on a parity with the Series 2003 Bonds with respect to their lien on the Gross Revenues of the System and their source of and security for payment from said Gross Revenues (the "Parity Bonds") for the following purposes and under the following conditions:

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

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

A. The Bonds then Outstanding;

B. Any Parity Bonds theretofore issued pursuant to the provisions contained in the Ordinance then Outstanding; and

C. The Parity Bonds then proposed to be issued.

The "estimated average increased annual Net Revenues to be received in each of the 3 succeeding years," as that term is used in the computation provided in the above paragraph, shall refer only to the increased Net Revenues estimated to be derived from the improvements to be financed by such Parity Bonds and any increase in rates enacted by the City, the period for appeal of which has expired prior to the date of issuance of such additional Parity Bonds, and shall not exceed the amount to be stated in a certificate of the Independent Certified Public Accountants, which shall be filed in the office of the 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 Certified Public Accountant, on account of increased rates, rentals, fees and charges for the System enacted by the City, the period for appeal of which has expired prior to issuance of such additional Parity Bonds.

All covenants and other provisions of the 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 subsequently issued from time to time within the limitations of and in compliance with the Ordinance. 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 City shall comply fully with all the increased payments into the various funds and accounts created in the Ordinance required for and on account of such Parity Bonds, in addition to the payments required for Bonds theretofore issued pursuant to the Ordinance.

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

No Parity Bonds shall be issued at any time, however, unless all the payments into the respective funds and accounts provided for in the Ordinance with respect to any Bonds then outstanding, and any other payments provided for in the Ordinance, shall have been made in full as required to the date of delivery of the Parity Bonds, and the City shall then be in full compliance with all the covenants, agreements and terms of the Ordinance.

THE SYSTEM

The City's existing waterworks system currently has a capacity to pump 1,368,000 gallons of water per day. The average daily usage from all sources as of June 30, 2003 is 260,173 gallons per day, leaving 1,107,827 gallons of unused capacity.

As of June 30, 2003, the City had 842 customers, of which 741 are residential (88%), 80 are commercial (10%), 5 are industrial (.5%) and 16 are public authorities (1.5%). A more detailed description of the City's customer base is detailed herein. See "THE SYSTEM--Customer Statistics."

Council

The City is governed by an elected Council. The Council members, officers, terms and occupations are listed below:

Council	Term Ends	Occupation
Henry Bell	March, 2006	Business Owner
Dana Johnson	March, 2004	Fitter/Welder
Charles Heinlein	March, 2006	High School Principal
Joe Jones	March, 2004	Retired
Russell Weekly	March, 2006	Laborer
Douglas Williams	March, 2004	Mechanic
Michael Grimm	March, 2006	Furnace Operator
Jack Bowen	March, 2004	Laborer

The City has 18 full-time employees and 7 part-time employees.

Ryan J. Morgan, Esquire, provides legal services, and Michael D. Griffith, Certified Public Accountant, provides accounting services to the City. Engineering services are obtained by the City as needed for project development and construction.

Customer Statistics

The average number of customers of the System for the past five fiscal years are as follows:

Fiscal Year (ending June 30)	**Number of Customers**
1999	901
2000	901
2001	901
2002	856
2003	842

Source: City of Sistersville

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The following table sets forth the ten (10) largest customers of the System, the gallons sold and the percentage of total consumption for the fiscal year ended June 30, 2003:

Customer	Gallons Sold	Percentage of Total Consumption
Sistersville Nursing Home	4,740,000	7.12%
Timber Ridge Apartments	2,340,000	3.58%
The Wells Inn	1,200,000	1.80%
Sistersville General Hospital	864,000	1.29%
Sistersville Elementary	672,000	1.00%
Butchers Laundrymat	468,000	.07%
River View Apartments	420,000	.06%
The Par Mar	240,000	.04%
Elks Lodge	228,000	.03%
Pruntys Pharmacy	180,000	.02%
	11,352,000	15.01%

Source: City of Sistersville

Rates

Pursuant to the Act, the governing body of a municipality must establish and maintain rates and charges for the use of and the service rendered by the System sufficient for the payment of sums required to be paid into the sinking fund and to provide for the repair, replacement, maintenance and operation of the System.

The Act provides that rates and charges shall be established by ordinance, but only after the ordinance has been published and a public hearing has been held.

Rates and charges established by municipally operated utilities must be just, reasonable, applied without unjust discrimination or preference and based primarily on the costs of providing service. Such rates and charges must be filed with the Public Service Commission together with information showing the basis of such rates, but generally are not subject to regulatory approval. However, any customer of a municipally operated utility aggrieved by a rate change may present to the Public Service Commission, within 30 days of the enactment of the ordinance providing for the change, a petition signed by not less than 25 percent of the customers served by the utility. Within 100 days from the filing of any such petition a hearing examiner must conduct a public hearing and issue an order approving, disapproving or modifying the rate increase. Such order has the full force an effect of an order issued by the Public Service Commission. Also, if a municipally operated utility serve customers outside the boundaries of the municipality, the Public Service Commission is empowered to review, approve or modify such rates if, within 30 days of the enactment of the ordinance providing for such rates, a customer alleges that such rates are discriminatory. The Public Service

Commission may determine the method by which such rates are reviewed and may grant and conduct a new hearing on the matter if the customer of the municipality requests such a hearing.

Current Rates

The City Council enacted a water rate ordinance on January 10, 2003, which became effective on June 1, 2003. The current rates are as follows:

Rates (Based upon the metered amount of water supplied)

First	2,000 gallons used per month	$19.20 per 2,000 gallons
Next	1,000 gallons used per month	$5.90 per 1,000 gallons
Over	2,000 gallons used per month	$5.90 per 1,000 gallons

Flat Rate

For Commercial or Industrial Customers – $33.95 per month.

Minimum Bill

No bill shall be rendered for less than $19.20 per month.

Tapping Fee

A fee of $250 will be charged for connecting to the System.

Rates For Fire Protection

Fire Hydrants, residential	$5.00 per month
Fire Hydrants, commercial	$7.50 per month

Billing and Collections

The City bills each customer monthly, based on the actual water meter reading for the previous month. Payments are accepted for 20 days after the billing date before a late penalty of 10% is added. If bills are not paid within 42 days, then water shutoff procedures are commenced. Water service is not restored until the account is settled in full.

The City has covenanted to diligently enforce and collect all fees and charges as described in "SECURITY FOR THE SERIES 2003 BONDS -- Enforcement of Collections" herein.

System Budget and Expenditure

An operating budget is prepared annually and is approved by the Council.

Method of Accounting

The City maintains its accounts on an accrual basis and prepares its financial statements in accordance with generally accepted accounting principles. Howard M. Cloke, III, Certified Public Accountant, Barboursville, West Virginia, audited the records of the City for the fiscal year ended June 30, 2002(See "Appendix B - Audited Financial Statement for Fiscal Year Ended June 30, 2002".)

Retirement System

All full-time employees of the City are covered by the West Virginia Public Employees Retirement System, cost-sharing multi-employer PERS.

All full-time employees are eligible and must participate in the State PERS. The pension plan provides pension benefits, deferred allowances, and death and disability benefits. A member may retire after reaching the age of 60 and accumulating 5 years of credited service in force. Benefits generally vest in varying degrees once a member attains 5 or more years of credited service in force. Employees who retire at age 60 with 5 or more years of credited service in force are entitled to pension payments for the rest of their lives equal to 2% of their highest three-year average salary times the number of years for which they were employed as a participant in the State PERS.

Pension provisions include annuity options to provide benefits to a member's nominated beneficiary if so elected. In addition, disability retirement is provided for members who meet certain requirements as specified in the Act. The City's covered payroll amounted to $347,672.75 for the year ended June 30, 2003.

Employees are given an option as to paying any percentage of their gross earnings to the pension plan. Total contributions made during the fiscal year ended June 30, 2003 amounted to $15,000. Information regarding the plan is available from the State of West Virginia.

Summary of Historical Revenues and Expenses

The following schedule summarizes historical revenues and expenses of the System for the five fiscal years ended June 30:

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Description	06/30/98	06/30/99	06/30/00	06/30/01	06/30/02	06/30/03
Operating Revenues	$ 227,138	$ 253,903	$ 262,179	$ 322,593	$ 317,089	$ 355,944
Operating Expenses:						
Operation & Maintenance Expense	185,872	213,254	215,140	200,024	214,239	227,663
Depreciation Expense	42,156	42,156	52,437	51,966	51,488	51,488
Amortization	11	11	11	11	11	11
Taxes other than income taxes	4,892	4,733	5,389	5,800	6,063	5,746
TOTAL OPERATING EXPENSES	232,931	260,154	272,977	257,801	271,801	284,908
Operating Income	(5,793)	(6,251)	(10,798)	64,792	45,288	71,036
Gains (losses) from disposition of utility property	0	0	0	0	0	0
TOTAL OPERATING INCOME	(5,793)	(6,251)	(10,798)	64,792	45,288	71,036
OTHER INCOME AND DEDUCTIONS						
Interest and dividend Income	6,918	6,779	260	705	1,194	746
Gains (losses) from disposition of property	0	0	0	0	0	0
TOTAL OTHER INCOME	6,918	6,779	260	705	1,194	746
Misc. Income deductions	0	0	0	0	0	0
INCOME DEDUCTIONS	0	0	0	0	0	0
Net other Income and deductions	6,918	6,779	260	705	1,194	746
INTEREST CHARGES						
Interest on long term debt	33,900	40,314	49,409	59,830	58,234	53,812
Other Interest expense			234			
TOTAL INTEREST CHARGE	33,900	40,314	49,643	59,830	58,234	53,812
Income before extraordinary items	(32,775)	(39,786)	(60,181)	5,667	(11,752)	17,970
EXTRAORDINARY ITEMS	0	0	0	0	0	0
NET INCOME	($32,775)	($39,786)	($60,181)	$ 5,667	($11,752)	$17,970

Source: Public Service Commission Reports

Annual Debt Service Requirements

The following table sets forth for each fiscal year during which the Series 2003 Bonds will be outstanding and the amounts payable from Net Revenues as principal of and interest on the Series 2003 Bonds.

DEBT SERVICE REQUIREMENTS

FY Ending June 30	Principal Amount	Interest Amount	Less: DSR Principal	Total Requirements
2004	$20,000	$22,504		$42,504
2005	$40,000	$41,970		$81,970
2006	$40,000	$40,630		$80,630
2007	$45,000	$39,290		$84,290
2008	$45,000	$37,783		$82,783
2009	$45,000	$35,870		$80,870
2010	$50,000	$33,958		$83,958
2011	$50,000	$31,833		$81,833
2012	$50,000	$29,508		$79,508
2013	$55,000	$27,183		$82,183
2014	$55,000	$24,625		$79,625
2015	$60,000	$21,875		$81,875
2016	$65,000	$18,875		$83,875
2017	$65,000	$15,625		$80,625
2018	$70,000	$12,375		$82,375
2019	$75,000	$ 8,525		$83,525
2020	$80,000	$ 4,400	$84,400	0
Totals:	$910,000	$446,827	$84,400	$1,272,427

Coverage Ratios

Under the Ordinance, the City has covenanted to collect fees and charges such that Net Revenues available for debt service are not less than 115% of the maximum amount required in any year for payment of principal of and interest, if any, on the Series 2003 Bonds and all other obligations secured by a lien or payable from such revenues prior to or on a parity with the Series 2003 Bonds. See "SECURITY FOR THE SERIES 2003 BONDS -- Rate Covenant" herein.

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The table below lists the coverage amounts for fiscal year ending June 30, 2003 and post refinance pro forma:

WATER CASH FLOW ANALYSIS FOR REFINANCE COVERAGE
BASED ON THE FISCAL YEAR ENDED JUNE 30, 2003

Cash Available:	Per Books June 30, 2003(1)	POST REFINANCE Pro Forma
Operating Revenues		
Water Revenues	$345,872	$ 407,700
Other Operating Revenues	10,072	10,400
Other Income		
Interest and Investment	$ 746	$ 1,900
TOTAL CASH AVAILABLE	$356,690	$420,000
Cash Requirements:		
Operation & Maintenance Expenses	$227,663	$275,000
Taxes Other Than Income Taxes	5,746	6,600
CASH REQUIREMENTS	$233,409	$281,600
CASH AVAILABLE FOR DEBT SERVICE (A)	**$123,281**	**$138,400**
Debt Service Requirements:		
Principal Payments	$57,293	$ 40,000
Interest Expense	53,812	42,300
DEBT SERVICE SUBTOTAL	$111,105	$ 82,300
Debt Service Reserve (10% P & I)	FULLY FUNDED	FULLY FUNDED
Depreciation Reserve (2.5% Revenues)	$ 24	$ 10,200
DEBT SERVICE REQUIREMENT	$111,129	$ 92,500
CASH AVAILABLE FOR CAPITAL/CONTINGENCIES	$ 12,152	$ 45,900
CAPITAL ADDITIONS	$ 0	$ 25,000
MAXIMUM ANNUAL DEBT SERVICE (B)	$ 98,000	$ 84,600
DEBT SERVICE COVERAGE (A/B)	**125.80%**	**163.59%**

(1) Unaudited. The City anticipates its 2003 audit to be completed in March, 2004. The City does not reasonably anticipate any change in the numbers set forth above.

Source: City of Sistersville

LITIGATION

There is no action, suit, proceeding, inquiry or investigation at law or in equity before or by any court, public board or body, now pending or, to the best knowledge of the City, threatened or affecting the City (or, to the City's knowledge, any basis therefor) wherein an unfavorable decision, ruling or finding would have a material adverse affect on the City's financial position or on the validity of the Series 2003 Bonds, the Ordinance, or any agreement to which the City is a party and which is a part of the issuance of the Series 2003 Bonds.

LEGAL MATTERS

The authorization and issuance of the Series 2003 Bonds are subject to the approval of legality by Steptoe & Johnson PLLC, Charleston, West Virginia, Bond Counsel. Bond Counsel will render an opinion in substantially the form set forth in Appendix C to this Official Statement. Certain legal matters will be passed upon for the City by its counsel, Ryan J. Morgan, Esquire, Sistersville, West Virginia, and for the Underwriter by its counsel, Cox Bowling & Johnson PLLC, Lexington, Kentucky.

TAX MATTERS

In the opinion of Steptoe & Johnson PLLC, Bond Counsel, under existing laws, regulations, published rulings and judicial decisions, the interest on the Series 2003 Bonds (a) is excludable from gross income for federal income tax purposes, assuming compliance with certain provisions described herein pertaining to the Internal Revenue Code of 1986, as amended (the "Code"), (b) is not an item of tax preference for purposes of the federal alternative minimum tax imposed on individuals and corporations, and (c) under existing West Virginia law, the Series 2003 Bonds are exempt from taxation by the State of West Virginia or the other taxing bodies of the State and the interest on the Series 2003 Bonds is exempt from personal and corporate income taxes imposed directly thereon by the State West Virginia. For the purposes of computing the alternative minimum tax on corporations (as defined for federal income tax purposes), such interest is taken into account in determining adjusted net book income.

Pursuant to Section 265(b)(3)(D)(ii) of the Code, the Series 2003 Bonds shall be treated as a "qualified tax-exempt obligation" for purposes of Section 265(b)(3) of the Code, and the provision of the Code which disallows all deductibility of interest expense incurred by financial institutions on debt incurred or to purchase or carry most tax-exempt obligations does not apply to the Series 2003 Bonds. Accordingly, 80% of the interest expense of a financial institution incurred for the purpose of purchasing or carrying the Series 2003 Bonds is deductible for federal income tax purposes.

The opinions described above are subject to the condition that the City complies on a continuing basis with all requirements of the Internal Revenue Code of 1986, as amended, and regulations thereunder (the "Code") that must be satisfied subsequent to issuance of the Series 2003 Bonds for interest thereon to be or continue to be excluded from gross income for federal income tax purposes. The City has covenanted to comply with each such requirement. Failure to comply with certain of such requirements could cause the interest on the Series 2003 Bonds to be included in the gross income of the recipients thereof for purposes of federal income taxation retroactively to the date of issuance of the Series 2003 Bonds.

The accrual or receipt of the interest on the Series 2003 Bonds may otherwise affect the federal income tax liability of certain recipients. The extent of these and other consequences will depend upon the recipient's particular tax status or other consequences will depend upon the recipient's particular tax status or other items of income or deduction. Bond Counsel expresses no opinion regarding any such consequences, and investors should consult their tax advisors regarding the tax consequences of purchasing or holding the Series 2003 Bonds.

UNDERWRITING

Ross, Sinclaire & Associates, as Underwriter, has agreed, subject to certain conditions, to purchase the Series 2003 Bonds from the City at a price of $890,000 (par amount of $910,000 less Underwriter's Discount of $20,000). The Underwriter will be obligated to purchase all of the Series 2003 Bonds if any are purchased. The Series 2003 Bonds may be offered and sold to certain dealers (including investment trusts, certain of which may be sponsored or managed by the Underwriter) at prices lower than the public offering price stated on the cover page of this Official Statement, and such public offering price also may be changed without prior notice, from time to time, by the Underwriter.

ACCOUNTANT'S CALCULATIONS

Michael D. Griffith, Certified Public Accountant, Alum Creek, West Virginia, will certify the debt service savings and coverage requirements.

FINANCIAL STATEMENTS OF THE CITY

Included herein as Appendix B is the audited financial statement (and reports with respect thereto) of the City as of June 30, 2002, prepared by Howard M. Cloke, III, Certified Public Accountant, Barboursville, West Virginia 25504. The financial statement has been included herein in reliance upon the reports of the preparers thereof as experts in auditing and accounting. The City anticipates its 2003 audit to be completed in March, 2004. The City does not reasonably anticipate any change in the numbers set forth herein.

CONTINUING DISCLOSURE

The City is not required to provide an Undertaking for the benefit of the Registered Owners of the Series 2003 Bonds.

MISCELLANEOUS

So far as any statements made in this Official Statement involve matters of opinion or estimates, whether or not expressly stated, they are set forth as such and not as representations of fact, and no representation is made that any of such statements will be realized. Neither this Official Statement nor any statement which may have been made orally or in writing is to be construed as a contract with the owners of the Series 2003 Bonds.

Copies of the Ordinance, the Undertaking and other applicable documents may be obtained from the City at the following address:

City of Sistersville
200 Diamond Street
Sistersville, West Virginia 26175
Attention: City Clerk

or, during the period of offering the Series 2003 Bonds, from the Underwriter.

The execution and distribution of this Official Statement has been duly authorized by the City.

CITY OF SISTERSVILLE

By: /s/ William H. Rice
Mayor

Appendix A

City of Sistersville

The City of Sistersville is located in Tyler County, West Virginia. Tyler County was created by an act of the Virginia General Assembly on December 16, 1814, from parts of Ohio County, West Virginia. The county was named in honor of John Tyler (1747 - 1813), a member of the Virginia General Assembly, Governor of the State of Virginia, and Judge of the U. S. District Court for Virginia. His son, John Tyler, was the 10th President of the United States.

Charles Wells was the first English settler in the area, building a cabin near the present site of Sistersville in 1776. After Charles Wells died, his estate was passed to his daughters, Sarah and Deliah, and Sistersville, built on the Wells' property, was named in their honor. Sistersville was incorporated on February 2, 1839.

Sistersville comprises a land area of .52 square miles. In 2000, Sistersville had a population of 1,588 people, of which 845, or 53.2%, were female and 743, or 46.8%, were male. The median resident age in 2000 was 40.6 years. The median household income for Sistersville residents in 2000 was $26,799.

Source: U. S. Census Bureau, 2000 Census

The following table represents the current labor force and employment data for Tyler County and the state of West Virginia:

Calendar Year	Area	Civilian Labor Force	Total Employment	Total Unemployment	Unemployment Rate
2002	Tyler County	3,874	3,482	390	5.1%
	West Virginia	804,000	755,000	49,000	6.1%
2001	Tyler County	4,360	4,130	230	5.3%
	West Virginia	822,000	782,000	40,000	4.8%
2000	Tyler County	4,390	4,150	240	5.5%
	West Virginia	810,000	765,000	45,000	5.5%
1999	Tyler County	4,310	3,990	320	7.4%
	West Virginia	816,000	763,000	54,000	6.6%
1998	Tyler County	4,100	3,750	350	8.5%
	West Virginia	797,000	744,000	53,000	6.6%
1997	Tyler County	4,200	3,910	290	6.8%
	West Virginia	803,000	748,000	55,000	6.9%

Source: West Virginia Bureau of Employment Programs - Employment and Unemployment Statistics

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Appendix B

Audited Financial Statement for Fiscal Year Ended June 30, 2002

Appendix C

[Letterhead of Steptoe & Johnson PLLC]
(Form of Approving Bond Counsel Opinion)

November 21, 2003

City of Sistersville (West Virginia)
Water Refunding Revenue Bonds, Series 2003

City of Sistersville
Sistersville, West Virginia

Ross, Sinclaire & Associates
Frankfort, Kentucky

West Virginia Water Development Authority
Charleston, West Virginia

Ladies and Gentlemen:

We have served as bond counsel to the City of Sistersville (the "Issuer") and examined a record of proceedings relating to the issuance by the Issuer of its $910,000 in aggregate principal amount Water Refunding Revenue Bonds, Series 2003 (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 18, Article 19 of the West Virginia Code of 1931, as amended (the "Act") and a Bond Ordinance duly enacted by the Issuer on January 22, 2003, as supplemented by a Supplemental Resolution duly adopted by the Issuer on November 13, 2003 (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 ascribed thereto in the Ordinance.

The Bonds are issued in fully registered form, are dated November 21, 2003, upon original issuance, mature on June 1 in years and amounts and bear interest payable each June 1 and December 1, commencing June 1, 2004, as follows:

Maturity	Principal Amount	Interest Rate	Price or Yield
2004	$20,000	3.35%	3.35%

$125,000 3.35% Series 2003 Serial Bonds due June 1, 2007 at 3.35%

$140,000	4.25%	Series 2003 Term Bonds due June 1, 2010 at 4.25%
$155,000	4.65%	Series 2003 Term Bonds due June 1, 2013 at 4.65%
$245,000	5.00%	Series 2003 Term Bonds due June 1, 2017 at 5.00%
$225,000	5.50%	Series 2003 Term Bonds due June 1, 2020 at 5.50%

The Bonds are subject to optional and mandatory sinking fund redemption prior to maturity on the dates, in the amounts and at the redemption prices set forth in the Ordinance.

The Ordinance provides that the issue is for the purposes of paying a portion of the costs necessary to current refund all of (i) the Issuer's outstanding Water Revenue Bonds, Series 1989 A, dated January 25, 1989, issued in the original aggregate principal amount of $250,000, of which $225,000 is presently outstanding (the "Series 1989 B Bonds"); (ii) the Issuer's outstanding Water Revenue Bonds, Series 1989 B, dated January 25, 1989, issued in the original aggregate principal amount of $240,000, of which $213,000 is presently outstanding (the "Series 1989 B Bonds"); and (iii) the Issuer's outstanding Water Revenue Bonds, Series 2000, dated June 29, 2000, issued in the original aggregate principal amount of $430,000, of which $326,000 is presently outstanding (the "Series 2000 Bonds"); (ii) fund a reserve account for the Bonds; (iii) pay costs of issuance of the Bonds and other costs in connection with such refunding; and (iv) pay the costs of acquisition and construction of certain additions, betterments and improvements to the Issuer's public waterworks system (the "System").

The Bonds have been sold to Ross, Sinclaire & Associates, Inc. (the "Purchaser"), pursuant to a Bond Purchase Agreement dated November 19, 2003, and accepted by the Issuer (the "Purchase Agreement").

Except as specifically set forth in our opinion of even date herewith rendered to Ross, Sinclaire & Associates, Inc., as Underwriter, we have not been engaged or undertaken to review the accuracy, completeness or sufficiency of the Official Statement, dated November 17, 2003 (the "Official Statement"), or other offering material relating to the Bonds and we express no opinion relating thereto.

As to questions of fact material to our opinion, we have relied upon representations of the Issuer, the Purchaser and other entities contained in the Ordinance, the Tax and Non-Arbitrage 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 of the Issuer, the Purchaser and other entities pertaining to tax matters set forth in the Ordinance and the Tax and Non-Arbitrage Certificate and with certain certificates delivered in connection with the issuance of the Bonds, we are of the opinion, under existing law, that:

1. The Issuer is a duly created and validly existing municipal corporation under and pursuant to the laws of the State of West Virginia, with full power and authority to refund the Series 1989 A Bonds, the Series 1989 B Bonds and the Series 2000 Bonds, enact the Ordinance, enter into the Purchase Agreement, perform its obligations under the terms and provisions thereof and to issue and sell the 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 enacted the Ordinance, has authorized, executed and delivered the Purchase Agreement and has issued and delivered the Bonds to the Purchaser pursuant to the 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 Purchase Agreement constitutes a valid, legal, binding and enforceable instrument of the Issuer in accordance with its terms; and the Bonds, subject to the terms thereof, 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.

4. Under the laws, regulations, published rulings and judicial decisions of the United States of America existing on the date hereof, the interest on the Bonds (including original issue discount properly allocable to owners of the Bonds) is excludable from gross income of the owners 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 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. 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 (the "Code") that must be satisfied subsequent to issuance of the Bonds for interest thereon to be or continue to be excludable from gross income for federal income tax purposes and all certifications, covenants and representations which may affect the excludability from gross income of the interest on the Bonds set forth in the Ordinance, and the Tax and Non-Arbitrage Certificate. Failure to comply with such Code provisions or such certifications, covenants and representations could cause the interest on the Bonds to be includable in gross income retroactive to the date of issuance of the Bonds. We express no opinion regarding other federal tax consequences arising with respect to the Bonds except as expressly set forth in paragraph 5.

5. Pursuant to Section 265(b)(3)(D)(ii) of the Code, the Series 2003 A Bonds shall be treated as a "qualified tax-exempt obligation" for purposes of Section 265(b)(3) of the Code and shall be deemed so designated as the Series 2003 A Bonds and the issue of which they are a part satisfy the requirements set forth in Section 265(b)(3)(D)(ii) of the Code. Therefore, the Series 2003 A Bonds are "qualified tax-exempt obligations" within the meaning of Section 265(b)(3) of the Code.

6. Under the Act, the Bonds are exempt from all taxation by the State of West Virginia or any county, municipality, political subdivision or agency thereof.

7. The Series 1989 A Bonds, the Series 1989 B Bonds and the Series 2000 Bonds have all been paid within the meaning and with the effect expressed in the 1989 Ordinance and the 2000 Ordinance, respectively, and the covenants, agreements and other obligations of the Issuer to the holders and owners of the Series 1989 A Bonds, the Series 1989 B Bonds and the Series 2000 Bonds have been satisfied and discharged. In rendering the opinion set forth in this paragraph, we have relied upon the receipts of the holders of the Prior Bonds.

8. The 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 Bonds, to register any securities under said Securities Acts.

9. The Bonds have been duly authorized, issued, executed and delivered by the Issuer and are

valid, legally enforceable and binding special obligations of the Issuer, payable from the Net Revenues of the System referred to in the Ordinance and secured by a first lien on and pledge of the Net Revenues of the System, all in accordance with the terms of the Bonds and the Ordinance.

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 and the Purchase 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.

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

Very truly yours,

STEPTOE & JOHNSON PLLC

Appendix D

Summary of Certain Provisions of the Ordinance

The following is a summary of certain provisions of the Ordinance. The summary does not purport to be a comprehensive statement of the terms and provisions thereof, for which reference is made to the complete text of the Ordinance, copies of which may be obtained from the City or, during the period of the offering of the Bonds, from the Underwriter.

Certain Definitions

"Act" or "Refunding Act" means Chapter 8, Article 19 of the West Virginia Code of 1931, as amended and in effect on the date of delivery of the Series 2003 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 City or any other officer of the City specifically designated by resolution of the City Council.

"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 City, and shall initially mean Steptoe & Johnson PLLC, Charleston, 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 Register" means the books of the City 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, or such other period as shall be determined by the City, except that the first Bond Year shall begin on the Closing Date.

"Bonds" means the Series 2003 Bonds and any additional parity Bonds hereafter issued within the terms, restrictions and conditions contained in the Ordinance.

"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 Series 2003 Bonds, in substantially the form set forth in EXHIBIT A - BOND FORM of the Ordinance.

"City" means the City of Sistersville, a municipal corporation of the State of West Virginia, and, where appropriate, the City Council of the City.

"City Clerk" means the Clerk of the City.

"Closing Date" means the date upon which there is an exchange of the Series 2003 Bonds for the proceeds representing the original purchase price 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 Prior Bonds, interest accruing or to accrue thereon, redemption, premiums, premiums for municipal bond insurance, if any, expenses for fiscal or other agents, legal expenses and any other costs or expenses necessary, incidental, desirable or appurtenant to the issuance of the Series 2003 Bonds and the refunding of the Prior Bonds.

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

"Costs of Issuance" shall mean those costs of issuing the Series 2003 Bonds, including, but not limited to, legal, accounting, fiscal agent fees and expenses and fees in connection therewith.

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

"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 City as Depository Bank.

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

"DTC-eligible" means, with respect to the Series 2003 Bonds, meeting the qualifications prescribed by the Depository Trust Company, New York, New York.

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

"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 City or any other governing body of the City that succeeds to the functions of the City Council as presently 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, (ii) evidences of ownership of a proportionate interest in specified direct obligations of, or specified obligations which are unconditionally and fully guaranteed by, the United States of America, which obligations are held by a bank or trust company organized and existing under the laws of the United States of America or any state thereof in the capacity of custodian and (iii) obligations, the sole source of the payment of the principal of and interest on which are

obligations of the nature of those described in clause (i), which are irrevocably pledged for such purposes.

"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; provided, that "Gross Revenues" does not include any gains from the sale or other disposition of, or from any increase in the value of, capital assets (including Qualified Investments, as hereinafter defined), or any Tap Fees, as hereinafter defined.

"Independent Certified Public Accountant" means any certified public accountant or firm of certified public accountants that shall at any time hereafter be retained by the City 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 operation of its business and affairs.

"Net Proceeds" means the face amount of the Series 2003 Bonds, plus accrued interest and premium, if any, less original issue discount, if any, and less proceeds, if any, deposited in the Series 2003 Bonds Reserve Account. For purposes of the Private Business Use limitations set forth herein, the term Net Proceeds shall include any amounts resulting from the investment of proceeds of the Series 2003 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 of the Series 2003 Bonds and is not acquired in order to carry out the governmental purpose of the Series 2003 Bonds.

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

"Ordinance" means the Ordinance and all resolutions and ordinances supplemental hereto or amendatory thereof.

"1989 Ordinance" means the ordinance, as supplemented, of the City, authorizing the Series 1989 A Bonds and the Series 1989 B Bonds.

"2000 Ordinance" means the ordinance, as supplemented, of the City, authorizing the Series 2000 Bonds.

"Original Purchaser" means Ross, Sinclair & Associates, Frankfort, Kentucky, as the purchaser of the Series 2003 Bonds directly from the City, or, if the City and such Original Purchaser do not agree to the

purchase of the Series 2003 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 2003 Bonds directly from the City, as determined by a resolution supplemental hereto; provided, that the Original Purchaser and the City shall agree to the purchase of the Series 2003 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 City at the time of approval of such sale of said Series 2003 Bonds.

"Outstanding," when used with reference to the Series 2003 Bonds and as of any particular date, describes all Bonds theretofore and thereupon being issued and delivered except (a) any Bond canceled by the registrar for such Bond at or prior to said date; (b) any Bond for the payment of which monies, 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 City. 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 a Bond Insurer has been reimbursed in full.

"Paying Agent" means the Bond Commission or other entity designated as such for the Series 2003 Bonds in the Supplemental Resolution, and any successor thereto appointed in accordance with Section 8.12 of the Ordinance.

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

"Prior Bonds" means, collectively, the Series 1989 Bonds and the Series 2000 Bonds.

"Prior Ordinances" means, collectively, the 1989 Ordinance and the 2000 Ordinance.

"Purchase Price," for the purpose of computation of the Yield of the Series 2003 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 Series 2003 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 Series 2003 Bonds of each maturity is sold or, if the Series 2003 Bonds are privately placed, the price paid by the first buyer of the Series 2003 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 Series 2003 Bonds for acquisition thereof, or if later, on the date that Investment Property constituting a Nonpurpose Investment becomes a Nonpurpose Investment of the Series 2003 Bonds.

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

(a) Government Obligations;

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

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

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

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

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

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

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

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

"Record Date" means the day of the month which shall be so stated in the Series 2003 Bonds, regardless of whether such day is a Saturday, Sunday or legal holiday.

"Redemption Date" means the date fixed for redemption of any Bonds of the City called for

redemption.

"Redemption Price" means the price at which any Bonds of the City may be called for redemption and includes the principal of and interest on such Bonds to be redeemed, plus the interest and 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 Series 2003 Bonds, and any successor thereto appointed in accordance with Section 8.08 of the Ordinance.

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

"Renewal and Replacement Fund" means the Renewal and Replacement Fund created by the Prior Ordinances and continued by the Ordinance.

"Representation Letter" means the Letter Agreement among the City, DTC and the Paying Agent.

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

"Series 1989 A Bonds" means the City's Water Revenue Bonds, Series 1989 A, as described in Section 1.02B of the Ordinance.

"Series 1989 B Bonds" means the City's Water Revenue Bonds, Series 1989 B, as described in Section 1.02B of the Ordinance.

"Series 2000 Bonds" means the City's Water Revenue Bonds, Series 2000, as described in Section 1.02B of the Ordinance.

"Series 2003 Bonds" means the Water Refunding Revenue Bonds, Series 2003, of the City, originally authorized to be issued pursuant to the Ordinance.

"Series 2003 Bonds Redemption Account" means the Series 2003 Bonds Redemption Account created by Section 4.02 of the Ordinance.

"Series 2003 Bonds Reserve Account" means the Series 2003 Bonds Reserve Account created by Section 4.02 of the Ordinance.

"Series 2003 Bonds Reserve Requirement" means, as of any date of calculation, the lesser of (i) 10% of the original stated principal amount of the Series 2003 Bonds; (ii) the maximum amount of principal and interest which will become due on the Series 2003 Bonds in any year; or (iii) 125% of the average amount of principal and interest which will become due on the Series 2003 Bonds.

"Series 2003 Bonds Sinking Fund" means the Series 2003 Bonds Sinking Fund created by Section 4.02 of the Ordinance.

"State" means the State of West Virginia.

"Supplemental Resolution" means any resolution, ordinance or order amendatory hereof or supplemental to the Ordinance and, when preceded by the article "the," refers specifically to the Supplemental Resolution

to be adopted by the City following enactment of the Ordinance, setting forth the final amounts, maturities, interest rates and other terms of the Series 2003 Bonds and authorizing the sale of the Series 2003 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 and Net Revenues not required by the Ordinance to be set aside and held for the payment of or security for the Bonds or any other obligations of the City, including, without limitation, the Renewal and Replacement Fund and any reserve accounts.

"System" means the complete existing public waterworks system now owned by the City, consisting of a water treatment and distribution system and shall include any further extensions, additions, betterments and improvements thereto hereafter acquired or constructed for said waterworks system from any sources whatsoever, both within and without the City.

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

Disposition of Proceeds of Bonds

A. Upon the issuance and delivery of the Series 2003 Bonds, the City shall forthwith deposit the proceeds thereof as follows:

1. All interest accrued on the Series 2003 Bonds from the date thereof to the date of delivery thereof shall be deposited in the Series 2003 Bonds Sinking Fund and applied to payment of interest on the Series 2003 Bonds at the first interest payment date.

2. An amount of the proceeds of the Series 2003 Bonds which, together with other monies 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 Supplemental Resolution) shall be deposited in the respective Prior Bonds Sinking Funds or paid directly to the holders of the Prior Bonds.

3. An amount of the proceeds of the Series 2003 Bonds equal to a portion of the Series 2003 Bonds Reserve Requirement shall be remitted to the Bond Commission for deposit in the Series 2003 Bonds Reserve Account; provided that, to the extent the Series 2003 Bonds Reserve Requirement is satisfied in whole or in part from proceeds of any fund or account established for the Prior Bonds pursuant to the Prior Ordinances, proceeds of the Series 2003 Bonds shall be deposited in the Series 2003 Bonds Reserve Account only to the extent needed to satisfy a portion of the Series 2003 Bonds.

4. An amount of the proceeds of the Series 2003 Bonds which shall be sufficient to pay all the costs of issuance of the Series 2003 Bonds shall be deposited with the Depository Bank in the Costs of Issuance Fund and shall be drawn out, used and applied by the City solely to pay costs of issuance of the Series 2003 Bonds and miscellaneous costs of refunding the Prior Bonds. All such costs of issuance shall be paid within 60 days of the Closing Date. Monies not to be applied immediately to pay such costs of issuance and refunding may be invested in accordance with the 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 City to the Series 2003 Bonds Redemption Account. All such proceeds transferred to the Series 2003 Bonds Redemption Account shall constitute a trust fund for such purposes, and there hereby is created

a lien upon such monies until so applied in favor of the Holders of the Series 2003 Bonds.

5. The balance of any proceeds of the Series 2003 Bonds and any monies in any fund or account established for the Prior Bonds pursuant to the Prior Ordinances, not used for any of the purposes set forth above, shall be deposited in the Construction Fund and shall be drawn out, used and applied by the City solely to pay the costs of acquisition and construction of certain improvements and extensions to the System (the "Project"). All such costs of the Project shall be paid within 6 months of the Closing Date. Monies not to be applied immediately to pay such costs of the Project may be invested in accordance with the Ordinance, subject however, to applicable yield restrictions as may be in effect under the Code. All such proceeds shall constitute a trust fund for such purposes, and there hereby is created a lien upon such monies until so applied in favor of the Holders of the Series 2003 Bonds.

Investments

The City shall invest and reinvest, and shall instruct the Bond Commission and the Depository Bank to invest and reinvest, any monies held as a part of the funds and accounts created by the Ordinance in Qualified Investments to the fullest extent possible under applicable laws, the Ordinance, the need for such monies for the purposes set forth herein and the specific restrictions and provisions set forth in the Ordinance.

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 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 City 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 City may make any and all investments permitted by the Ordinance 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 Series 2003 Bonds 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 City shall, or shall cause the Bond Commission to semiannually transfer from the Series 2003 Bonds Reserve Account to the Series 2003 Bonds Sinking Fund, any earnings on the monies deposited therein and any other funds in excess of the requirement therefor; provided, however, that there shall at all times remain on deposit in the Series 2003 Bonds Reserve Account an amount at least equal to the Series 2003 Bonds Reserve 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 Series 2003 Bonds Reserve Account, whereupon such account shall be valued immediately after such withdrawal. If amounts on deposit in the Series 2003 Bonds Reserve Account shall, at any time, be less than the Series 2003 Bonds Reserve Requirement, the Bond Insurer, if any, shall be notified immediately of such deficiency, such deficiency shall be made up from the first available Net Revenues in the order set forth in Section 4.03 of the Ordinance.

(D) All amounts representing accrued and capitalized interest shall be held by the Bond

Commission, pledged solely to the payment of interest on the Series 2003 Bonds, as applicable, 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 monies deposited in the Series 2003 Bonds Sinking Fund may be invested by the Bond Commission in the West Virginia "consolidated fund" managed by the West Virginia Investment Management Board pursuant to Chapter 12, Article 6 of the West Virginia Code of 1931, as amended.

General Covenants

Enforcement of Collections. The City will diligently enforce and collect all fees, rates, 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 State law, as more fully provided in the Ordinance. The City will, to the full extent permitted by State law and the rules and regulations promulgated by the Public Service Commission of West Virginia, shut off and discontinue supplying water from the System to customers who fail to pay all rates or charges for said water service.

Rate Covenant. The City has covenanted to fix, establish and collect rates and charges for the use of the services and facilities of the System that 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 under the Ordinance. 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 the full and continuous performance of this covenant with a margin for contingencies and temporary unanticipated reduction in income and revenues, the City covenants and agrees in the Ordinance that the schedule or schedules of rate 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 115% of the maximum amount required in any year for payment of principal of and interest on the Series 2003 Bonds and all other obligations secured by a lien on or payable from such revenues prior to or on a parity with the Series 2003 Bonds.

Operation and Maintenance. The City has covenanted and agreed that it will operate and maintain the System as a revenue-producing utility in good condition and in compliance with all federal and state requirements and standards.

Sale of the System. 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, or to effectively defease the Ordinance, and in accordance with the conditions established by the Ordinance.

No Competing Franchise. To the extent legally allowable, the City 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.

No Free Services. The City 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. The rates, fees or charges applicable to other customers receiving like services under similar circumstances shall be charged the

City and any such department, agency, instrumentality, officer or employee thereof using the facilities or services of the System. 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.

Books and Records. The City will keep books and records of the System, which shall be separate and apart from all other books, records and accounts of the City, in which complete and correct entries shall be made of all transactions relating to the System, and any Holder of a Series 2003 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 City 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.

The City 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 City shall also file with the Original Purchaser and any Bond Insurer, and mail to any Bondholder requesting the same, an annual report 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 all funds and accounts provided for herein and status of said funds.

The City shall also, at least once a year, cause the books, records and accounts of the System to be completely audited by an Independent Certified Public Accountant in compliance with the applicable OMB Circular, or any successor thereto, and the Single Audit Act, or any successor thereto, and shall mail upon request, and make available generally, the report of said Independent Certified Public Accountant, or a summary thereof, to any Holder or Holders of Bonds issued pursuant to the Ordinance and shall file said report with the Original Purchaser.

Operating Budget. The City shall annually, at least 45 days preceding the beginning of each Fiscal Year, or at such earlier date, prepare and adopt by resolution a detailed 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 City 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 City 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, the Bond Insurer, if any, and to any Bondholder or anyone acting for and in behalf of such Bondholder who requests the same.

Issuance of Other Obligations Payable Out of Revenues and General Covenant Against Encumbrances. The City shall not issue any obligations whatsoever 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 Series 2003 Bonds; provided that additional bonds on parity with the Bonds may be issued as described herein under the heading "SECURITY FOR THE SERIES 2003 BONDS - - Additional Parity Bonds."

The City shall not create, or cause or permit to be created, any debt, lien, pledge, assignment, encumbrance or any other charge having priority over or being on a parity with the lien of the Series 2003 Bonds, and the interest thereon, if any, upon any or all of the income and revenues of the System pledged for payment of the Series 2003 Bonds and the interest thereon, if any, in the Ordinance, or upon the System or any part thereof.

Insurance. The City will, so long as the Series 2003 Bonds remain Outstanding, carry, with a reputable insurance carrier or carriers, fire, lightning, vandalism, malicious mischief, extended coverage, public liability and workers' compensation, flood and business interrupton insurance, and require or maintain performance, payment, completion and fidelity bonds, as provided in the Ordinance.

Mandatory Connections. To the extent permitted by the laws of the State and the rules and regulations of the Public Service Commission of West Virginia, the City shall require every owner, tenant or occupant of any house, dwelling or building intended to be served by the System to connect thereto.

Statutory Mortgage Lien. For the further protection of the Holders of the Series 2003 Bonds, a statutory mortgage lien upon the System is granted and created by the Act, which statutory mortgage lien is hereby recognized and declared to be valid and binding, shall take effect immediately upon delivery of the Series 2003 Bonds.

Arbitrage. The City covenants that (i) it will restrict the use of the proceeds of the Series 2003 Bonds in such manner and to such extent as may be necessary, so that neither the Series 2003 Bonds will 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 2003 Bonds) so that the interest on the Series 2003 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.

Defeasance; Discharge of Pledge of Ordinance. If the City shall pay or cause to be paid, or there shall otherwise be paid, to the respective Holders of all Series 2003 Bonds the principal of and interest due or to become due thereon, at the times and in the manner stipulated therein and in the Ordinance, then the Ordinance and the pledges of the Net Revenues and other monies and securities pledged hereunder, and all covenants, agreements and other obligations of the City on behalf of the Holders of the Series 2003 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 Series 2003 Bonds from gross income for federal income tax purposes.

The Bonds for the payment of which either monies in an amount which shall be sufficient, or securities the principal of and the interest on which, when due, will provide monies which, together with the monies, if any, deposited with the Paying Agent at the same or earlier time, shall be sufficient, to pay as and when due the respective principal of and interest on the Bonds shall be deemed to have been paid within the meaning and with

the effect expressed in the first paragraph of this section. All Series 2003 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 monies in an amount which shall be sufficient, or securities the principal of and the interest on which, when due, will provide monies which, together with the monies, if any, deposited with the 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 the Bonds on and prior to the maturity date thereof, or if the City irrevocably determines to redeem any of the Bonds prior to the maturity thereof, on and prior to said Redemption Date. Neither securities nor monies 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 the 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 the Bonds on and prior to such maturity or Redemption Dates thereof, and interest earned from such reinvestments shall be paid over to the City as received by the Bond Commission or said escrow trustee, free and clear of any trust, lien or pledge.

Amendment of Ordinance. Prior to issuance of the Series 2003 Bonds, the Ordinance may be amended or supplemented in any way by the Supplemental Resolution. Following issuance of the Series 2003 Bonds, the Ordinance and any Supplemental Resolution may be amended or modified without the consent of any Bondholder or other person, so long as such amendment or modification is not materially adverse to any Bondholder, as determined by an opinion of Bond Counsel. In the event any of the Series 2003 Bonds are insured, no such amendment or modification which adversely affects the security for such Series 2003 Bonds or the rights of any Bond Insurer for such Series 2003 Bonds may be effected without the written consent of such Bond Insurer. No materially adverse amendment or modification to the Ordinance, or of any Supplemental Resolution, may be made without the written consent of the Holders of 60% in aggregate principal amount of the Series 2003 Bonds then Outstanding and affected thereby and such Bond Insurer, which must be filed with the City 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 Series 2003 Bond without the express written consent of the Holder of each Series 2003 Bond so affected, nor reduce the percentage of Series 2003 Bonds required for consent to any such modification or amendment.

Default and Remedies

Events of Default. Each of the following events shall constitute an "Event of Default" with respect to the Series 2003 Bonds:

(A) If default occurs in the due and punctual payment of the principal of or interest on the Series 2003 Bonds;

(B) If default occurs in the City's observance of any of the covenants, agreements or conditions on its part of the Ordinance or any Supplemental Resolution or in the Series 2003 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 City by any Bondholder or any Bond Insurer;

(C) If the City 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 any future Parity Bonds or Ordinances authorizing such Parity Bonds.

The City must cure any covenant default within 30 days after notice of the default, and failure to pay principal of or interest on the Bonds shall be an immediate event of default.

No waivers shall be granted by any party to the Bond documents without the prior written consent of the Bond Insurer, if any.

Enforcement. Upon the happening and continuance of any Event of Default, any Bondholder or any Bond Insurer may exercise any available remedy and bring any appropriate action, suit or proceeding to enforce his rights and, in particular: (i) bring suit for any unpaid principal or interest then due; (ii) by mandamus or other appropriate proceeding enforce all rights of the Bondholders, including the right to require the City to perform its duties under the Act and the Ordinance; (iii) bring suit upon the Series 2003 Bonds; (iv) by action at law or bill in equity require the City to account as if it were the trustee of an express trust for the Bondholders; and (v) by action or bill in equity enjoin any acts in violation of the Ordinance or the rights of the Bondholders.

No remedy by the terms of the 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. All rights and remedies of the Holders of the Series 2003 Bonds shall be on a parity with one another.

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 City, 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 the 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 the System and shall hold, operate, maintain, manage and control such facilities, and each and every part thereof, and in the name of the City exercise all the rights and powers of the City with respect to said facilities as the City itself might do.

Whenever all that is due upon the Series 2003 Bonds issued pursuant to the Ordinance and interest thereon and under any covenants of the 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 the Ordinance shall have been cured and made good, possession of the System shall be surrendered to the City 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 in the Ordinance shall hold and operate the System in the name of the City and for the joint protection and benefit of the City and the Holders of the Series 2003 Bonds issued pursuant to the 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 City and the Bondholders, and the curing and making good of any default under the provisions of the Ordinance, and the title to and ownership of said System shall remain in the City, 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 the Ordinance, in determining whether the rights of Bondholders will be adversely affected by any action taken pursuant to the terms and provisions of the 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.

CITY OF SISTERSVILLE (WEST VIRGINIA)
WATER REFUNDING REVENUE BONDS
SERIES 2003

BOND PURCHASE AGREEMENT

November 19, 2003

City of Sistersville
200 Diamond Street
Sistersville, WV 26175

Ladies and Gentlemen:

Ross, Sinclaire & Associates (the "Underwriter") offers to enter into this Bond Purchase Agreement (the "Purchase Agreement") with the City of Sistersville (the "City"). This offer is made subject to acceptance and execution of this Purchase Agreement by the City prior to 11:59 p.m., local prevailing time on the date hereof, or until withdrawn by the Underwriter upon written notice to the City as permitted herein, whichever shall occur earlier. Upon such acceptance and approval, as evidenced by the signature of the Chairman of the City in the space provided below, this Purchase Agreement shall be in full force and effect in accordance with its terms and shall be binding upon the City and the Underwriter.

All capitalized terms used in this Purchase Agreement and not otherwise defined herein shall have the meanings set forth in the hereinafter described Resolution.

1. The City of Sistersville (West Virginia) $910,000 Water Refunding Revenue Bonds, Series 2003 ("Series 2003 Bonds") are being issued to provide funds, together with other funds available therefor, (i) to currently refund the City's Water Revenue Bonds, Series 1989 A, dated January 25, 1989, originally issued in the aggregate principal amount of $250,000, of which approximately $225,000 is presently outstanding (the "Series 1989 A Bonds"); (ii) to currently refund the City's Water Revenue Bonds, Series 1989 B, dated January 25, 1989, issued in the original aggregate principal amount of $240,000, of which approximately $213,000 is presently outstanding (the "Series 1989 B Bonds" and, collectively with the Series 1989 A Bonds the "Series 1989 Bonds"); (iii) to currently refund the Water Revenue Bonds, Series 2000, dated June 29, 2000, issued in the original aggregate principal amount of $430,000, of which approximately $326,000 is presently outstanding (the "Series 2000 Bonds"); (iv) to fund the Series 2003 Bonds Reserve Account; and (v) to pay all costs of issuance of the Series 2003 Bonds and related costs. The Series 1989 A Bond, the Series 1989 B Bond and the Series 2000 Bond are referred to herein collectively as the "Bonds Being Refunded."

The Series 2003 Bonds shall be as described in, and shall be issued and secured under and pursuant to the provisions of the Bond Ordinance adopted by the City Council on January 22, 2003, as supplemented and amended by the Supplemental Resolution adopted by the City Council on November 13, 2003 (collectively, the "Ordinance"). The Ordinance shall be substantially in the form previously submitted to the Underwriter with such changes and amendments as the City's and Underwriter's counsel shall approve.

Upon the terms and conditions and upon the basis of the representations and warranties set forth in this Purchase Agreement, the Underwriter agrees to purchase from the City, and the City agrees to sell to the Underwriter the Series 2003 Bonds at an aggregate purchase price of $890,000. This purchase price reflects an underwriter's discount of $20,000. The Series 2003 Bonds shall mature on the dates and in the amounts set forth in Exhibit A hereto, and shall bear interest, payable semiannually on

June 1 and December 1, commencing June 1, 2004. The Series 2003 Bonds maturing on and after June 1, 2013, are subject to redemption prior to maturity, at the option of the City, 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 of par, plus interest accrued to the date fixed for redemption.

The Underwriter agrees to make a bona fide public offering of the Series 2003 Bonds at the initial offering prices as set forth in the Official Statement (as hereinafter defined) and in Exhibit A, which prices may be changed from time to time by the Underwriter.

2. Concurrently with the acceptance of this Purchase Agreement by the City, the City shall deliver or cause to be delivered to the Underwriter five copies of the Official Statement relating to the Series 2003 Bonds, substantially in the form of the Official Statement dated November 17, 2003 (the "Official Statement"), signed on behalf of the City by its Mayor as requested below.

3. The Official Statement has been approved for distribution by the Ordinance. The City authorizes the use of copies of the Official Statement and the Ordinance in connection with the public offering and sale of the Series 2003 Bonds.

On November 17, 2003, the City delivered to the Underwriter the Official Statement which is hereby deemed "final" within the meaning of clause (b)(1) of Rule 15c2-12 ("Rule 15c2-12") under the Securities and Exchange Act of 1934 (17 C.F.R. § 240.15c2-12) and Rule G-32 and all other rules of the Municipal Securities Rulemaking Board.

As soon as practicable following receipt thereof, the Underwriter shall deliver the Official Statement, and any supplement or amendment thereto, to a nationally recognized municipal securities information repository.

4. At 10:00 a.m. prevailing time, on November 21, 2003, or such other date as shall be agreed upon by the parties to this Purchase Agreement (the "Closing"), the City will deliver or cause to be delivered to the Underwriter, (a) the Series 2003 Bonds in the form of one certificate for each maturity fully registered in the name of CEDE & CO., as registered owner and nominee of The Depository Trust Company, New York, New York ("DTC"), duly executed by the City and authenticated by the Registrar, and (b) at such other place as we mutually agree upon, will deliver to the Underwriter the other documents required in this Purchase Agreement and by the Ordinance. Upon such delivery of the Series 2003 Bonds, the Underwriter will accept such delivery and pay the purchase price therefor, plus any accrued interest thereon, in immediately available funds to the order of the Depository Bank, for the account of the City. Such delivery shall be made at DTC (or at the offices of the Registrar, if "DTC Fast" delivery is used), with the payment and other requisite actions to be taken at the place designated by the parties to this Purchase Agreement. The Series 2003 Bonds shall be made available to the Underwriter at DTC forty-eight (48) hours before the Closing, provided that if DTC Fast delivery is used then the Series 2003 Bonds shall be made available to the Registrar by 4:00 p.m. on November 19, 2003, for the purpose of inspection and packaging. The City also agrees that it shall deliver to The Depository Trust Company the letter of representations, in the form required by The Depository Trust Company (the "DTC Letter of Representations") and the timely payment letter at the times required by The Depository Trust Company.

5. The City represents and warrants to the Underwriter and agrees that:

(a) The City is a municipal corporation and political subdivision of the State of West Virginia in Tyler County of said State. The Series 2003 Bonds are being issued pursuant to the Constitution and laws of the State of West Virginia (the "State"), specifically Chapter 8, Article 19 of the Code of West Virginia, 1931, as amended (the "Act");

(b) The City shall has complied and will comply at the Closing in all respects with all applicable statutes and laws, including the Act;

(c) The City has full legal right, power and authority to issue bonds for purposes provided in the Ordinance and to enter into this Purchase Agreement, to adopt the Ordinance and to issue, sell and deliver the Series 2003 Bonds to the Underwriter as provided herein and to carry out and consummate all other transactions contemplated by each of the aforesaid documents;

(d) The proceeds of sale of the Series 2003 Bonds, together with other funds available therefor shall be sufficient to defease the Bonds Being Refunded and the liens of the ordinances authorizing such bonds, all in accordance with the provisions of the Act;

(e) The information contained in the Official Statement is and, as of the Closing Date, will be true and does not contain and will not contain any untrue statement of a material fact and does not omit and will not omit to state a material fact necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading;

(f) At the time of the City's acceptance hereof and (unless an event occurs of the nature described in subparagraph (i)) at all times during the period from the date of this Purchase Agreement to and including the date which is twenty-five (25) days following the End of the Underwriting Period for the Series 2003 Bonds (as determined in accordance with subparagraph (j) hereof), the Official Statement does not and will not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements therein, in the light of the circumstances under which they were made, not misleading;

(g) If the Official Statement is supplemental or amended pursuant to subparagraph (i) at the time of each supplement or amendment thereto and (unless subsequently again supplemented or amended pursuant to such subparagraph) at all times during the period from the date of this Purchase Agreement to and including the date which is twenty-five (25) days following the End of the Underwriting Period for the Series 2003 Bonds (as determined in accordance with subparagraph (j) hereof), the Official Statement as so supplemented or amended, will not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements therein, in the light of the circumstances under which they were made, not misleading;

(h) If during the period from the date of this Purchase Agreement to and including the date which is twenty-five (25) days following the End of the Underwriting Period for the Series 2003 Bonds (as determined in accordance with subparagraph (j) hereof) any event shall occur which might or would cause the Official Statement, as then supplemented or amended, to contain any untrue statement of a material fact necessary to make the statements therein, in the light of the circumstances under which they were made, not misleading, the City shall notify the Underwriter of any such event of which it has knowledge and, if in the opinion of the Underwriter such event requires the preparation and publication of a supplement or amendment to the Official Statement, the City will prepare and furnish to the Underwriter (i) a reasonable number of copies of the supplement or amendment to the Official Statement in form and substance approved by the City and acceptable to the Underwriter, and (ii) if such notification shall be subsequent to the Closing, such legal opinion, certification, instruments and other documents as the Underwriter may reasonably deem necessary to evidence the truth and accuracy of such supplement or amendment to the Official Statement;

(i) Prior to the City's acceptance hereof, the City delivered to the Underwriter copies of the Official Statement which the City deemed final (for purposes of Rule 15c2-12 under the Securities Exchange Act of 1934) as of the date thereof; provided, however, that in making the representation and

warranty contained in this paragraph (i) the City shall not be deemed to have made any additional representation or warranty as to the Official Statement other than the representation and warranty contained in paragraph (e);

(j) For purposes of this Purchase Agreement, the End of the Underwriting Period for the Series 2003 Bonds shall mean the earlier of (a) the day of the Closing unless the City has been notified in writing by the Underwriter, on or prior to the day of the Closing, that the "end of the underwriting period" for the Series 2003 Bonds for all purposes of Rule 15c2-12 of the Securities and Exchange Commission promulgated under the Securities Exchange Act of 1934 (the "Rule") will not occur on the day of the Closing, or (b) the date on which notice is given to the City by the Underwriter in accordance with the following sentence. In the event that the Underwriter has given notice to the City pursuant to clause (a) above that the "end of the underwriting period" for the Series 2003 Bonds will not occur on the day of the Closing, the Underwriter agrees to notify the City in writing as soon as practicable following the "end of the underwriting period" for the Series 2003 Bonds for all purposes of the Rule;

(k) The Purchaser is not required to enter into a written continuing disclosure undertaking with the Issuer. Accordingly, no continuing disclosure agreement will be entered into between the Issuer and the Purchaser;

(l) You have duly authorized all necessary action to be taken by you for: (l) the issuance and sale of the Series 2003 Bonds upon the terms set forth herein, in the Ordinance and in the Official Statement; (2) the execution and delivery of the Ordinance; (3) the approval of the Official Statement and the execution of the Official Statement by your Chairman; (4) the refunding of the Bonds Being Refunded pursuant to the Ordinance; (5) the execution, delivery, receipt and due performance of this Purchase Agreement, the Series 2003 Bonds, the Ordinance and any and all such other agreements and documents as may be required to be executed, delivered and received by you in order to carry out, give effect to and consummate the transactions contemplated hereby and by the Official Statement; and (6) the carrying out, giving effect to and consummation of the transactions contemplated hereby and by the Ordinance and the Official Statement;

(m) When delivered to and paid for by the Underwriter in accordance with the terms of this Purchase Agreement, the Series 2003 Bonds will have been duly authorized, executed, authenticated, issued and delivered and will constitute valid and binding obligations of the City payable solely from the Gross Revenues and moneys pledged therefor under the Ordinance and will be entitled to the benefit of the Ordinance. Neither the credit nor the taxing power, if any, of the City shall be deemed to be pledged to, nor shall a tax ever be levied for the payment of the principal of or the interest on the Series 2003 Bonds;

(n) There is no action, suit, proceeding, inquiry or investigation at law or in equity or before or by any court, public board or body pending or, to your knowledge, threatened against or affecting you (or, to your knowledge, any basis therefor) wherein an unfavorable decision, ruling or finding would adversely affect the transactions contemplated hereby or by the Official Statement or the validity of the Series 2003 Bonds, the Ordinance, this Purchase Agreement or any agreement or instrument to which you are a party and which is used or contemplated hereby or by the Official Statement or the validity of the Series 2003 Bonds, the Ordinance, this Purchase Agreement or any agreement or instrument to which you are a party and which is used or contemplated for use in the consummation of the transactions contemplated hereby or by the Official Statement;

(o) The execution and delivery of the Official Statement, this Purchase Agreement, the Series 2003 Bonds, the Ordinance and the other agreements contemplated hereby and by the Official Statement, and compliance with the provisions thereof, will not conflict with or constitute on your part a breach of or a default under any existing law, court or administrative regulation, decree or order or any

agreement, indenture, mortgage, lease or other instrument to which you are subject or by which you are or may be bound, and to your knowledge all consents, approvals, authorizations and orders of governmental or regulatory authorities which are required for the consummation of the transactions contemplated thereby have been obtained;

(p) The City has not been notified of any listing or proposed listing by the Internal Revenue Service to the effect that the City is a bond issuer whose arbitrage certifications may not be relied upon;

(q) All financial statements of the City included as a part of the Official Statement (the "Financial Statements"), fairly present the City's financial condition as of the respective dates and the results of its operations for the respective periods therein set forth and have been prepared when so indicated in accordance with generally accepted accounting principles consistently applied and since the respective most recent dates as of which information is given in the Official Statement, there has not been any material change in the long-term debt or capitalization of the City or any material adverse change in the general affairs, management, financial position, or results of operations of the City and no material transactions or obligations other than in the ordinary course of business have been entered into with respect to the System by the City, except as reflected in or contemplated by the Official Statement; and

(r) Any certificate signed by the Mayor and delivered to the Underwriter shall be deemed a representation and warranty by the City to the Underwriter as to the statements made therein. It is understood that the representations, warranties and covenants by the City contained in this Section 5 and elsewhere in this Purchase Agreement shall not create any general obligation or liability of the City, and that any obligation or liability of the City hereunder or under the Ordinance will be payable solely out of the Gross Revenues and other income, charges and moneys derived by the City from, or in connection with the sale of the bonds, nor shall any member, official or employee of the City be personally liable therefor.

6. The Underwriter has entered into this Purchase Agreement in reliance upon the representations and agreements of the City made herein. The Underwriter's obligations under this Purchase Agreement are and shall be subject to the following further conditions:

(a) At or prior to the time of Closing, the Ordinance, as approved by the Underwriter or its counsel, shall have been approved by the appropriate parties, shall have been duly executed, acknowledged, sealed and delivered, shall be in full force and effect and shall not have been amended, modified or supplemented, except as therein permitted or as may have been agreed to in writing by the Underwriter.

(b) The Underwriter shall have the right to cancel its obligations hereunder to purchase the Series 2003 Bonds (such cancellation shall not constitute a default hereunder) by notifying the City in writing of its election to do so between the date hereof and the Closing Date, if at any time hereafter and prior to the Closing Date:

(i) Any legislation, rule or regulation shall be introduced in, or enacted by, the United States House of Representatives or the United States Senate or any committee thereof, or a decision by a court established under Article III of the Constitution of the United States of America, or the Tax Court of the United States, shall be rendered, or a ruling, regulation or order of the Treasury Department of the United States or the Internal Revenue Service shall be made or proposed, which, in the Underwriter's reasonable opinion, materially adversely affects the market price of the Series 2003 Bonds;

(ii) Any legislation, ordinance, rule or regulation shall be introduced in or enacted by any governmental body, department or agency of the State of West Virginia or political subdivision thereof, or a decision by any court of competent jurisdiction within the State of West Virginia shall have been rendered which, in the Underwriter's reasonable opinion, materially adversely affects the market price of the Series 2003 Bonds;

(iii) A stop order, ruling, regulation or official statement by, or on behalf of, the Securities and Exchange Commission or any other government agency having jurisdiction of the subject matter shall be issued or made to the effect that the issuance, offering for sale of obligations of the general character of the Series 2003 Bonds, or the issuance, offering or sale of the Series 2003 Bonds, including all the underlying obligations, as contemplated hereby or by the Official Statement, is in violation of any provisions of the Securities Act of 1933, as amended and as then in effect, or the registration provisions of the Securities and Exchange Act of 1934, as amended and as then in effect, or the qualification provisions of the Trust Indenture Act of 1939, as amended and as then in effect;

(iv) Any event shall have occurred or information become known which, in the Underwriter's reasonable opinion, makes untrue in any material respect any statement or information contained in the Official Statement or the Underwriter shall have determined 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 made, in light of the circumstances under which they were made, not misleading;

(v) A general banking moratorium shall have been established by Federal, New York State or West Virginia authorities;

(vi) In the reasonable opinion of the Underwriter, the market price of the Series 2003 Bonds, or the market price generally of obligations of the general character of the Series 2003 Bonds, has been adversely affected because (1) additional material restrictions not in force as of the date hereof shall have been imposed upon trading in securities generally by any governmental authority or by any national securities exchange, (2) the New York Stock Exchange, other national securities exchange or any governmental authority shall have imposed as to the Series 2003 Bonds or similar obligations any material restrictions not now in force, or increased materially those now in force, with respect to the extension of credit by, or the charge to the net capital requirements of, the Underwriter, or (3) war or any outbreak of hostilities or other national or international calamity or crisis shall have occurred or any armed conflict shall have occurred or escalated to such a magnitude as in the reasonable opinion of the Underwriter to have a materially adverse effect on the ability of the Underwriter to market the Series 2003 Bonds;

(vii) An event described in paragraph 5(h) hereof shall have occurred which in the opinion of the Underwriter requires the preparation and publication of a supplement or amendment to the Official Statement, regardless of whether or not such a supplement or amendment to the Official Statement has been prepared and/or circulated, unless the Underwriter shall have otherwise agreed that this Purchase Agreement shall not be terminated as a result of such event; or

(viii) There shall have been any materially adverse change in the affairs of the City.

(c) At or prior to the Closing, the Underwriter and the City shall receive the following documents, in each case in form and substance satisfactory to us and our counsel:

(1) The unqualified approving opinion, dated as of the Closing Date, of Steptoe & Johnson PLLC, Bond Counsel, in the form attached as Appendix C to the Official Statement accompanied by a supplementary opinion of Bond Counsel, dated as of the Closing Date, substantially in

the form attached hereto as Exhibit B and an opinion with respect to the defeasance of the Bonds Being Refunded;

(2) The opinion of Ryan J. Morgan, Esquire, Sistersville, West Virginia, Counsel for the City, dated the date of Closing and addressed to the Underwriter in the form attached hereto as Exhibit C;

(3) The opinion of Cox Bowling & Johnson PLLC, Lexington, Kentucky, counsel for the Underwriter, dated as of the Closing Date, substantially in the form attached hereto as Exhibit D;

(4) A certificate, satisfactory to the Underwriter, of the Mayor of the City dated as of the Closing, to the effect that: (i) you have duly performed all of your obligations to be performed at or prior to the Closing and that each of your representations and warranties contained herein are true as of Closing, (ii) you have authorized, by all necessary action, the execution, delivery, receipt and due performance of the Series 2003 Bonds, the Ordinance and any and all such other agreements and documents as may be required to be executed, delivered and received by you in order to carry out, give effect to and consummate the transactions contemplated hereby and by the Official Statement, (iii) to your knowledge no litigation is pending, or to your knowledge threatened, to restrain or enjoin the issuance or sale of the Series 2003 Bonds or in any way affecting any authority for or the validity of the Series 2003 Bonds, the Ordinance or your existence or powers or the City's right to use the proceeds of the Series 2003 Bonds to refund the Bonds Being Refunded, and (iv) the execution, delivery, receipt and due performance of the Series 2003 Bonds, the Ordinance and the other agreements contemplated hereby and by the Official Statement under the circumstances contemplated thereby and your compliance with the provisions thereof will not conflict with or constitute on your part a breach of or a default under any existing law, court or administrative regulation, decree or order or any agreement, indenture, mortgage, lease or other instrument to which you are subject or by which you are or may be bound;

(5) Verification of the debt service savings obtained by refunding the Bonds Being Refunded by Michael D. Griffith, Certified Public Accountant, Alum Creek, West Virginia;

(6) Copies of the Ordinance and this Purchase Agreement executed by the parties thereto;

(7) A Certificate of the Bond Registrar to the effect that all conditions precedent contained in the Ordinance for the issuance of the Series 2003 Bonds have been met, and are entitled to the benefit and security of the Ordinance;

(8) The Ordinance, certified by an authorized official of the City under the seal of the City, as having been duly adopted by the City and as being in full force and effect, with only such amendments, modifications or supplements as may have been agreed to by the Underwriter;

(9) [RESERVED]

(10) [RESERVED]

(11) [RESERVED]

(12) [RESERVED]

(13) Evidence to the effect that the requirements of the Code have been satisfied by the filing of Internal Revenue Service Form 8038-G; and

(14) Such additional legal opinions, certificates, proceedings, instruments and other documents as the Underwriter or Bond Counsel may reasonably request including the opinion of Bond Counsel with respect to the original issue discount, if any.

If the City shall be unable to satisfy or cause to be satisfied the conditions to the Underwriter's obligations in this Purchase Agreement or if the Underwriter's obligations shall be terminated for any reason permitted by this Purchase Agreement, this Purchase Agreement shall terminate and neither the Underwriter nor the City shall have any further obligations, claims or rights hereunder. However, the Underwriter may in its discretion waive in writing one or more conditions imposed by this Purchase Agreement for the protection of the Underwriter and proceed with the Closing.

7. The Underwriter shall be under no obligation to pay, and, if the Series 2003 Bonds are issued, the City shall pay or cause the City to be paid from the proceeds of the Series 2003 Bonds, any fees and expenses incident to the performance of the City's obligations hereunder including (i) all expenses in connection with the printing and distribution of the Official Statement and any amendment or supplement to either; (ii) all expenses in connection with the preparation, printing, issuance and delivery of the Series 2003 Bonds; (iii) the fees and disbursements of Steptoe & Johnson PLLC, Bond Counsel; (iv) the fees and disbursements, if any, of Ryan J. Morgan, Esquire, Counsel for the City; (v) all advertising expenses in connection with the public offering of the Series 2003 Bonds; (vi) the fees and expenses of the verification agent; (vii) fees and expenses of the Bond Registrar; (viii) the fees of Cox Bowling & Johnson PLLC, Counsel to the Underwriter; and (ix) all other expenses and cost (including the fees and expenses of the City) for the authorization, issuance, sale and distribution of the Series 2003 Bonds.

8. The Underwriter shall pay from the underwriting spread all other expenses incurred by them in connection with the public offering and distribution of the Series 2003 Bonds, including all out-of-pocket expenses, travel and other expenses.

9. For so long as the Underwriter, or dealers or banks, if any, participating in the distribution of the Series 2003 Bonds, are offering Series 2003 Bonds which constitute the whole or a part of their unsold participations, the City will: (a) not adopt any amendment of or supplement to the Official Statement to which, after having been furnished with a copy, the Underwriter shall object in writing or which shall be disapproved by Counsel for the Underwriter, unless, in the opinion of Counsel to the City, such amendment or supplement is required to make the Official Statement not misleading, and (b) if any event relating to or affecting the City shall occur as a result of which it is necessary, in the opinion of Bond Counsel or Counsel for the Underwriter, to amend or supplement the Official Statement in order to make the Official Statement not misleading in the light of the circumstances existing at the time it is delivered to a purchaser, forthwith prepare and furnish to the Underwriter a reasonable number of copies of an amendment or a supplement to the Official Statement (in form and substance satisfactory to the Counsel for the Underwriter) which will amend or supplement the Official Statement so that it will not contain an untrue statement of a material fact or omit to state a material fact necessary in order to make the statements therein, in the light of the circumstances existing at the time the Official Statement is delivered to a purchaser, not misleading. The expense of preparing such amendment or supplement shall be borne by the City. For the purposes of this paragraph, the City will furnish such information with respect to itself as the Underwriter from time to time may request.

10. Neither the members or officers of the City nor their employees shall be personally liable for breach of any representation, agreement or warranty made by the City within this Purchase Agreement.

11. Any notice or other communication to be given under this Purchase Agreement may be given by delivering the same in writing as follows:

To the City:

City of Sistersville
200 Diamond Street
Sistersville, West Virginia
Attention: Mayor

To the Underwriter:

Ross, Sinclaire & Associates
400 Democrat Drive
Frankfort, Kentucky 40601
Attention: Senior Vice President

12. This Purchase Agreement is made solely for the benefit of the City and the Underwriter (including the successors or assigns of the Underwriter) and no other person, partnership, association or corporation shall acquire or have any right hereunder or by virtue hereof. All agreements of the City in this Purchase Agreement shall remain operative and in full force and effect regardless of any investigation made by or on behalf of the Underwriter and shall survive the delivery of and payment for the Series 2003 Bonds.

13. This Purchase Agreement may be executed in several counterparts, each of which shall be an original and all of which shall constitute one instrument.

14. The approval of the Underwriter when required hereunder or the determination of its satisfaction with any document referred to herein shall be in writing signed by the Representative and delivered to the City. This Purchase Agreement shall become legally effective upon its acceptance by the City, as evidenced by the signature of the Mayor of the City in the space provided hereinafter therefor.

15. This Purchase Agreement may be signed in counterparts.

ROSS, SINCLAIRE & ASSOCIATES

By: _____
Its: Senior Vice President

ACCEPTED AND APPROVED:

CITY OF SISTERSVILLE

By: _____
Its: Mayor

EXHIBIT A

MATURITY SCHEDULE

$910,000
CITY OF SISTERSVILLE (WEST VIRGINIA)
WATER REFUNDING REVENUE BONDS
SERIES 2003

MATURITY SCHEDULE

$20,000 Serial Bonds

Maturity (June 1)	Principal Amount	Interest Rate	Price or Yield
2004	$20,000	3.35%	3.35%

$125,000	3.35%	Series 2003 Term Bonds due June 1, 2007 at 3.35%
$140,000	4.25%	Series 2003 Term Bonds due June 1, 2010 at 4.25%
$155,000	4.65%	Series 2003 Term Bonds due June 1, 2013 at 4.65%
$245,000	5.00%	Series 2003 Term Bonds due June 1, 2017 at 5.00%
$225,000	5.50%	Series 2003 Term Bonds due June 1, 2020 at 5.50%

Optional Redemption

The Series 2003 Bonds maturing on and after June 1, 2013, are callable beginning on June 1, 2013, at the option of the City, 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 of par, plus interest accrued to the date fixed for redemption.

Mandatory Sinking Fund Redemption

The Series 2003 Bonds maturing June 1, 2007, shall be subject to mandatory redemption prior to maturity in part from moneys on deposit in the Series 2003 Bonds Sinking Fund at a redemption price equal to 100% of the principal amount thereof, plus accrued interest to the mandatory redemption date, on June 1, 2005, and on each June 1 thereafter to and including June 1, 2007, in annual principal amounts as follows:

Year	Amount	Year	Amount
2005	$40,000	2007*	$45,000
2006	40,000		

The principal amount of Series 2003 Bonds maturing June 1, 2007, delivered to or purchased by the Commission shall reduce pro tanto the principal amount of Series 2003 Bonds to be redeemed on the mandatory redemption date with respect to such maturity next following such delivery or purchase.

The Series 2003 Bonds maturing June 1, 2010, shall be subject to mandatory redemption prior to maturity in part from moneys on deposit in the Series 2003 Bonds Sinking Fund at a redemption price equal to 100% of the principal amount thereof, plus accrued interest to the mandatory redemption date, on June 1, 2008, and on each June 1 thereafter to and including June 1, 2010, in annual principal amounts as follows:

Year	Amount	Year	Amount
2008	$45,000	2010*	50,000
2009	$45,000		

The principal amount of Series 2003 Bonds maturing June 1, 2010, delivered to or purchased by the Commission shall reduce pro tanto the principal amount of Series 2003 Bonds to be redeemed on the mandatory redemption date with respect to such maturity next following such delivery or purchase.

The Series 2003 Bonds maturing June 1, 2013, shall be subject to mandatory redemption prior to maturity in part from moneys on deposit in the Series 2003 Bonds Sinking Fund at a redemption price equal to 100% of the principal amount thereof, plus accrued interest to the mandatory redemption date, on June 1, 2011, and on each June 1 thereafter to and including June 1, 2013, in annual principal amounts as follows:

Year	Amount	Year	Amount
2011	$50,000	2013*	55,000
2012	$50,000		

The principal amount of Series 2003 Bonds maturing June 1, 2013, delivered to or purchased by the Commission shall reduce pro tanto the principal amount of Series 2003 Bonds to be redeemed on the mandatory redemption date with respect to such maturity next following such delivery or purchase.

The Series 2003 Bonds maturing June 1, 2017, shall be subject to mandatory redemption prior to maturity in part from moneys on deposit in the Series 2003 Bonds Sinking Fund at a redemption price equal to 100% of the principal amount thereof, plus accrued interest to the mandatory redemption date, on June 1, 2014, and on each June 1 thereafter to and including June 1, 2017, in annual principal amounts as follows:

Year	Amount	Year	Amount
2014	$55,000	2016	$65,000
2015	60,000	2017*	65,000

The principal amount of Series 2003 Bonds maturing June 1, 2017, delivered to or purchased by the Commission shall reduce pro tanto the principal amount of Series 2003 Bonds to be redeemed on the mandatory redemption date with respect to such maturity next following such delivery or purchase.

The Series 2003 Bonds maturing June 1, 2020, shall be subject to mandatory redemption prior to maturity in part from moneys on deposit in the Series 2003 Bonds Sinking Fund at a redemption price equal to 100% of the principal amount thereof, plus accrued interest to the mandatory redemption date, on June 1, 2018, and on each June 1 thereafter to and including June 1, 2020, in annual principal amounts as follows:

Year	Amount	Year	Amount
2018	$70,000	2020*	$80,000
2019	75,000		

The principal amount of Series 2003 Bonds maturing June 1, 2020, delivered to or purchased by the Commission shall reduce pro tanto the principal amount of Series 2003 Bonds to be redeemed on the mandatory redemption date with respect to such maturity next following such delivery or purchase.

*Stated maturity.

EXHIBIT B

[LETTERHEAD OF STEPTOE & JOHNSON PLLC]

[Date of Closing]

City of Sistersville
(West Virginia)
Water Refunding Revenue Bonds, Series 2003

City of Sistersville
Sistersville, West Virginia

Ross, Sinclaire & Associates
Frankfort, Kentucky

Ladies and Gentlemen:

We have served as bond counsel in connection with the issuance and sale by the City of Sistersville (the "City") of its $910,000 aggregate principal amount of Water Refunding Revenue Bonds, Series 2003 (the "Series 2003 Bonds"). In our capacity as bond counsel, we are delivering an opinion of even date herewith concerning the legality of the Series 2003 Bonds and the exclusion of interest on the Series 2003 Bonds from gross income for federal income tax purposes (the "Bond Opinion"). We have examined the documents and instruments as described in the Bond Opinion, the Official Statement and such other matters as we have deemed necessary or appropriate to render this opinion. Words and terms used in this opinion shall have the meanings assigned to them in the Bond Purchase Agreement (the "Purchase Agreement") dated November 19, 2003, between the City and Ross, Sinclaire & Associates (the "Underwriter"), and approved by the City.

Based upon the foregoing, we are of opinion that:

(1) The Purchase Agreement has been authorized, executed and delivered by the City and, assuming due authorization, execution and delivery by the other parties thereto, is a legal, valid, binding and enforceable obligation of the City (except to the extent that enforceability may be limited by bankruptcy, insolvency or other laws or equitable principles affecting creditors' right generally).

(2) The City, under the Act, has full power and authority to enact the Ordinance, enter into the Purchase Agreement and perform its obligations thereunder.

(3) The Official Statement has been duly approved, signed and delivered by the City, and the City has authorized the distribution of the Official Statement and the use thereof by the Underwriter in connection with the public offering of the Series 2003 Bonds.

(4) The statements and information contained in the Official Statement under the captions or subcaptions "The Series 2003 Bonds," "Security for the Series 2003 Bonds," "Legal Matters," "Tax Matters" and, if applicable, the definitions and the summary of the Ordinance in Appendix D to the Official Statement (except for financial or statistical data therein as to which no opinion is hereby expressed) do not contain any untrue statement of a material fact or omit 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.

(5) The Series 2003 Bonds are exempt from registration pursuant to the Securities Act of 1933, as amended, and the Ordinance is exempt from qualification as an indenture pursuant to the Trust Indenture Act of 1939, as amended.

Very truly yours,

STEPTOE & JOHNSON PLLC

EXHIBIT C

[LETTERHEAD OF RYAN J. MORGAN, ESQ.]

[Date of Closing]

City of Sistersville
(West Virginia)
Water Refunding Revenue Bonds, Series 2003

City of Sistersville
Sistersville, West Virginia

Ross, Sinclaire & Associates, Inc.
Cincinnati, Ohio

Stetpoe & Johnson PLLC
Charleston, WV

Ladies and Gentlemen:

I have acted as counsel for the City of Sistersville (the "City") and have acted as such in connection with the sale of the above-referenced Series 2003 Bonds, which are being delivered and sold pursuant to a Bond Purchase Agreement dated as of November 19, 2003 (the "Purchase Agreement") between Ross, Sinclaire & Associates, Inc. (the "Underwriter") and the City. Any capitalized terms used herein and not defined shall have the meaning assigned to it in the Purchase Agreement.

In this connection, I have reviewed and examined certain proceedings and documents with respect to the Series 2003 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, specifically Chapter 8, Article 19 of the Code of West Virginia, 1931, as amended (collectively, the "Act"), the Ordinance of the City relating to the Series 2003 Bonds enacted on January 22, 2003, as supplemented and amended by a resolution adopted November 13, 2003 (collectively, the "Ordinance"), the Official Statement dated November 13, 2003, with respect to the issuance and offering of the Series 2003 Bonds (the "Official Statement"), and a closing certificate of the City. 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 City is a municipal corporation and political subdivision of the State of West Virginia. The City 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 and the Purchase Agreement.

2. The City has full power and authority to consummate all transactions contemplated by the Series 2003 Bonds, the Purchase Agreement, and any and all other agreements relating thereto, to which the City is a party.

3. The City has duly authorized all action necessary to be taken by it or on its behalf for (i) the execution and delivery of the Purchase Agreement; (ii) the approval of the distribution of the Official Statement; (iii) the ratification of the actions of the City and the issuance and delivery of the Series 2003 Bonds upon the terms set forth in the Ordinance; and (iv) the carrying out, giving effect to and consummation of the transactions contemplated thereby.

4. The Purchase Agreement has been duly and validly authorized, executed and

delivered by the City and the same is in full force and effect as of the date hereof and are valid and legally binding obligations of the City, enforceable against the City in accordance with their respective terms, except to the extent the enforceability thereof may be limited by bankruptcy, insolvency, reorganization, moratorium or similar laws relating to or affecting creditors' rights generally.

5. The Ordinance has been duly enacted at meetings of the governing body (Council) of the City which were called and held pursuant to law and in accordance with all applicable open meeting laws and at which a quorum was present and acting at the time of the enactment of the Ordinance.

6. The execution and delivery by the City of the Purchase Agreement and the performance of its obligations thereunder do not and will not result in a violation of any provision of, or in default under, the West Virginia statutes governing the City or, to the best of my knowledge after diligent inquiry and review of the City's records, any agreement or other instrument to which the City is a party or by which it or its properties are bound.

7. All actions necessary to be taken by the City have been taken, and no additional approval, authorization, consent or other order of the City or any public board or body is legally required to allow the City to enter into and perform its obligations under the Purchase Agreement or as described in the Official Statement.

8. The City is not in violation of any provision of, or in default under, West Virginia statutes governing the City.

10. To the best of my knowledge, there are no legal or governmental actions, proceedings, inquiries or investigations pending or threatened by governmental authorities or to which the City is a party or of which any property of the City is subject, except as described in the Official Statement, which, if determined adversely to the City, would individually or in the aggregate (i) materially and adversely affect the validity or the enforceability of the Series 2003 Bonds or the Purchase Agreement or (ii) otherwise materially or adversely affect the ability of the City to comply with its obligations under the Purchase Agreement, or materially and adversely affect the transactions contemplated by the Official Statement to be engaged in by the City.

11. Based upon my experience as counsel for the City and on my review of the Official Statement, and after diligent inquiry, the statements and information contained in the Official Statement under the captions or subcaptions "The Series 2003 Bonds," "Security for the Series 2003 Bonds," "The System" and "Litigation" do not contain any untrue statement of a material fact or omit to state any 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 on this opinion as if specifically addressed to them.

Very truly yours,

RYAN J. MORGAN, ESQUIRE

EXHIBIT D

[LETTERHEAD OF COX BOWLING & JOHNSON PLLC]

[Closing Date]

City of Sistersville
(West Virginia)
Water Refunding Revenue Bonds, Series 2003

Ross, Sinclaire & Associates, Inc.
400 Democrat Drive
Frankfort, Kentucky 40601

Ladies and Gentlemen:

We have acted as counsel to you (the "Underwriter") in connection with the issuance and sale by the City of Sistersville (the "City") of its Water Refunding Revenue Bonds, Series 2003, in the aggregate principal amount of $910,000 (the "Series 2003 Bonds"). In connection with rendering this opinion, we have examined the Official Statement dated November 19, 2003, the Bond Purchase Agreement dated November 19, 2003 (the "Purchase Agreement"), and Rule 15c2-12 of the Securities and Exchange Commission promulgated under the Securities Exchange Act of 1934, as amended (the "Rule"). Capitalized terms used but not defined herein shall have the meanings set forth in the Purchase Agreement.

Based upon the foregoing review, we are of the opinion that you are not required to comply with the requirements of paragraph (b)(5) of the Rule.

Without having undertaken to determine independently the accuracy or completeness of the statements contained in the Official Statement, but on the basis of our conferences with representatives of the City, counsel for the City, Bond Counsel and the Underwriter, and our examination of certain documents referred to in the Official Statement, nothing has come to our attention that would lead us to believe that the Official Statement (excluding therefrom the financial and statistical data included in the Official Statement, including Appendix B thereto as to which we express no opinion) contains any untrue statement of a material fact or omits to state a material fact necessary in order to make the statements made therein, in light of the circumstances under which they were made, not misleading.

This opinion is solely for the benefit of, and may be relied upon only by, the Underwriter; and it is not to be used, circulated, quoted or otherwise referred to for any other purpose, except that a copy hereof may be included in the transcript of closing documents pertaining to the delivery of the Series 2003 Bonds.

Very truly yours,

COX BOWLING & JOHNSON PLLC

CITY OF SISTERSVILLE
(WEST VIRGINIA)

Water Refunding Revenue Bonds, Series 2003

ACCEPTANCE OF DUTIES AS DEPOSITORY BANK

Union Bank, Inc., a state banking corporation, with an office in Sistersville, West Virginia, hereby accepts appointment as Depository Bank in connection with a Bond Ordinance of the City of Sistersville (the "Issuer"), adopted January 22, 2003, and a Supplemental Resolution of the Issuer adopted November 13, 2003 (collectively, the "Bond Legislation"), authorizing issuance of the Issuer's Water Refunding Revenue Bonds, Series 2003, dated November 21, 2003, in the principal amount of $910,000 (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 this 21st day of November, 2003.

UNION BANK, INC.

By: _____
Its: Authorized Officer

11/17/03
827720.00002

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 SISTERSVILLE
[Name of Issuer]

November 19, 2002
[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.

Received and Accepted:
THE DEPOSITORY TRUST COMPANY

By: _____

DTCC

The Depository Trust & Clearing Corporation

Very truly yours,

The City of Sistersville
(Issuer)

By: _____
(Authorized Officer's Signature)

William Rice, Mayor
(Print Name)

200 Diamond Square
(Street Address)

Sistersville, West Virginia 26175
(City) (State) (Country) (Zip Code)

(304) 652-6361
(Phone Number)

_____
(E-mail Address)

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.

CITY OF SISTERSVILLE
(WEST VIRGINIA)

Water Refunding Revenue Bonds, Series 2003

REGISTRAR AGREEMENT

THIS AGREEMENT, dated as of the 21st day of November, 2003, by and between the CITY OF SISTERSVILLE, a municipal corporation and political subdivision of the State of West Virginia (the "Issuer"), and Fifth Third Bank, Cincinnati, Ohio, a state banking corporation (the "Bank").

WHEREAS, the Issuer has, contemporaneously with the execution hereof, issued and sold its $910,000 aggregate principal amount of Water Refunding Revenue Bonds, Series 2003, in fully registered form (the "Bonds"), pursuant to an Ordinance enacted January 22, 2003, as supplemented (collectively, the "Bond Legislation");

WHEREAS, capitalized words and terms used in this Agreement and not otherwise defined herein shall have the respective meanings given them in the Bond Legislation, a copy of which is attached as Exhibit A hereto and incorporated herein by reference;

WHEREAS, the Bond Legislation provides for an appointment by the Issuer of a Registrar for the Bonds; and

WHEREAS, the Issuer desires to appoint, and by the Bond Legislation and this Agreement does appoint the Bank to act as Registrar under the Bond Legislation 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 Bond Legislation, 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 Registrar 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 Bond Legislation with respect to the Registrar. In the event of any conflict between the terms of this Agreement and the Bond Legislation, the terms of the Bond Legislation 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 Bond Legislation 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: City of Sistersville
200 Diamond Square
Sistersville, West Virginia 26175
Attention: Mayor

REGISTRAR: Fifth Third Bank
38 Fountain Square Plaza
Mail Drop 10 AT60
Cincinnati, OH 45202
Attention: Corporate Trust

8. The Bank is hereby requested and authorized to authenticate and deliver the Bonds in accordance with the Bond Legislation.

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.

CITY OF SISTERSVILLE

By: _____
Its: Mayor

FIFTH THIRD BANK

By: _____
Its: Authorized Officer

11/17/03
827720.00002

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.

CITY OF SISTERSVILLE

By: _____
Its: Mayor

FIFTH THIRD BANK

By: _____
Its: Authorized Officer

11/17/03
827720.00002

CH581645.1

EXHIBIT A

BOND LEGISLATION

[Attached at Tab No. 1]

FEE SCHEDULE

CITY OF SISTERSVILLE
(WEST VIRGINIA)

Water Refunding Revenue Bonds, Series 2003

CERTIFICATE OF REGISTRATION OF BOND

Fifth Third Bank, Cincinnati, Ohio, as Registrar under the Bond Legislation and Registrar's Agreement providing for the Water Refunding Revenue Bonds, Series 2003, of the City of Sistersville (the "Issuer"), hereby certifies that on the day hereof, the fully registered City of Sistersville Water Refunding Revenue Bonds, Series 2003, of the Issuer, dated November 21, 2003, in the aggregate principal amount of $910,000, numbered R-1 through R-6, were registered as to principal and interest in the name of "Cede & Co." in the books of the Issuer kept for that purpose at our office, by a duly authorized officer on behalf of Fifth Third Bank, as Registrar.

WITNESS my signature on this 21st day of November, 2003.

FIFTH THIRD BANK

By: _____
Its: Authorized Officer

11/17/03
827720.00002

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: City of Sisterseville

2 Issuer's employer identification number: 55 6000252

3 Number and street (or P.O. box if mail is not delivered to street address): 200 Diamond Street — Room/suite:

4 Report number: 3 - 01

5 City, town, or post office, state, and ZIP code: Sisterseville, West Virginia 26175

6 Date of issue: November 21, 2003

7 Name of issue: Water Refunding Revenue Bonds, Series 2003

8 CUSIP number: 829794 AF 3

9 Name and title of officer or legal representative whom the IRS may call for more information: William H. Rice, Mayor

10 Telephone number of officer or legal representative: (304) 652.6361

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	910,000
16	☐ Housing	16	
17	☐ Utilities	17	
18	☐ Other. Describe ▶	18	
19	If obligations are TANs or RANs, check box ▶ ☐ If obligations are BANs, check box ▶ ☐		
20	If obligations are in the form of a lease or installment sale, check box ▶ ☐		

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	June 1, 2020	$ 910,000	$ 910,000	9.786020 years	4.9736224 %

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	910,000
24	Proceeds used for bond issuance costs (including underwriters' discount)	24 60,577.83		
25	Proceeds used for credit enhancement	25 -0-		
26	Proceeds allocated to reasonably required reserve or replacement fund	26 84,400.00		
27	Proceeds used to currently refund prior issues	27 765,022.17		
28	Proceeds used to advance refund prior issues	28 -0-		
29	Total (add lines 24 through 28)		29	910,000
30	Nonrefunding proceeds of the issue (subtract line 29 from line 23 and enter amount here)		30	-0-

RECEIVED FEB 25 2004

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 ▶	See Schedule A years
32	Enter the remaining weighted average maturity of the bonds to be advance refunded ▶	N/A years
33	Enter the last date on which the refunded bonds will be called ▶	November 21, 2003
34	Enter the date(s) the refunded bonds were issued ▶	1/25/69 and 8/29/00

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	▶ ☐

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 of issuer's authorized representative — Date: 2-10-04 ▶ Type or print name and title: William H. Rice, Mayor

SCHEDULE A

Series 1989 A Bonds	=	16.421416
Series 1989 B Bonds	=	16.421416
Series 2000 Bonds	=	3.595871

WV MUNICIPAL BOND COMMISSION
8 Capitol Street
Suite 500, Terminal Building
Charleston, WV 25301
(304) 558-3971

NEW ISSUE REPORT FORM

Date of Report: November 21, 2003

ISSUE: The City of Sistersville Water Refunding Revenue Bonds, Series 2003

ADDRESS: 200 Diamond Street, Sistersville, WV 26175 COUNTY: Tyler

PURPOSE OF ISSUE: New Money: ____ Refunding: ____ REFUNDS ISSUE(S) DATED: N/A

ISSUE DATE: November 21, 2003 CLOSING DATE: November 21, 2003

ISSUE AMOUNT: $910,000 RATE: Variable

1ST DEBT SERVICE DUE: N/A 1ST PRINCIPAL DUE: N/A

1ST DEBT SERVICE AMOUNT: N/A PAYING AGENT: None

BOND COUNSEL: Steptoe & Johnson
Contact Person: Vincent A. Collins, Esquire
Phone: (304) 624-8161

UNDERWRITERS COUNSEL: ____
Contact Person: ____
Phone: ____

CLOSING BANK: ____
Contact Person: ____
Phone: ____

ESCROW TRUSTEE: ____
Contact Person: ____
Phone: ____

KNOWLEDGEABLE ISSUER CONTACT
Contact Person: Diane Mace
Position: Recorder
Phone: (304) 652-6361

OTHER: Ross, Sinclaire & Associates, Inc.
Contact Person: Brian Nurick
Function: Vice President
Phone: (800)255-0795

DEPOSITS TO MBC AT CLOSE:
By: ____ Wire ____ Check

____ Accrued Interest: $____
____ Capitalized Interest: $____
X Reserve Account: $ 84,400
____ 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: ____

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.

City of Sistersville, West Virginia
Water Refunding Revenue Bonds,
Series 2003

Final Schedules

Series 2003 Refunding Revenue Bonds

Distribution of Funds Schedule	1
Flow of Funds Schedule	2
Sources & Uses of Funds	3
Capsule Savings Summary Report	4
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Series 1987A USDA Bonds

Gross Debt Service Schedule	12-13

Series 1987B USDA Bonds

Gross Debt Service Schedule	14-15

Series 2000 Note

Gross Debt Service Schedule	16

Combined Debt Service Schedule

Gross Debt Service Schedule	17-18

System Debt Summary

Master Sinking Fund Schedule	19-26

R | S | A

Distribution of Funds
City of Sistersville, West Virginia
Water Refunding Revenue Bonds, Series 2003

(Distribution of Funds Schedule)

Priced: November 14, 2003
Dated: November 21, 2003
Delivery: November 21, 2003

From Purchaser			
Par Amount of Bonds	$910,000.00		
Add Accrued Interest	$0.00		
Underwriter's Premium (Discount)	($20,000.00)		
Deduct Good Faith Deposit	$0.00		
Total Due From Purchaser		$890,000.00	
Sources:			
From Purchaser		$890,000.00	
Add Series 1987A & 1987B DSR Fund		$35,000.00	
Add Good Faith Deposit		$0.00	
Total Sources:			**$925,000.00**
Uses:			
Purchaser		$765,022.17	
Remit to Union Bank, Inc. Series 2000 Payoff Amount	*$326,555.20*		
Remit to USDA Series 1987A Payoff Amount	*$226,181.35*		
Remit to USDA Series 1987B Payoff Amount	*$212,285.62*		
Issuer		$35,000.00	
Remit Series 1987A & 1987B DSR Fund to Operating Account	*$35,000.00*		
West Virginia Municpal Bond Commission		$84,400.00	
Remit to Debt Service Reserve Fund	*$84,400.00*		
Cost of Issuance		$40,577.83	
Remit to Steptoe & Johnson Bond Counsel Fees	*$25,000.00*		
Remit to Steptoe & Johnson Out of Pocket Expenses	*$2,627.83*		
Remit to Cox, Bowling & Johnson Underwriter Counsel Fees	*$5,000.00*		
Remit Ryan Morgan Local Counsel Fees	*$1,500.00*		
Remit to Fifth Third Bank Registrar Fees	*$1,500.00*		
Remit to Michael Griffith CPA Fees	*$4,950.00*		
Total Uses:			**$925,000.00**

Flow of Funds
City of Sistersville, West Virginia
Water Refunding Revenue Bonds, Series 2003

(Flow of Funds Schedule)

Priced: November 14, 2003

Dated: November 21, 2003

Delivery: November 21, 2003

From Purchaser

Nov. 21, 2003	Wire to Union Bank, Inc. Payoff Amount	$326,555.20
Nov. 21, 2003	Wire to USDA Payoff Amount (Series 1987A & 1987B)	$438,466.97
Nov. 21, 2003	Wire to West Virginia Municipal Bond Commission	$84,400.00
Nov. 21, 2003	Wire to Steptoe & Johnson Cost of Issuance	$40,577.83
Total:		$890,000.00

From Steptoe & Johnson

Nov. 21, 2003	Disburse Cost of Issuance	$40,577.83

Wiring Instructions

USDA (Series 1987A & 1987B)
- $438,466.97
- ABA # 021030004
- Treas NYC
- Identifier: 12200408
- Treasury
- NYC
- 57-048-0556000252
- City of Sistersville
- 438466.97
- Loan No. 01, 02

West Virginia Bond Commission
- West Virginia Municipal Bond Commission
- Bank: Branch Banking and Trust Company, Charleston, West Virginia
- Routing #: 051503394
- Account #: 5270517317
- Contact: West Virginia State Treasurer for West Virginia Municipal Bond Commission

Union Bank, Inc.
- ABA# 043404443
- City of Sistersville
- Credit: Note# 0000046646
- Contact: Mindy Cline
- Tele: (304) 353-8181

CITY OF SISTERSVILLE, WEST VIRGINIA
UTILITIES REFUNDING REVENUE BONDS, SERIES 2003
(REFUNDING OF SERIES 1987A / 1987B / 2000)

Sources and Uses of Funds

Delivery Date: 11/21/ 3

Sources of Funds

PAR AMOUNT OF BONDS	$910,000.00	
+PREMIUM /-DISCOUNT	$0.00	
BOND PROCEEDS		910,000.00
SERIES 1987 DSR FUND		35,000.00
		$945,000.00

Uses of Funds

DISCHARGE SERIES 1987A - USDA	226,181.35
DISCHARGE SERIES 1987B - USDA	212,285.62
DISCHARGE SERIES 2000 NOTES	326,555.20
REMIT PRIOR DSR FUND PROCEEDS TO CITY	35,000.00
BOND COUNSEL FEES	30,000.00
ACCOUNTANT FEES	4,950.00
REGISTRAR FEES	1,500.00
OUT OF POCKET EXPENSES	2,627.83
LOCAL COUNSEL FEES	1,500.00
UNDERWRITERS DISCOUNT (2.197802%)	20,000.00
DEBT SERVICE RESERVE	84,400.00
CONTINGENCY	0.00
	$945,000.00

ROSS, SINCLAIRE & ASSOCIATES - BNURICK

Date: 11-17-2003 @ 09:01:43 Filename: SISTERS Key: 03

City of Sistersville, West Virginia
Utilities System Refunding Revenue Bonds, Series 2003
(Debt Service Restructuring)

FY Ending June 30	USDA 1987A Payments	USDA 1987B Payments	Series 2000 Payments	Total Payments	Series 2003 Refunding Bonds: Principal Portion	Interest Portion	Less: DSR Reduction	Total Payment	Net Annual Savings
								Proceeds Remitted to District:	$35,000
2004	$13,248	$12,434	$39,505	$65,187	$20,000	$22,504		$42,504	$22,682
2005	$19,872	$18,651	$59,258	$97,780	$40,000	$41,970		$81,970	$15,810
2006	$19,872	$18,651	$59,258	$97,780	$40,000	$40,630		$80,630	$17,150
2007	$19,872	$18,651	$59,258	$97,780	$45,000	$39,290		$84,290	$13,490
2008	$19,872	$18,651	$59,258	$97,780	$45,000	$37,783		$82,783	$14,998
2009	$19,872	$18,651	$59,258	$97,780	$45,000	$35,870		$80,870	$16,910
2010	$19,872	$18,651	$59,258	$97,780	$50,000	$33,958		$83,958	$13,823
2011	$19,872	$18,651		$38,522	$50,000	$31,833		$81,833	($43,310)
2012	$19,872	$18,651		$38,522	$50,000	$29,508		$79,508	($40,985)
2013	$19,872	$18,651		$38,522	$55,000	$27,183		$82,183	($43,660)
2014	$19,872	$18,651		$38,522	$55,000	$24,625		$79,625	($41,103)
2015	$19,872	$18,651		$38,522	$60,000	$21,875		$81,875	($43,353)
2016	$19,872	$18,651		$38,522	$65,000	$18,875		$83,875	($45,353)
2017	$19,872	$18,651		$38,522	$65,000	$15,625		$80,625	($42,103)
2018	$19,872	$18,651		$38,522	$70,000	$12,375		$82,375	($43,853)
2019	$19,872	$18,651		$38,522	$75,000	$8,525		$83,525	($45,003)
2020	$19,872	$18,651		$38,522	$80,000	$4,400	$84,400	$0	$38,522
2021	$19,872	$18,651		$38,522					$38,522
2022	$19,872	$18,651		$38,522					$38,522
2023	$19,872	$18,651		$38,522					$38,522
2024	$19,872	$18,651		$38,522					$38,522
2025	$19,872	$18,651		$38,522					$38,522
2026	$19,872	$18,651		$38,522					$38,522
2027	$19,872	$18,651		$38,522					$38,522
2028	$19,872	$18,651		$38,522					$38,522
2029	($5,908)	($6,620)		($12,529)					($12,529)
Totals:	$484,258	$453,432	$395,052	$1,332,742	$910,000	$448,827	$84,400	$1,272,427	$95,315

Gross Savings Amount:	$95,315
Present Value Savings Amount:	$27,897
NPV Savings %:	3.6667%

Series 1987A, 1987B & 2000 Blended Rate:	7.29%
Series 2003 Interest Rate:	5.01%
Interest Rate Reduction:	2.28%

CITY OF SISTERSVILLE, WEST VIRGINIA
UTILITIES REFUNDING REVENUE BONDS, SERIES 2003
(REFUNDING OF SERIES 1987A / 1987B / 2000)

Bond Production Report

Dated 11/21/2003
Delivery 11/21/2003

Date	Principal	Bond Type	B/Y	Coupon	Yield	$Price	Priced to Call	Gross Production
6/ 1/ 4	20,000.00	Standard	11	3.3500	3.3500	100.000		20,000.00
6/ 1/ 5	40,000.00	Term Bond	72	3.3500	3.3500	100.000		40,000.00
6/ 1/ 6	40,000.00	Term Bond	173	3.3500	3.3500	100.000		40,000.00
6/ 1/ 7	45,000.00	Term Bond	332	3.3500	3.3500	100.000		45,000.00
6/ 1/ 8	45,000.00	Term Bond	535	4.2500	4.2500	100.000		45,000.00
6/ 1/ 9	45,000.00	Term Bond	784	4.2500	4.2500	100.000		45,000.00
6/ 1/10	50,000.00	Term Bond	1110	4.2500	4.2500	100.000		50,000.00
6/ 1/11	50,000.00	Term Bond	1487	4.6500	4.6500	100.000		50,000.00
6/ 1/12	50,000.00	Term Bond	1913	4.6500	4.6500	100.000		50,000.00
6/ 1/13	55,000.00	Term Bond	2437	4.6500	4.6500	100.000		55,000.00
6/ 1/14	55,000.00	Term Bond	3016	5.0000	5.0000	100.000		55,000.00
6/ 1/15	60,000.00	Term Bond	3708	5.0000	5.0000	100.000		60,000.00
6/ 1/16	65,000.00	Term Bond	4522	5.0000	5.0000	100.000		65,000.00
6/ 1/17	65,000.00	Term Bond	5402	5.0000	5.0000	100.000		65,000.00
6/ 1/18	70,000.00	Term Bond	6418	5.5000	5.5000	100.000		70,000.00
6/ 1/19	75,000.00	Term Bond	7583	5.5000	5.5000	100.000		75,000.00
6/ 1/20	80,000.00	Term Bond	8905	5.5000	5.5000	100.000		80,000.00
	910,000.00							910,000.00

ROSS, SINCLAIRE & ASSOCIATES - BNURICK

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CITY OF SISTERSVILLE, WEST VIRGINIA
UTILITIES REFUNDING REVENUE BONDS, SERIES 2003
(REFUNDING OF SERIES 1987A / 1987B / 2000)

Bond Production Report

Par Amount	910,000.00	
Production	0.00	
Gross Production	910,000.00	100.0000000
Bond Insurance	0.00	0.0000000
Underwriters Discount	20,000.00	2.1978022
Bid	890,000.00	97.8021978
Accrued	0.00	
Net to Issuer	890,000.00	
Gross Interest Cost	446,826.94	
+Net Discount	20,000.00	
Net Interest Cost	466,826.94	
N I C %	5.2421379	Using 97.8021978
T I C %	5.2760303	From Dated Date
Arbitrage Yield	4.9736224	
Bond Years	8,905.278	
Average Coupon	5.017552	
Average Life	9.786020	

TERM BOND(S):	PRINCIPAL	COUPON	YIELD	$Price	GROSS PRODUCTION	BOND YEARS	AVG. LIFE
6/ 1/ 7	125,000.00	3.3500	3.3500	100.000	125,000.00	320.972	2.567778
6/ 1/10	140,000.00	4.2500	4.2500	100.000	140,000.00	778.889	5.563492
6/ 1/13	155,000.00	4.6500	4.6500	100.000	155,000.00	1,326.806	8.560036
6/ 1/17	245,000.00	5.0000	5.0000	100.000	245,000.00	2,964.306	12.099206
6/ 1/20	225,000.00	5.5000	5.5000	100.000	225,000.00	3,503.750	15.572222
SERIAL BONDS:	20,000.00				20,000.00		

ROSS, SINCLAIRE & ASSOCIATES - BNURICK

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CITY OF SISTERSVILLE, WEST VIRGINIA
UTILITIES REFUNDING REVENUE BONDS, SERIES 2003
(REFUNDING OF SERIES 1987A / 1987B / 2000)

Debt Service Schedule

Date	Principal	Coupon	Interest	Period Total	Fiscal Total
6/ 1/ 4	20,000.00	3.350000	22,504.44	42,504.44	42,504.44
12/ 1/ 4			20,985.00	20,985.00	
6/ 1/ 5	40,000.00	3.350000	20,985.00	60,985.00	81,970.00
12/ 1/ 5			20,315.00	20,315.00	
6/ 1/ 6	40,000.00	3.350000	20,315.00	60,315.00	80,630.00
12/ 1/ 6			19,645.00	19,645.00	
6/ 1/ 7	45,000.00	3.350000	19,645.00	64,645.00	84,290.00
12/ 1/ 7			18,891.25	18,891.25	
6/ 1/ 8	45,000.00	4.250000	18,891.25	63,891.25	82,782.50
12/ 1/ 8			17,935.00	17,935.00	
6/ 1/ 9	45,000.00	4.250000	17,935.00	62,935.00	80,870.00
12/ 1/ 9			16,978.75	16,978.75	
6/ 1/10	50,000.00	4.250000	16,978.75	66,978.75	83,957.50
12/ 1/10			15,916.25	15,916.25	
6/ 1/11	50,000.00	4.650000	15,916.25	65,916.25	81,832.50
12/ 1/11			14,753.75	14,753.75	
6/ 1/12	50,000.00	4.650000	14,753.75	64,753.75	79,507.50
12/ 1/12			13,591.25	13,591.25	
6/ 1/13	55,000.00	4.650000	13,591.25	68,591.25	82,182.50
12/ 1/13			12,312.50	12,312.50	
6/ 1/14	55,000.00	5.000000	12,312.50	67,312.50	79,625.00
12/ 1/14			10,937.50	10,937.50	
6/ 1/15	60,000.00	5.000000	10,937.50	70,937.50	81,875.00
12/ 1/15			9,437.50	9,437.50	
6/ 1/16	65,000.00	5.000000	9,437.50	74,437.50	83,875.00
12/ 1/16			7,812.50	7,812.50	
6/ 1/17	65,000.00	5.000000	7,812.50	72,812.50	80,625.00
12/ 1/17			6,187.50	6,187.50	
6/ 1/18	70,000.00	5.500000	6,187.50	76,187.50	82,375.00
12/ 1/18			4,262.50	4,262.50	
6/ 1/19	75,000.00	5.500000	4,262.50	79,262.50	83,525.00
12/ 1/19			2,200.00	2,200.00	
6/ 1/20	80,000.00	5.500000	2,200.00	82,200.00	84,400.00

ROSS, SINCLAIRE & ASSOCIATES - BNURICK

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CITY OF SISTERSVILLE, WEST VIRGINIA
UTILITIES REFUNDING REVENUE BONDS, SERIES 2003
(REFUNDING OF SERIES 1987A / 1987B / 2000)

Debt Service Schedule

Date	Principal	Coupon	Interest	Period Total	Fiscal Total
	910,000.00		446,826.94	1,356,826.94	
ACCRUED					
	910,000.00		446,826.94	1,356,826.94	

Dated 11/21/ 3 with Delivery of 11/21/ 3

Bond Years	8,905.278	
Average Coupon	5.017552	
Average Life	9.786020	
N I C %	5.242138 %	Using 97.8021978
T I C %	5.276030 %	From Dated Date
Arbitrage Yield	4.973622 %	

ROSS, SINCLAIRE & ASSOCIATES - BNURICK

Date: 11-17-2003 @ 08:57:29 Filename: SISTERS Key: 03

CITY OF SISTERSVILLE, WEST VIRGINIA
UTILITIES REFUNDING REVENUE BONDS, SERIES 2003
(REFUNDING OF SERIES 1987A / 1987B / 2000)

Maximum Allowable Arbitrage Yield

DELIVERY DATE: 11/21/ 3

Par		910,000.00
Arbitrage Yield Target Value		910,000.00
Arbitrage Yield	4.97362240 %	

ROSS, SINCLAIRE & ASSOCIATES - BNURICK

Date: 11-17-2003 @ 08:57:31 Filename: SISTERS Key: 03

CITY OF SISTERSVILLE, WEST VIRGINIA
UTILITIES REFUNDING REVENUE BONDS, SERIES 2003
(REFUNDING OF SERIES 1987A / 1987B / 2000)

Net Debt Service Savings Report

Delivery Date: 11/21/ 3

Date	Proposed Debt Service	Proposed Fund Earnings	Proposed Net Debt Svc.	Prior Debt Service	Savings	Cumulative Savings
6/ 1/ 4	42,504.44		42,504.44	65,186.78	22,682.34	57,682.34
6/ 1/ 5	81,970.00		81,970.00	97,780.17	15,810.17	73,492.51
6/ 1/ 6	80,630.00		80,630.00	97,780.16	17,150.16	90,642.67
6/ 1/ 7	84,290.00		84,290.00	97,780.17	13,490.17	104,132.84
6/ 1/ 8	82,782.50		82,782.50	97,780.19	14,997.69	119,130.53
6/ 1/ 9	80,870.00		80,870.00	97,780.17	16,910.17	136,040.70
6/ 1/10	83,957.50		83,957.50	97,780.18	13,822.68	149,863.38
6/ 1/11	81,832.50		81,832.50	38,522.39	-43,310.11	106,553.27
6/ 1/12	79,507.50		79,507.50	38,522.38	-40,985.12	65,568.15
6/ 1/13	82,182.50		82,182.50	38,522.37	-43,660.13	21,908.02
6/ 1/14	79,625.00		79,625.00	38,522.37	-41,102.63	-19,194.61
6/ 1/15	81,875.00		81,875.00	38,522.38	-43,352.62	-62,547.23
6/ 1/16	83,875.00		83,875.00	38,522.37	-45,352.63	-107,899.86
6/ 1/17	80,625.00		80,625.00	38,522.36	-42,102.64	-150,002.50
6/ 1/18	82,375.00		82,375.00	38,522.37	-43,852.63	-193,855.13
6/ 1/19	83,525.00		83,525.00	38,522.35	-45,002.65	-238,857.78
6/ 1/20	84,400.00	84,400.00		38,522.36	38,522.36	-200,335.42
6/ 1/21				38,522.36	38,522.36	-161,813.06
6/ 1/22				38,522.38	38,522.38	-123,290.68
6/ 1/23				38,522.39	38,522.39	-84,768.29
6/ 1/24				38,522.38	38,522.38	-46,245.91
6/ 1/25				38,522.39	38,522.39	-7,723.52
6/ 1/26				38,522.37	38,522.37	30,798.85
6/ 1/27				38,522.37	38,522.37	69,321.22
6/ 1/28				38,522.36	38,522.36	107,843.58
6/ 1/29				-12,528.63	-12,528.63	95,314.95
	1,356,826.94	84,400.00	1,272,426.94	1,332,741.89		95,314.95

ROSS, SINCLAIRE & ASSOCIATES - BNURICK

Date: 11-17-2003 @ 09:09:14 Filename: SISTERS Key: 03

CITY OF SISTERSVILLE, WEST VIRGINIA
UTILITIES REFUNDING REVENUE BONDS, SERIES 2003
(REFUNDING OF SERIES 1987A / 1987B / 2000)

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Net Debt Service Savings Report

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Delivery Date: 11/21/ 3

Dated 11/21/ 3 with Delivery of 11/21/ 3

Bond Years	8,905.278	
Average Coupon	5.017552	
Average Life	9.786020	
N I C %	5.242138 %	Using 97.8021978
T I C %	5.276030 %	From Dated Date
Arbitrage Yield	4.973622 %	

N O T E : Cumulative Savings are Net of -35,000.00

Net Present Value Savings at: 4.9736% Equals 27,896.52 or 3.0656% of Par of the Current Issue

N O T E : Present Value Savings are Net of -35,000.00

ROSS, SINCLAIRE & ASSOCIATES - BNURICK

Date: 11-17-2003 @ 09:09:14 Filename: SISTERS Key: 03

CITY OF SISTERSVILLE, WEST VIRGINIA
USDA WATER REVENUE BONDS, SERIES 1987A
(PRIOR BONDS)

Debt Service Schedule

Date	Principal	Coupon	Interest	Period Total	Fiscal Total
6/25/ 4	2,050.08	7.500000	11,197.65	13,247.73	13,247.73
6/25/ 5	3,273.23	7.500000	16,598.36	19,871.60	19,871.60
6/25/ 6	3,527.34	7.500000	16,344.25	19,871.59	19,871.59
6/25/ 7	3,801.18	7.500000	16,070.40	19,871.58	19,871.58
6/25/ 8	4,096.28	7.500000	15,775.30	19,871.58	19,871.58
6/25/ 9	4,414.28	7.500000	15,457.28	19,871.56	19,871.56
6/25/10	4,756.97	7.500000	15,114.60	19,871.57	19,871.57
6/25/11	5,126.27	7.500000	14,745.31	19,871.58	19,871.58
6/25/12	5,524.23	7.500000	14,347.35	19,871.59	19,871.59
6/25/13	5,953.09	7.500000	13,918.49	19,871.59	19,871.59
6/25/14	6,415.25	7.500000	13,456.33	19,871.58	19,871.58
6/25/15	6,913.28	7.500000	12,958.30	19,871.58	19,871.58
6/25/16	7,449.98	7.500000	12,421.61	19,871.58	19,871.58
6/25/17	8,028.34	7.500000	11,843.24	19,871.58	19,871.58
6/25/18	8,651.60	7.500000	11,219.98	19,871.58	19,871.58
6/25/19	9,323.25	7.500000	10,548.34	19,871.59	19,871.59
6/25/20	10,047.03	7.500000	9,824.56	19,871.59	19,871.59
6/25/21	10,827.01	7.500000	9,044.60	19,871.61	19,871.61
6/25/22	11,667.54	7.500000	8,204.07	19,871.61	19,871.61
6/25/23	12,573.32	7.500000	7,298.29	19,871.61	19,871.61
6/25/24	13,549.42	7.500000	6,322.20	19,871.62	19,871.62
6/25/25	14,601.30	7.500000	5,270.32	19,871.62	19,871.62
6/25/26	15,734.83	7.500000	4,136.78	19,871.62	19,871.62
6/25/27	16,956.37	7.500000	2,915.24	19,871.61	19,871.61
6/25/28	18,272.74	7.500000	1,598.87	19,871.60	19,871.60
6/25/29	11,307.32		284.45	11,591.77	11,591.77
	224,841.54		276,916.16	501,757.70	
ACCRUED					
	224,841.54		276,916.16	501,757.70	

ROSS, SINCLAIRE & ASSOCIATES - BNURICK

Date: 11-17-2003 @ 08:58:23 Filename: SISTERS Key: 87A

CITY OF SISTERSVILLE, WEST VIRGINIA
USDA WATER REVENUE BONDS, SERIES 1987A
(PRIOR BONDS)

Debt Service Schedule

Dated 10/25/ 3 with Delivery of 10/25/ 3

Bond Years	3,692.216	
Average Coupon	7.499998	
Average Life	16.421416	
N I C %	7.499998 %	Using 100.0000000
T I C %	7.618164 %	From Dated Date
Arbitrage Yield	7.618164 %	

ROSS, SINCLAIRE & ASSOCIATES - BNURICK

Date: 11-17-2003 @ 08:58:23 Filename: SISTERS Key: 87A

CITY OF SISTERSVILLE, WEST VIRGINIA
USDA WATER REVENUE BONDS, SERIES 1987B
(PRIOR BONDS)

Debt Service Schedule

Date	Principal	Coupon	Interest	Period Total	Fiscal Total
6/25/ 4	1,924.13	7.500000	10,509.75	12,433.88	12,433.88
6/25/ 5	3,072.14	7.500000	15,578.68	18,650.82	18,650.82
6/25/ 6	3,310.64	7.500000	15,340.18	18,650.82	18,650.82
6/25/ 7	3,567.65	7.500000	15,083.18	18,650.83	18,650.83
6/25/ 8	3,844.62	7.500000	14,806.21	18,650.83	18,650.83
6/25/ 9	4,143.08	7.500000	14,507.74	18,650.82	18,650.82
6/25/10	4,464.72	7.500000	14,186.10	18,650.82	18,650.82
6/25/11	4,811.33	7.500000	13,839.48	18,650.81	18,650.81
6/25/12	5,184.85	7.500000	13,465.95	18,650.79	18,650.79
6/25/13	5,587.36	7.500000	13,063.43	18,650.79	18,650.79
6/25/14	6,021.12	7.500000	12,629.67	18,650.79	18,650.79
6/25/15	6,488.56	7.500000	12,162.24	18,650.80	18,650.80
6/25/16	6,992.28	7.500000	11,658.51	18,650.79	18,650.79
6/25/17	7,535.11	7.500000	11,115.68	18,650.79	18,650.79
6/25/18	8,120.08	7.500000	10,530.71	18,650.78	18,650.78
6/25/19	8,750.46	7.500000	9,900.30	18,650.76	18,650.76
6/25/20	9,429.78	7.500000	9,220.99	18,650.77	18,650.77
6/25/21	10,161.84	7.500000	8,488.92	18,650.76	18,650.76
6/25/22	10,950.73	7.500000	7,700.04	18,650.77	18,650.77
6/25/23	11,800.86	7.500000	6,849.91	18,650.78	18,650.78
6/25/24	12,717.00	7.500000	5,933.77	18,650.77	18,650.77
6/25/25	13,704.25	7.500000	4,946.52	18,650.77	18,650.77
6/25/26	14,768.15	7.500000	3,882.61	18,650.75	18,650.75
6/25/27	15,914.63	7.500000	2,736.12	18,650.76	18,650.76
6/25/28	17,150.13	7.500000	1,500.63	18,650.76	18,650.76
6/25/29	10,612.64		266.97	10,879.61	10,879.61
	211,028.12		259,904.28	470,932.40	
ACCRUED					
	211,028.12		259,904.28	470,932.40	

ROSS, SINCLAIRE & ASSOCIATES - BNURICK

Date: 11-17-2003 @ 08:58:31 Filename: SISTERS Key: 87B

CITY OF SISTERSVILLE, WEST VIRGINIA
USDA WATER REVENUE BONDS, SERIES 1987B
(PRIOR BONDS)

==========

Debt Service Schedule

==========

Dated 10/25/ 3 with Delivery of 10/25/ 3

Bond Years	3,465.380	
Average Coupon	7.500022	
Average Life	16.421416	
N I C %	7.500022 %	Using 100.0000000
T I C %	7.618195 %	From Dated Date
Arbitrage Yield	7.618195 %	

ROSS, SINCLAIRE & ASSOCIATES - BNURICK

Date: 11-17-2003 @ 08:58:31 Filename: SISTERS Key: 87B

CITY OF SISTERSVILLE, WEST VIRGINIA
WATER REVENUE BONDS, SERIES 2000 (BANK LOAN)
(PRIOR BONDS)

Debt Service Schedule

Date	Principal	Coupon	Interest	Period Total	Fiscal Total
6/29/ 4	26,976.08	6.000000	12,529.08	39,505.16	39,505.16
6/29/ 5	42,536.99	6.000000	16,720.76	59,257.75	59,257.75
6/29/ 6	45,160.58	6.000000	14,097.18	59,257.75	59,257.75
6/29/ 7	47,945.98	6.000000	11,311.78	59,257.76	59,257.76
6/29/ 8	50,903.19	6.000000	8,354.59	59,257.78	59,257.78
6/29/ 9	54,042.78	6.000000	5,215.00	59,257.78	59,257.78
6/29/10	57,376.02	6.000000	1,881.76	59,257.79	59,257.79
	324,941.62		70,110.15	395,051.77	
ACCRUED					
	324,941.62		70,110.15	395,051.77	

Dated 10/29/ 3 with Delivery of 10/29/ 3

Bond Years	1,168.448	
Average Coupon	6.000280	
Average Life	3.595871	
N I C %	6.000280 %	Using 100.0000000
T I C %	6.075818 %	From Dated Date
Arbitrage Yield	6.075818 %	

ROSS, SINCLAIRE & ASSOCIATES - BNURICK

Date: 11-17-2003 @ 08:58:36 Filename: SISTERS Key: 00

CITY OF SISTERSVILLE, WEST VIRGINIA
COMBINED DEBT SERVICE, SERIES 1987A, 1987B & 2000
(FISCAL YEAR)

Debt Service Schedule

Date	Principal	Coupon	Interest	Period Total	Fiscal Total
12/29/ 3	7,618.51		8,678.19	16,296.70	16,296.70
12/29/ 4	47,395.46		50,384.71	97,780.17	97,780.17
12/29/ 5	50,416.23		47,363.93	97,780.16	97,780.16
12/29/ 6	53,630.89		44,149.27	97,780.16	97,780.16
12/29/ 7	57,051.98		40,728.20	97,780.18	97,780.18
12/29/ 8	60,692.87		37,087.32	97,780.18	97,780.18
12/29/ 9	64,567.79		33,212.38	97,780.17	97,780.17
12/25/10	38,690.18		29,461.10	68,151.28	68,151.28
12/25/11	10,316.13		28,206.26	38,522.39	38,522.39
12/25/12	11,117.00		27,405.37	38,522.37	38,522.37
12/25/13	11,980.04		26,542.33	38,522.37	38,522.37
12/25/14	12,910.08		25,612.29	38,522.37	38,522.37
12/25/15	13,912.32		24,610.06	38,522.38	38,522.38
12/25/16	14,992.37		23,529.99	38,522.37	38,522.37
12/25/17	16,156.27		22,366.09	38,522.36	38,522.36
12/25/18	17,410.52		21,111.83	38,522.36	38,522.36
12/25/19	18,762.15		19,760.21	38,522.35	38,522.35
12/25/20	20,218.70		18,303.66	38,522.36	38,522.36
12/25/21	21,788.33		16,734.04	38,522.37	38,522.37
12/25/22	23,479.82		15,042.56	38,522.38	38,522.38
12/25/23	25,302.62		13,219.77	38,522.39	38,522.39
12/25/24	27,266.93		11,255.46	38,522.39	38,522.39
12/25/25	29,383.73		9,138.65	38,522.38	38,522.38
12/25/26	31,664.86		6,857.51	38,522.37	38,522.37
12/25/27	34,123.09		4,399.28	38,522.37	38,522.37
12/25/28	36,772.15		1,750.21	38,522.36	38,522.36
1/25/29	3,190.26		19.94	3,210.20	3,210.20
	760,811.28		606,930.59	1,367,741.87	
ACCRUED					
	760,811.28		606,930.59	1,367,741.87	

ROSS, SINCLAIRE & ASSOCIATES - BNURICK

Date: 11-17-2003 @ 09:25:45 Filename: SISTERS Key: CMB

CITY OF SISTERSVILLE, WEST VIRGINIA
COMBINED DEBT SERVICE, SERIES 1987A, 1987B & 2000
(FISCAL YEAR)

==========
Debt Service Schedule
==========

Dated 10/25/ 3 with Delivery of 10/25/ 3

Bond Years	8,329.655	
Average Coupon	7.286383	
Average Life	10.948386	
N I C %	7.286383 %	Using 100.0000000
T I C %	7.301857 %	From Dated Date

ROSS, SINCLAIRE & ASSOCIATES - BNURICK

Date: 11-17-2003 @ 09:25:45 Filename: SISTERS Key: CMB

City of Sistersville, West Virginia
Utilities System Refunding Revenue Bonds, Series 2003
(Sinking Fund Schedule)

Payment Date	Monthly Payment	Sinking Fund Balance	Net Payment	Payment Date	Check Number
12/01/03	$6,818.23	$6,818.23		___/___/___	_____
01/01/04	$6,818.23	$13,636.45		___/___/___	_____
02/01/04	$6,818.23	$20,454.68		___/___/___	_____
03/01/04	$6,818.23	$27,272.90		___/___/___	_____
04/01/04	$6,818.23	$34,091.13		___/___/___	_____
05/01/04	$6,818.23	$40,909.35		___/___/___	_____
06/01/04	$6,818.23	$5,223.14	$42,504	___/___/___	_____
07/01/04	$6,818.23	$12,041.37		___/___/___	_____
08/01/04	$6,818.23	$18,859.59		___/___/___	_____
09/01/04	$6,818.23	$25,677.82		___/___/___	_____
10/01/04	$6,818.23	$32,496.04		___/___/___	_____
11/01/04	$6,818.23	$39,314.27		___/___/___	_____
12/01/04	$6,818.23	$25,147.50	$20,985	___/___/___	_____
01/01/05	$6,818.23	$31,965.72		___/___/___	_____
02/01/05	$6,818.23	$38,783.95		___/___/___	_____
03/01/05	$6,818.23	$45,602.17		___/___/___	_____
04/01/05	$6,818.23	$52,420.40		___/___/___	_____
05/01/05	$6,818.23	$59,238.62		___/___/___	_____
06/01/05	$6,818.23	$5,071.85	$60,985	___/___/___	_____
07/01/05	$6,818.23	$11,890.08		___/___/___	_____
08/01/05	$6,818.23	$18,708.30		___/___/___	_____
09/01/05	$6,818.23	$25,526.53		___/___/___	_____
10/01/05	$6,818.23	$32,344.75		___/___/___	_____
11/01/05	$6,818.23	$39,162.98		___/___/___	_____
12/01/05	$6,818.23	$25,666.21	$20,315	___/___/___	_____
01/01/06	$6,818.23	$32,484.43		___/___/___	_____
02/01/06	$6,818.23	$39,302.66		___/___/___	_____
03/01/06	$6,818.23	$46,120.88		___/___/___	_____

City of Sistersville, West Virginia
Utilities System Refunding Revenue Bonds, Series 2003
(Sinking Fund Schedule)

Payment Date	Monthly Payment	Sinking Fund Balance	Net Payment	Payment Date	Check Number
04/01/06	$6,818.23	$52,939.11		___/___/___	_____
05/01/06	$6,818.23	$59,757.33		___/___/___	_____
06/01/06	$6,818.23	$6,260.56	$60,315	___/___/___	_____
07/01/06	$6,818.23	$13,078.79		___/___/___	_____
08/01/06	$6,818.23	$19,897.01		___/___/___	_____
09/01/06	$6,818.23	$26,715.24		___/___/___	_____
10/01/06	$6,818.23	$33,533.46		___/___/___	_____
11/01/06	$6,818.23	$40,351.69		___/___/___	_____
12/01/06	$6,818.23	$27,524.92	$19,645	___/___/___	_____
01/01/07	$6,818.23	$34,343.14		___/___/___	_____
02/01/07	$6,818.23	$41,161.37		___/___/___	_____
03/01/07	$6,818.23	$47,979.59		___/___/___	_____
04/01/07	$6,818.23	$54,797.82		___/___/___	_____
05/01/07	$6,818.23	$61,616.04		___/___/___	_____
06/01/07	$6,818.23	$3,789.27	$64,645	___/___/___	_____
07/01/07	$6,818.23	$10,607.50		___/___/___	_____
08/01/07	$6,818.23	$17,425.72		___/___/___	_____
09/01/07	$6,818.23	$24,243.95		___/___/___	_____
10/01/07	$6,818.23	$31,062.17		___/___/___	_____
11/01/07	$6,818.23	$37,880.40		___/___/___	_____
12/01/07	$6,818.23	$25,807.38	$18,891	___/___/___	_____
01/01/08	$6,818.23	$32,625.60		___/___/___	_____
02/01/08	$6,818.23	$39,443.83		___/___/___	_____
03/01/08	$6,818.23	$46,262.05		___/___/___	_____
04/01/08	$6,818.23	$53,080.28		___/___/___	_____
05/01/08	$6,818.23	$59,898.50		___/___/___	_____
06/01/08	$6,818.23	$2,825.48	$63,891	___/___/___	_____
07/01/08	$6,818.23	$9,643.71		___/___/___	_____

City of Sistersville, West Virginia
Utilities System Refunding Revenue Bonds, Series 2003
(Sinking Fund Schedule)

Payment Date	Monthly Payment	Sinking Fund Balance	Net Payment	Payment Date	Check Number
08/01/08	$6,818.23	$16,461.93		___/___/___	_____
09/01/08	$6,818.23	$23,280.16		___/___/___	_____
10/01/08	$6,818.23	$30,098.38		___/___/___	_____
11/01/08	$6,818.23	$36,916.61		___/___/___	_____
12/01/08	$6,818.23	$25,799.84	$17,935	___/___/___	_____
01/01/09	$6,818.23	$32,618.06		___/___/___	_____
02/01/09	$6,818.23	$39,436.29		___/___/___	_____
03/01/09	$6,818.23	$46,254.51		___/___/___	_____
04/01/09	$6,818.23	$53,072.74		___/___/___	_____
05/01/09	$6,818.23	$59,890.96		___/___/___	_____
06/01/09	$6,818.23	$3,774.19	$62,935	___/___/___	_____
07/01/09	$6,818.23	$10,592.42		___/___/___	_____
08/01/09	$6,818.23	$17,410.64		___/___/___	_____
09/01/09	$6,818.23	$24,228.87		___/___/___	_____
10/01/09	$6,818.23	$31,047.09		___/___/___	_____
11/01/09	$6,818.23	$37,865.32		___/___/___	_____
12/01/09	$6,818.23	$27,704.80	$16,979	___/___/___	_____
01/01/10	$6,818.23	$34,523.02		___/___/___	_____
02/01/10	$6,818.23	$41,341.25		___/___/___	_____
03/01/10	$6,818.23	$48,159.47		___/___/___	_____
04/01/10	$6,818.23	$54,977.70		___/___/___	_____
05/01/10	$6,818.23	$61,795.92		___/___/___	_____
06/01/10	$6,818.23	$1,635.40	$66,979	___/___/___	_____
07/01/10	$6,818.23	$8,453.63		___/___/___	_____
08/01/10	$6,818.23	$15,271.85		___/___/___	_____
09/01/10	$6,818.23	$22,090.08		___/___/___	_____
10/01/10	$6,818.23	$28,908.30		___/___/___	_____
11/01/10	$6,818.23	$35,726.53		___/___/___	_____

City of Sistersville, West Virginia
Utilities System Refunding Revenue Bonds, Series 2003
(Sinking Fund Schedule)

Payment Date	Monthly Payment	Sinking Fund Balance	Net Payment	Payment Date	Check Number
12/01/10	$6,818.23	$26,628.51	$15,916	___/___/___	_____
01/01/11	$6,818.23	$33,446.73		___/___/___	_____
02/01/11	$6,818.23	$40,264.96		___/___/___	_____
03/01/11	$6,818.23	$47,083.18		___/___/___	_____
04/01/11	$6,818.23	$53,901.41		___/___/___	_____
05/01/11	$6,818.23	$60,719.63		___/___/___	_____
06/01/11	$6,818.23	$1,621.61	$65,916	___/___/___	_____
07/01/11	$6,818.23	$8,439.84		___/___/___	_____
08/01/11	$6,818.23	$15,258.06		___/___/___	_____
09/01/11	$6,818.23	$22,076.29		___/___/___	_____
10/01/11	$6,818.23	$28,894.51		___/___/___	_____
11/01/11	$6,818.23	$35,712.74		___/___/___	_____
12/01/11	$6,818.23	$27,777.22	$14,754	___/___/___	_____
01/01/12	$6,818.23	$34,595.44		___/___/___	_____
02/01/12	$6,818.23	$41,413.67		___/___/___	_____
03/01/12	$6,818.23	$48,231.89		___/___/___	_____
04/01/12	$6,818.23	$55,050.12		___/___/___	_____
05/01/12	$6,818.23	$61,868.34		___/___/___	_____
06/01/12	$6,818.23	$3,932.82	$64,754	___/___/___	_____
07/01/12	$6,818.23	$10,751.05		___/___/___	_____
08/01/12	$6,818.23	$17,569.27		___/___/___	_____
09/01/12	$6,818.23	$24,387.50		___/___/___	_____
10/01/12	$6,818.23	$31,205.72		___/___/___	_____
11/01/12	$6,818.23	$38,023.95		___/___/___	_____
12/01/12	$6,818.23	$31,250.93	$13,591	___/___/___	_____
01/01/13	$6,818.23	$38,069.15		___/___/___	_____
02/01/13	$6,818.23	$44,887.38		___/___/___	_____
03/01/13	$6,818.23	$51,705.60		___/___/___	_____

City of Sistersville, West Virginia
Utilities System Refunding Revenue Bonds, Series 2003
(Sinking Fund Schedule)

Payment Date	Monthly Payment	Sinking Fund Balance	Net Payment	Payment Date	Check Number
04/01/13	$6,818.23	$58,523.83		___/___/___	_____
05/01/13	$6,818.23	$65,342.05		___/___/___	_____
06/01/13	$6,818.23	$3,569.03	$68,591	___/___/___	_____
07/01/13	$6,818.23	$10,387.26		___/___/___	_____
08/01/13	$6,818.23	$17,205.48		___/___/___	_____
09/01/13	$6,818.23	$24,023.71		___/___/___	_____
10/01/13	$6,818.23	$30,841.93		___/___/___	_____
11/01/13	$6,818.23	$37,660.16		___/___/___	_____
12/01/13	$6,818.23	$32,165.89	$12,313	___/___/___	_____
01/01/14	$6,818.23	$38,984.11		___/___/___	_____
02/01/14	$6,818.23	$45,802.34		___/___/___	_____
03/01/14	$6,818.23	$52,620.56		___/___/___	_____
04/01/14	$6,818.23	$59,438.79		___/___/___	_____
05/01/14	$6,818.23	$66,257.01		___/___/___	_____
06/01/14	$6,818.23	$5,762.74	$67,313	___/___/___	_____
07/01/14	$6,818.23	$12,580.97		___/___/___	_____
08/01/14	$6,818.23	$19,399.19		___/___/___	_____
09/01/14	$6,818.23	$26,217.42		___/___/___	_____
10/01/14	$6,818.23	$33,035.64		___/___/___	_____
11/01/14	$6,818.23	$39,853.87		___/___/___	_____
12/01/14	$6,818.23	$35,734.60	$10,938	___/___/___	_____
01/01/15	$6,818.23	$42,552.82		___/___/___	_____
02/01/15	$6,818.23	$49,371.05		___/___/___	_____
03/01/15	$6,818.23	$56,189.27		___/___/___	_____
04/01/15	$6,818.23	$63,007.50		___/___/___	_____
05/01/15	$6,818.23	$69,825.72		___/___/___	_____
06/01/15	$6,818.23	$5,706.45	$70,938	___/___/___	_____
07/01/15	$6,818.23	$12,524.68		___/___/___	_____

City of Sistersville, West Virginia
Utilities System Refunding Revenue Bonds, Series 2003
(Sinking Fund Schedule)

Payment Date	Monthly Payment	Sinking Fund Balance	Net Payment	Payment Date	Check Number
08/01/15	$6,818.23	$19,342.90		___/___/___	_____
09/01/15	$6,818.23	$26,161.13		___/___/___	_____
10/01/15	$6,818.23	$32,979.35		___/___/___	_____
11/01/15	$6,818.23	$39,797.58		___/___/___	_____
12/01/15	$6,818.23	$37,178.31	$9,438	___/___/___	_____
01/01/16	$6,818.23	$43,996.53		___/___/___	_____
02/01/16	$6,818.23	$50,814.76		___/___/___	_____
03/01/16	$6,818.23	$57,632.98		___/___/___	_____
04/01/16	$6,818.23	$64,451.21		___/___/___	_____
05/01/16	$6,818.23	$71,269.43		___/___/___	_____
06/01/16	$6,818.23	$3,650.16	$74,438	___/___/___	_____
07/01/16	$6,818.23	$10,468.39		___/___/___	_____
08/01/16	$6,818.23	$17,286.61		___/___/___	_____
09/01/16	$6,818.23	$24,104.84		___/___/___	_____
10/01/16	$6,818.23	$30,923.06		___/___/___	_____
11/01/16	$6,818.23	$37,741.29		___/___/___	_____
12/01/16	$6,818.23	$36,747.02	$7,813	___/___/___	_____
01/01/17	$6,818.23	$43,565.24		___/___/___	_____
02/01/17	$6,818.23	$50,383.47		___/___/___	_____
03/01/17	$6,818.23	$57,201.69		___/___/___	_____
04/01/17	$6,818.23	$64,019.92		___/___/___	_____
05/01/17	$6,818.23	$70,838.14		___/___/___	_____
06/01/17	$6,818.23	$4,843.87	$72,813	___/___/___	_____
07/01/17	$6,818.23	$11,662.10		___/___/___	_____
08/01/17	$6,818.23	$18,480.32		___/___/___	_____
09/01/17	$6,818.23	$25,298.55		___/___/___	_____
10/01/17	$6,818.23	$32,116.77		___/___/___	_____
11/01/17	$6,818.23	$38,935.00		___/___/___	_____

City of Sistersville, West Virginia
Utilities System Refunding Revenue Bonds, Series 2003
(Sinking Fund Schedule)

Payment Date	Monthly Payment	Sinking Fund Balance	Net Payment	Payment Date	Check Number
12/01/17	$6,818.23	$39,565.73	$6,188	___/___/___	_____
01/01/18	$6,818.23	$46,383.95		___/___/___	_____
02/01/18	$6,818.23	$53,202.18		___/___/___	_____
03/01/18	$6,818.23	$60,020.40		___/___/___	_____
04/01/18	$6,818.23	$66,838.63		___/___/___	_____
05/01/18	$6,818.23	$73,656.85		___/___/___	_____
06/01/18	$6,818.23	$4,287.58	$76,188	___/___/___	_____
07/01/18	$6,818.23	$11,105.81		___/___/___	_____
08/01/18	$6,818.23	$17,924.03		___/___/___	_____
09/01/18	$6,818.23	$24,742.26		___/___/___	_____
10/01/18	$6,818.23	$31,560.48		___/___/___	_____
11/01/18	$6,818.23	$38,378.71		___/___/___	_____
12/01/18	$6,818.23	$40,934.44	$4,263	___/___/___	_____
01/01/19	$6,818.23	$47,752.66		___/___/___	_____
02/01/19	$6,818.23	$54,570.89		___/___/___	_____
03/01/19	$6,818.23	$61,389.11		___/___/___	_____
04/01/19	$6,818.23	$68,207.34		___/___/___	_____
05/01/19	$6,818.23	$75,025.56		___/___/___	_____
06/01/19	$6,818.23	$2,581.29	$79,263	___/___/___	_____
07/01/19	$6,818.23	$9,399.52		___/___/___	_____
08/01/19	$6,818.23	$16,217.74		___/___/___	_____
09/01/19	$6,818.23	$23,035.97		___/___/___	_____
10/01/19	$6,818.23	$29,854.19		___/___/___	_____
11/01/19	$6,818.23	$36,672.42		___/___/___	_____
12/01/19	$6,818.23	$41,290.65	$2,200	___/___/___	_____
01/01/20	$6,818.23	$48,108.87		___/___/___	_____
02/01/20	$6,818.23	$54,927.10		___/___/___	_____
03/01/20	$6,818.23	$61,745.32		___/___/___	_____

City of Sistersville, West Virginia
Utilities System Refunding Revenue Bonds, Series 2003
(Sinking Fund Schedule)

Payment Date	Monthly Payment	Sinking Fund Balance	Net Payment	Payment Date	Check Number
04/01/20	$6,818.23	$68,563.55		____/____/____	_____
05/01/20	$6,818.23	$75,381.77		____/____/____	_____
06/01/20	$6,818.23	($0.00)	$82,200	____/____/____	_____
Totals:	$1,356,826.94		$1,356,826.94		