$1,485,000

CITY OF BECKLEY (WEST VIRGINIA)
PARKING SYSTEM REFUNDING REVENUE BONDS,
SERIES 2009 (BANK QUALIFIED)

Date of Closing: September 17, 2009

CITY OF BECKLEY

AN ORDINANCE AUTHORIZING THE REFUNDING OF THE ISSUER'S OUTSTANDING PARKING REVENUE BONDS, SERIES 1998 AND FINANCING OF THE COST THEREOF, NOT OTHERWISE PROVIDED, AND PAYING COSTS OF ISSUANCE AND RELATED COSTS, THROUGH THE ISSUANCE OF PARKING SYSTEM REFUNDING REVENUE BONDS, SERIES 2009, OF THE CITY IN THE AGGREGATE PRINCIPAL AMOUNT OF NOT TO EXCEED $2,000,000; PROVIDING FOR THE RIGHTS AND REMEDIES OF, AND THE SECURITY FOR, THE REGISTERED OWNERS OF SUCH BONDS; AUTHORIZING THE EXECUTION AND DELIVERY OF A TAX AND NON-ARBITRAGE CERTIFICATE, AN OFFICIAL STATEMENT, A BOND PURCHASE AGREEMENT, A CONTINUING DISCLOSURE AGREEMENT AND OTHER DOCUMENTS IN CONNECTION THEREWITH; AUTHORIZING THE SALE AND PROVIDING FOR THE TERMS AND PROVISIONS OF SUCH BONDS AND ENACTING OTHER PROVISIONS WITH RESPECT THERETO.

WHEREAS, the City of Beckley (the "Issuer" or the "City") presently owns and/or operates through the Beckley Parking Commission (the "Commission") certain on-street and off-street public motor vehicle parking facilities within the City of Beckley consisting of parking lots, buildings, ramps, curb-line parking meters and other facilities necessary, appropriate, useful, convenient or incidental to the regulation and control and parking of motor vehicles (the "System");

WHEREAS, the Issuer has heretofore financed the acquisition and construction of the System and certain additions, betterments and improvements thereto through the issuance of series of bonds or refunding bonds, of which the Issuer's Parking Revenue Bonds are presently outstanding;

WHEREAS, under the provisions of Chapter 8, Article 16 of the Code of West Virginia, 1931, as amended (the "Revenue Bond Act"), the Issuer is authorized and empowered to issue revenue bonds to finance all or a portion of the costs of acquisition, construction and equipping of new public works, including motor vehicle parking facilities and, under the provisions of Chapter 13, Article 2E of the Code of West Virginia, 1931, as amended (the "Refunding Act" and along with the Revenue Bond Act, the "Act"), the Issuer 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;

WHEREAS, the Issuer has determined and hereby determines that present value debt service savings would result from the Issuer's current refunding of its outstanding Parking Revenue Bonds, Series 1998, dated June 15, 1998, issued in the original aggregate principal amount of $1,840,000 (the "Series 1998 Bonds");

WHEREAS, the Issuer has determined that it is in the best interests of the inhabitants of the City and other users of the System to currently refund its outstanding Series 1998 Bonds;

WHEREAS, the Issuer has determined that the aforementioned refunding of the Series 1998 Bonds should be financed with the proceeds from the issuance of the City's Parking System Refunding Revenue Bonds, Series 2009, in the original aggregate principal amount of not more than $2,000,000 (the " Bonds"), such Bonds to be secured by and payable from the Net Revenues (as hereinafter defined) of the System; and

WHEREAS, the Issuer has determined and hereby determines that it is in the best interests of the residents of the City that its Bonds be sold to the Original Purchaser (as hereinafter defined) thereof pursuant to the terms and provisions of a bond purchase agreement (the "Bond Purchase Agreement") between the Issuer and the Original Purchaser.

NOW, THEREFORE, THE COMMON COUNCIL OF THE CITY OF BECKLEY HEREBY ORDAINS:

ARTICLE I

DEFINITIONS, STATUTORY AUTHORITY AND FINDINGS

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

"Act" means Chapter 8, Article 16 of the West Virginia Code of 1931, as amended and in effect on the date of delivery of the Bonds.

"Additional Bonds" means bonds other than the Bonds, which may be subsequently issued by the Issuer on a parity with the Bonds, subject to the conditions and restrictions set forth in Section 7.08, hereof.

"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.

"Authorized Officer" means the Mayor of the City of Beckley or any other officer of such City specifically designated by ordinance or resolution of the Council of the City as such.

"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" means an attorney or firm of attorneys nationally recognized as expert in matters relating to the issuance of tax-exempt bonds, and initially means Steptoe & Johnson PLLC, Clarksburg, West Virginia.

"Bondholder," "Registered Owner," "Holder of the Bonds" or any similar term means initially, the Original Purchaser, and thereafter, any person who shall be the registered owner of any Bond or Bonds.

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

"Bonds" means the $2,000,000 maximum aggregate principal amount of PARKING SYSTEM REFUNDING REVENUE BONDS, Series 2009, of the Issuer to be issued pursuant to this Ordinance.

"Bond Year" means the Fiscal Year, except that the first Bond Year shall begin on the Closing Date.

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

"Certificate of Authentication and Registration" means the Certificate of Authentication and Registration on the Bonds, in substantially the form set forth in EXHIBIT A - BOND FORM hereto.

"City" or "Issuer" means the City of Beckley, a municipal corporation of the State of West Virginia, in Raleigh County thereof, and, where appropriate, the Council, the Authority and any successor thereto.

"City Clerk" means the Recorder/Treasurer of the Issuer duly appointed and serving from time to time.

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

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

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

"Commission" means the Beckley Parking Commission and any successor to its functions.

"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, those costs described in Section 1.03E.

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

"County" means the County of Raleigh, State of West Virginia.

"Debt Service" means the scheduled amount of interest and amortization of principal payable on the Bonds during the period of computation, excluding amounts scheduled during such period which relate to principal which has been retired before the beginning of such period, assuming for purposes of any coverage requirement, that the interest rate on the Bonds is equal to the Initial Rate.

"Defeasance Obligations" means Government Obligations.

"Depository Bank" means the 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 to be named in the Supplemental Resolution or that may hereafter be appointed by the Issuer as Depository Bank.

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

"DTC-eligible" means, with respect to the Series 2009 Bonds, meeting the qualifications prescribed by DTC.

"Determination of Taxability" means the interest on the Bonds in whole or in part is included in the gross income of a holder (or former holder) for federal income tax purposes for any reason, the determination of which is manifested by (a) a statutory Notice of Deficiency (90-day letter) from the Internal Revenue Service proposing to include such interest in the income of a holder (or former holder), or (b) delivery to the Registrar or Issuer of an opinion of Bond Counsel acceptable to the Registrar to the effect that (i) as a result of a change in the federal tax laws after the date of the issuance of the Bonds such interest on obligations of the general character of the Bonds will be included in whole or in part in the gross income of the holders thereof (for the purposes of this paragraph, such interest becomes subject to federal income taxation when the President of the United States of America signs such legislation) or (ii) that for any other reason, interest on the Bonds, in whole or in part, is included in the gross income of a holder or former holder of the Bonds; provided, however, no Determination of Taxability shall be deemed to exist if the Issuer shall, within 30 days after such assertion of taxability, cause to be delivered to the Registrar an unqualified opinion of Bond Counsel reasonably acceptable to the holder or former holder to the effect that interest on the Bonds has been and continues to be excludable from gross income for federal income tax purposes, then such holder or former holder shall at the expense of the Issuer contest such assertion of taxability by appropriate administrative proceedings through the Internal Revenue Service Appeals Office, whose determination as to taxability shall be final and binding and upon such determination by the Internal Revenue Service Appeals Office a Determination of Taxability shall be deemed to exist. In any such contest the holder or former holder shall cooperate with the Issuer and toward that end shall (a) give prompt notice of any such assertion and (b) permit the Issuer or its representatives to meet with the representatives of the holder or former holder dealing with the Internal Revenue Service to discuss the issues involved.

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

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

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

"Government Obligations" means direct and general obligations of the United States of America (including obligations issued or held in book-entry form on the books of the Department of the Treasury), for the payment of which the full faith and credit of the United States of America is pledged.

"Gross Revenues" means the aggregate gross operating and non-operating revenues of the System, including all revenues, fees and fines derived from all on-street metered parking spaces and all off-street metered or unmetered parking lots, parking garages and other off-street public parking facilities owned, leased or otherwise operated by or for the City or the Commission, now existing or hereafter acquired, 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 the revenues derived from any gains from the sale or other disposition of, or from any increase in the value of, capital assets or any fee or charge levied and collected for the furnishing by the Issuer of miscellaneous services.

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

"Initial Rate" means the rate of interest on the Bonds determined to be applicable on the Closing Date.

"Investment Property" means any security (as said term is defined in Section 165(g)(2)(A) or (B) of the Code), obligation, annuity contract, investment type property or residential rental property for family units which is not located within the jurisdiction of the Issuer and which is not acquired to implement a court ordered or approved housing desegregation plan, excluding, however, obligations the interest on which is excluded from gross income, under Section 103 of the Code, for federal income tax purposes other than specified private activity bonds as defined in Section 57(a)(5)(C) of the Code.

"Maximum Annual Debt Service" means, at the time of computation, the greatest amount of Debt Service required to be paid on the Bonds for the then current or any succeeding Fiscal Year, assuming that the interest rate on the Bonds is equal to the Initial Rate.

"Mayor" means the Mayor of the Issuer.

"Net Proceeds" means the face amount of the Series 2009 Bonds, plus accrued interest and premium, if any, less original issue discount, if any, and less proceeds deposited in the Bonds Reserve Account. For purposes of the Private Business Use limitations set forth herein, the term Net Proceeds shall include any amounts resulting from investment of proceeds of the Bonds, without regard to whether or not such investment is made in tax exempt obligations.

"Net Revenues" means Gross Revenues less Operating Expenses, as hereinafter defined.

"Nonpurpose Investment" means any Investment Property which is acquired with the gross proceeds of the Bonds and is not acquired in order to carry out the governmental purpose of the Bonds.

"Operating Expenses," unless qualified, means the current expenses, paid or accrued, of repair, operation and maintenance of the System, and includes, without limiting the generality of the foregoing, administrative, engineering, legal, auditing and insurance expenses (other than those capitalized as part of the costs of any project relating to the acquisition or construction of additions, betterments or improvements for the System), supplies, labor, wages, the cost of materials and supplies used for current operations, fees and expenses of fiscal agents and of the Depository Bank, Registrar and Paying Agent or Paying Agents, payments to pension or retirement funds, taxes and such other reasonable operating costs and expenses as should normally and regularly be included under generally accepted accounting principles; provided, that "Operating Expenses" does not include payments on account of the principal of or redemption premium, if any, or interest on the Bonds or any Additional Bonds, charges for depreciation, losses from the sale or other disposition of or any decrease in the value of capital assets, amortization of debt discount or such miscellaneous deductions as are applicable to prior accounting periods.

"Ordinance" regardless of whether preceded by the article "the" or "this," means this Ordinance, as it may hereafter from time to time be amended or supplemented, by ordinance or by resolution.

"Original Purchaser" or "Purchaser" means the investment banking firm or firms, bank or banks, or such other entity or entities as shall purchase the Bonds directly from the Issuer, as determined by the Supplemental Resolution.

"Outstanding," when used with reference to Bonds and as of any particular date, describes all Bonds theretofore and thereupon being delivered except (a) any Bond for the payment of which moneys, equal to its principal amount, with interest to the date of maturity, shall be held in trust under this Ordinance and set aside for such payment (whether upon or prior to maturity); and (b) any Bond deemed to have been paid as provided in Article X hereof.

"Paying Agent" means the Bond Commission, or its successor.

"Person" means an individual, a corporation, a partnership, an association, a joint stock company, a trust, any unincorporated organization, a government body, any other political subdivision, municipality or any other group or entity.

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

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

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

"Rebate Fund" means the Rebate Fund created by Section 5.01 hereof.

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

"Recording Officer," "Recorder" or "Clerk" means the City Clerk of the Issuer.

"Redemption Date" means the date fixed for prepayment or redemption of any of the Bonds or Additional Bonds subject to prepayment or redemption in any notice of prepayment or redemption published or mailed in accordance herewith.

"Redemption Price" means the price at which the Bonds may be called for redemption and includes the principal amount of the Bonds to be redeemed, plus the premium, if any, required to be paid to affect such redemption.

"Registrar" or "Bond Registrar" means the bank so designated as registrar for the Bonds by the Supplemental Resolution.

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

"Renewal and Replacement Fund" means the Renewal and Replacement Fund created pursuant to Section 5.01, hereof.

"Reserve Account" means the Reserve Account created pursuant to Section 5.02 hereof.

"Reserve Requirement" means an amount equal to the lesser of (i) 10% of the original principal amount of the Bonds, (ii) Maximum Annual Debt Service at the time of original issuance of the Bonds, or (iii) 125% of average annual Debt Service at the time of original issuance of the Bonds.

"Revenue Fund" means the Revenue Fund created by Section 5.01 hereof.

"Series 1998 Bonds" means the Issuer's Parking Revenue Bonds, Series 1998, dated June 15, 1998, issued in the original aggregate principal amount of $1,840,000.

"Sinking Fund" means the Sinking Fund created by Section 5.02 hereof.

"State" means the State of West Virginia.

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

"Surplus Revenues" means the 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 Issuer, including, without limitation, the funds and accounts established for the Bonds.

"System" means the complete properties, facilities and equipment owned, leased or operated by the Issuer or the Commission, available for the purpose of providing on-street and off-street public motor vehicle parking spaces and facilities within the boundaries of the City, in its entirety or any integral part thereof, and shall include the existing on-street metered parking spaces and off-street motor vehicle parking facilities of the Issuer, and any further additions, betterments and improvements thereto hereafter constructed or acquired for said System from any sources whatsoever, including the Project.

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

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.

Words importing singular number include the plural number in each case and vice versa; words importing the masculine gender include every other gender; and words importing persons include firms, partnerships, associations and corporations.

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

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

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

Section 1.03. Findings. It is hereby found, determined and declared as follows:

A. The Issuer is a municipal corporation of the State of West Virginia, in Raleigh County of said State.

B. The Issuer now owns and operates through the Commission, the System, the acquisition and construction of which has been financed or refinanced pursuant to the issuance of bonds or refunding bonds.

C. The Issuer has determined that present value debt service savings will result from the current refunding of its Outstanding Series 1998 Bonds, and that it is in the best interest of the residents of the Issuer and other users of the System to currently refund such Series 1998 Bonds.

D. It is deemed necessary for the Issuer to issue its Parking System Refunding Revenue Bonds, Series 2009, in the original aggregate principal amount of not more than $2,000,000, in order to repay in full the remaining principal balance of and all accrued interest on the Issuer 's Series 1998 Bonds. The proceeds of the Bonds may also be applied to funding the Bonds Reserve Account and the payment of underwriter's discount; legal expenses; expenses for estimates of costs and Issuer and revenues; administrative expense; commitment fees; premiums for municipal bond insurance, reserve account insurance or reserve account surety bonds; letter of credit fees; discount; initial fees for the services of registrar's, paying agents, depositories or trustees or other costs in connection with the sale of the Bonds and such other expenses as may be necessary or incidental to the financing herein authorized; and the performance of the things herein required or permitted, in connection with any thereof, provided, that reimbursement to the Issuer for any amounts

expended by it for allowable costs prior to the issuance of the Bonds or the repayment of indebtedness incurred by the Issuer for such purposes shall also be permitted.

E. It is in the best interest of the Issuer that the Bonds be sold to the Original Purchaser pursuant to the terms and provisions of a Bond Purchase Agreement to be entered into by and between the Issuer and the Original Purchaser, as shall be approved by the Supplemental Resolution of the Issuer.

F. After refunding the Series 1998 Bonds, there will be no other outstanding bonds or obligations of the Issuer which are secured by revenues or assets of the System.

G. The Issuer intends to issue the Bonds and to pledge for payment thereof, the Net Revenues of the System.

H. The period of usefulness of the System is not less than 25 years.

I. The estimated revenues to be derived in each year after the date hereof from the operation of the System will be sufficient to provide for the repair, maintenance and operation of the System, the payment of the principal of and interest on all Bonds issued hereunder and all payments into the Series 2009 Bonds Sinking Fund and the Renewal and Replacement Fund, as hereinafter provided, and to make all other payments provided for in this Ordinance.

J. It is in the best interest of the Issuer, and the residents thereof, that the Issuer issue the Bonds and secure the Bonds by a pledge of the Net Revenues derived from the operation of the System, and all the moneys in the Sinking Fund as further set forth herein.

K. The Bonds and the Certificate of Authentication and Registration to be endorsed thereon are to be in substantially the forms set forth in EXHIBIT A - BOND FORM attached hereto and incorporated herein by reference, with necessary and appropriate variations, omissions and insertions as permitted or required by this Ordinance or a supplemental resolution or as deemed necessary by the Registrar or the Issuer.

L. All things necessary to make the Bonds, when authenticated by the Registrar and issued as in this Ordinance provided, the valid, binding and legal special obligations of the Issuer according to the import thereof, to validly pledge those funds pledged hereby to the payment of the principal of and interest on the Bonds, and to comply with the provisions imposed by the Act upon the issuance of the Bonds have been timely met, done and duly performed.

M. The enactment of this Ordinance, and the execution and issuance of the Bonds, subject to the terms thereof, will not result in any breach of, or constitute a default

under, any instrument to which the Issuer or the Commission is a party or by which either may be bound or affected.

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

ARTICLE II

AUTHORIZATION OF REFUNDING

Section 2.01. Authorization of Refunding. All Series 1998 Bonds Outstanding as of the date of issuance of the Bonds and all unpaid interest accrued thereon, if any, are hereby ordered to be refunded and paid in full and the pledge of Net Revenues in favor of the Registered Owners of the Series 1998 Bonds imposed by the prior ordinance authorizing the issuance of the Series 1998 Bonds, the monies in the funds and accounts created by the prior ordinances pledged to payment of the Series 1998 Bonds, and any other funds pledged by the prior ordinances to payment of the Series 1998 Refunding Bonds are hereby ordered terminated, discharged and released upon such payment to the Registered Owners of the Series 1998 Bonds. Contemporaneously with the payment in full of the Series 1998 Bonds, the amounts on deposit in the sinking fund, and all other funds and accounts created and maintained on behalf of the Series 1998 Bonds, shall be released from the lien created by the prior ordinance authorizing the issuance of the Series 1998 Bonds.

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 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 (or such other denominations as may be set forth in a Supplemental Resolution). All Bonds shall be dated as of the date provided in a Supplemental Resolution applicable to such series. All Bonds shall bear interest from the interest payment date next preceding the date of authentication or, if authenticated after the Record Date but prior to the applicable interest payment date or on such interest payment date, from such interest payment date or, if no interest on such Bonds has been paid, from the date thereof; provided however, that, if, as shown by the records of the Registrar, interest on such Bonds shall be in default, Bonds issued in exchange for Bonds surrendered for transfer or exchange shall bear interest from the date to which interest has been paid in full on the initial Bonds surrendered.

The principal of and the premium, if any, on the Bonds shall be payable in any coin or currency which, on the respective date of such payment, is legal tender for the payment of public and private debts under the laws of the United States of America upon surrender at the principal office of the Paying Agent. Interest on the Bonds shall be paid by check or draft made payable and mailed to the Registered Owner thereof at his address as it appears in the Bond Register at the close of business on the Record Date, or, if requested, in the case of a Registered Owner of $1,000,000 or more of the Bonds, by wire transfer to a domestic bank account specified in writing at least 5 days prior to such interest payment date by such Registered Owner.

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

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

in the Issuer, although at the date of such Bonds such person may not have held such office or may not have been so authorized.

Section 3.03. Authentication and Registration. No Bond shall be valid or obligatory for any purpose or entitled to any security or benefit under this Ordinance unless and until the Certificate of Authentication and Registration on such Bond, substantially in the form set forth in EXHIBIT A - FORM OF BOND attached hereto and incorporated herein by reference with respect to such respective Bond, shall have been duly manually executed by the Registrar. Any such manually executed Certificate of Authentication and Registration upon any such Bond shall be conclusive evidence that such Bond has been authenticated, registered and delivered under this Ordinance. The Certificate of Authentication and Registration on any Bond shall be deemed to have been executed by the Registrar if signed by an authorized officer of the Registrar, but it shall not be necessary that the same officer sign the Certificate of Authentication and Registration on all of the Bonds issued hereunder.

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

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

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

In all cases in which the privilege of transferring or exchanging a Bond is exercised, Bonds shall be delivered in accordance with the provisions of this Ordinance. All Bonds surrendered in any such transfer or exchange shall forthwith be canceled by the

Registrar. Transfers of Bonds, the initial exchange of Bonds and exchanges of such 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 such Bonds, the Registrar may make a charge sufficient to reimburse its office for any tax or other governmental charge required to be paid with respect to such transfer or exchange, and such tax or governmental charge, and such service charge for exchange other than the initial exchange or in the event of partial redemption, shall be paid by the person requesting such transfer or exchange as a condition precedent to the exercise of the privilege of making such transfer or exchange. The Registrar shall not be obliged to make any such transfer or exchange of Bonds that have been called for redemption.

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

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

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

A. The amounts to be deposited, apportioned and set apart by the Issuer from the Revenue Fund and into the Bonds Redemption Account in accordance with Subsection 5.03(A)(2) shall include (after credit as provided below) on the first of each month, beginning on the first day of that month which is 13 months prior to the first mandatory redemption date of said Term Bonds, a sum equal to 1/12th of the amount required to redeem the principal amount of such Term Bonds which are to be redeemed as of

the next ensuing mandatory redemption date, which amounts and dates, if any, with respect to a series of Bonds shall be set forth in the Supplemental Resolution relating thereto.

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

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

D. After said 60th day but prior to the date on which the Registrar selects the Term Bonds to be redeemed, the Bond Commission may use the moneys in the 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 Issuer and the Registrar of any Term Bonds so purchased, and they shall be credited by the Registrar at 100% of the principal amount thereof against the obligation of the Issuer on such mandatory redemption date, and any excess shall be credited against future mandatory redemption obligations in the order directed by the Issuer, and the principal amount of such Term Bonds to be redeemed pursuant to mandatory sinking fund redemption shall be accordingly reduced.

E. The Registrar shall call for redemption, in the manner provided herein, an aggregate principal amount of such Term Bonds, at the principal amount thereof plus interest accrued to the redemption date (interest to be paid from the Sinking Fund), as will exhaust as nearly as practicable such 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 Registered Owner of the Bonds to be redeemed, official notice of any redemption shall be given by the

Registrar on behalf of the Issuer by mailing a copy of an official redemption notice by registered or certified mail at least 30 days and not more than 60 days prior to the date fixed for redemption to the applicable Bond Insurer, if any, the Original Purchaser, and the Registered Owner of the Bond or Bonds, as applicable, 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.

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.

Prior to any redemption date, the Issuer shall deposit with the Registrar an amount of money sufficient to pay the redemption price of all the Bonds or portions of such Bonds which are to be redeemed on that date.

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

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

Section 3.08. Persons Treated as Owners. The Issuer, the Registrar and any agent of the Issuer or the Registrar may treat the person in whose name any Bond is registered as the owner of such Bond for the purpose of receiving payment of the principal of, and interest on, such Bond and (except as provided in Section 7.17) for all other purposes, whether or not such Bond is overdue.

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

Section 3.10. Authorization of Bonds. For the purposes of paying in full the entire outstanding principal of and all accrued interest on the Series 1998 Bonds, funding the Bonds Reserve Account and paying costs of issuance of the Bonds and related costs, there shall be issued the Bonds of the Issuer, in an aggregate principal amount of not more than $2,000,000. The Bonds shall be designated the "City of Beckley (West Virginia) PARKING SYSTEM REFUNDING REVENUE BONDS, Series 2009" and shall be issued in fully registered form, in denominations of $5,000 or any integral multiple thereof for any year of maturity (or such other denominations as may be set forth in the Supplemental Resolution), not exceeding the aggregate principal amount of Bonds maturing in the year of maturity for which the denomination is to be specified. The Bonds shall be numbered from AR-1 consecutively upward. The Bonds shall be dated; shall be in such aggregate principal amount; shall bear interest at such rate or rates, not exceeding the then legally permissible rate, payable semiannually on such dates; shall mature on such dates and in such amounts; shall be subject to such mandatory and optional redemption provisions; and shall have such other terms, all as the Issuer shall prescribe herein and in the Supplemental Resolution.

Section 3.11. Book Entry System for Bonds. The Bonds (if purchased by the Original Purchaser) shall initially be issued in the form of one fully-registered bond for the aggregate principal amount of the Bonds of each maturity, and shall be registered in the name of Cede & Co., as nominee of DTC. Notwithstanding anything herein to the contrary

contained, so long as the Bonds are so issued and registered, DTC (or its nominee) shall be treated as the sole Registered Owner for all purposes hereunder. Each Bond shall bear a legend substantially to the following effect "Except as otherwise provided in the Ordinance, this global bond may be transferred, in whole but not in part, only to another nominee of DTC (as defined in the Ordinance) or to a successor of DTC or to a nominee of a successor of DTC. Unless this certificate is presented by an authorized representative of DTC, to the Issuer or its agent for registration of transfer, exchange, or payment, and any certificate 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."

With respect to Bonds registered in the records of the Registrar in the name of Cede & Co., as nominee of DTC, the Issuer and the Paying Agent shall have no responsibility or obligation to any other participant in DTC or to any Person on behalf of whom such a participant in DTC holds a beneficial interest in the Bonds. Without limiting the immediately preceding sentence, the Issuer and the Paying Agent shall have no responsibility or obligation with respect to (i) the accuracy of the records of DTC, Cede & Co. or any other participant in DTC with respect to any beneficial ownership interest in any Bond, (ii) the delivery to any other participant in DTC or any other Person, other than a Registered Owner, as shown in the records of the Registrar, of any notice with respect to any Bonds, including without limitation any notice of redemption, tender, purchase or any event which would or could give rise to a tender or purchase right or option with respect to any Bond, (iii) the payment to any other participant in DTC or any other Person, other than a Registered Owner, as shown in the records of the Registrar, of any amount with respect to principal of, premium, if any, or interest on, any Bond, or (iv) any consent given by DTC as Registered Owner. Notwithstanding any other provision of this Ordinance to the contrary, the Issuer and the Paying Agent shall be entitled to treat and consider the Person in whose name each Bond is registered in the records of the Registrar as the absolute owner of such Bond for the purpose of payment of principal, premium, if any, and interest with respect to such Bond, for the purpose of giving notices of redemption, sale, purchase or any event which would or could give rise to a sale or purchase right or option with respect to any Bond for the purpose of making payment of any purchase price of such Bond, for the purpose of registering transfers with respect to such Bond, and for all other purposes whatsoever. The Issuer and Paying Agent shall pay all principal of, premium, if any, and interest on the Bonds and the purchase price of any Bond only to or upon the order of the respective Registered Owners, as shown in the records of the Registrar as provided in this Ordinance, or their respective attorneys or legal representatives duly authorized in writing, and all such payments shall be valid and effective to fully satisfy and discharge the Issuer's obligations with respect to payment of principal of, premium, if any, and interest on the Bonds to the extent of the sum or sums so paid. No Person other than a Registered Owner, as shown in the records of

the Registrar, shall receive a Bond certificate evidencing the obligation of the Issuer to make payments of principal, premium, if any, and interest pursuant to this Ordinance.

The Registered Owners have no right to a depository for the Bonds. The Issuer may remove DTC or any successor thereto for any reason at any time. In such event or in the event DTC shall notify the Issuer that DTC is discontinuing its book-entry system for the Bonds, the Issuer shall (i) appoint a successor securities depository, qualified to act as such under Section 17(a) of the Securities Exchange Act, notify DTC of the appointment of such successor securities depository and transfer one or more separate Bond certificates to such successor securities depository or (ii) notify DTC of the availability through the DTC of Bond certificates and transfer one or more separate Bond certificates to other participants or beneficial owners as DTC may direct. In such event, the Bonds shall no longer be restricted to being registered in the records of the Registrar in the name of Cede & Co., as nominee, but may be registered in the name of the successor securities depository, or its nominee, or in whatever name or names other participants in DTC receiving Bonds shall designate, in accordance with the provisions of this Ordinance. The provisions of this Section applicable to DTC shall apply, mutatis mutandis, to any successor depository performing the same functions hereunder as DTC.

The Issuer represents hereby that it has executed a Letter of Representations, the terms of which are applicable to the issuance of the Bonds hereunder. Such Letter of Representations is for the purpose of effectuating the Book-Entry Only System only and shall not be deemed to amend, supersede or supplement the terms of this Ordinance which are intended to be complete without reference to the Letter of Representations. In the event of any conflict between the terms of the Letter of Representations and the terms of this Ordinance, the terms of this Ordinance shall control. DTC may exercise the rights of a Registered Owner hereunder only in accordance with the terms hereof applicable to the exercise of such rights.

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

(1) If not registered in the name of DTC or its nominee, a list of the names in which the Bonds are to be registered upon original issuance, together with such taxpayer identification and other information as the Registrar may reasonably require;

(2) A request and authorization to the Registrar on behalf of the Issuer, signed by an Authorized Officer, to authenticate and deliver the Bonds to DTC for the benefit of the Original Purchaser;

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

(4) The unqualified approving opinion of Bond Counsel regarding the Bonds; and

(5) A copy of such other documents and certificates as the Original Purchaser may reasonably require.

Section 3.13. Form of Bonds. The definitive 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 Bonds on behalf of the Issuer and execution thereof by such officers shall constitute conclusive evidence of such approval, and the definitive Bonds shall have the form of the opinion of Steptoe & Johnson PLLC, as Bond Counsel, attached thereto or printed on the reverse thereof.

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

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

2. An amount of the proceeds of the Bonds equal to the amount, if any, set forth in the Supplemental Resolution shall be remitted to the Bond Commission for deposit in the Bonds Reserve Account.

3. An amount of the proceeds of the Bonds equal to the entire outstanding principal of and all accrued interest on the Series 1998 Bonds as set forth in the Supplemental Resolution shall be remitted to the Bond Commission to pay the Series 1998 Bonds in full.

4. An amount of Bond proceeds which, together with other monies or securities deposited therein, shall be equal to the Costs of Issuance of the Bonds shall be deposited with the Depository Bank in the Costs of Issuance Fund and shall be drawn out, used and applied by the Issuer solely to pay costs of issuance of the Bonds at the written direction of the Issuer. Monies not to be applied immediately to pay such costs of issuance may be invested in accordance with this Ordinance, subject however, to applicable yield restrictions as may be in effect under the Code. If for any reason such proceeds, or any part thereof, are not necessary for, or are not applied to such purpose within 120 days following the Closing Date for the Bonds, such unapplied proceeds shall be transferred by the Issuer to the Bonds Sinking Fund established in Section 5.01 hereof and applied to the next ensuing payment of interest on the Bonds. 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 Bonds from which such proceeds are derived.

ARTICLE IV

[Reserved]

ARTICLE V

SYSTEM REVENUES; FUNDS AND ACCOUNTS

Section 5.01. Establishment of Funds and Accounts with Depository Bank. Pursuant to this Article V, the following special funds are created with, and shall be held by, the Depository Bank, segregated from all other funds and accounts of the Depository Bank or the Issuer and from each other, (except as set forth in this Section 5.01) and used solely for the purposes provided herein:

(1) Revenue Fund;

(2) Renewal and Replacement Fund;

(3) Cost of Issuance Fund; and

(4) Rebate Fund.

Section 5.02. Establishment of Funds and Accounts with Bond Commission. The following special fund and account are hereby created with, and shall be held by, the Bond Commission, separate and apart from all other funds and accounts of the Bond Commission or the Issuer and from each other:

(1) Sinking Fund, and

(2) Within the Sinking Fund, the Reserve Account and Redemption Account.

Section 5.03. System Revenues and Application Thereof. So long as any of the Bonds shall be Outstanding and unpaid, the Issuer covenants as follows:

A. The Gross Revenues shall be deposited by the Issuer in the Revenue Fund. The Revenue Fund shall be kept separate and distinct from all other funds of the Issuer and the Depository Bank and used only for the purposes and in the manner herein provided. All Gross Revenues at any time remaining on deposit in the Revenue Fund shall be disposed of only in the following manner and order of priority:

(1) The Issuer shall first, on the first day of each month, transfer from the Revenue Fund and simultaneously remit to the Bond Commission commencing 7 months prior to the first interest payment date of the

Bonds, for deposit in the Bonds Sinking Fund, a sum equal to 1/6th of the amount of interest which will become due on the 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 Bonds Sinking Fund and the next ensuing semiannual interest payment date is more or less than 7 months, then such monthly payments shall be decreased or increased proportionately to provide, 1 month prior to the next ensuing semiannual interest payment date, the required amount of interest coming due on such date; provided further that, the initial amount required to be transferred from the Revenue Fund and deposited in the Bonds Sinking Fund shall be reduced by the amount of accrued interest on the Bonds deposited therein, and subsequent amounts required to be transferred from the Revenue Fund and deposited in the Bonds Sinking Fund shall be reduced by the amount of any earnings credited to the Bonds Sinking Fund.

(2) The Issuer shall next, on the first day of each month, transfer from the Revenue Fund and simultaneously remit to the Bond Commission commencing 13 months prior to the first principal payment date or mandatory Redemption Date of the Bonds, for deposit in the Bonds Sinking Fund and in the Bonds Redemption Account therein in the case of the Term Bonds which are to be redeemed, a sum equal to 1/12th of the amount (or 1/6th of the amount if the Series Bonds mature semiannually rather than annually) of principal which will mature or be redeemed and become due on the Bonds on the next ensuing principal payment date or mandatory Redemption Date; provided that, in the event the period to elapse between the date of such initial deposit in the Bonds Sinking Fund and the next ensuing principal payment date or mandatory Redemption Date is more or less than 13 months (or 7 months if the Bonds mature semiannually rather than

annually), then such monthly payments shall be decreased or increased proportionately to provide, 1 month prior to the next ensuing principal payment date or mandatory Redemption Date, the required amount of principal coming due on such date, and provided further, that the amount of such deposits shall be reduced by the amount of any earnings credited to the Bonds Sinking Fund and not previously credited pursuant to the preceding paragraph.

Moneys in the Bonds Sinking Fund shall be used only for the purposes of paying principal of and interest on the Bonds, whether by maturity or redemption prior to maturity. Moneys on deposit in the Bonds Reserve Account shall be used only for the purpose of paying principal of and interest on the Bonds when the funds on deposit in the Bonds Sinking Fund are insufficient therefore, and for no other purpose. Pending such use, such moneys shall be invested in accordance with Article VI.

The Issuer shall not be required to make any further payments into the Bonds Sinking Fund when the aggregate amount of funds therein, including the Bonds Reserve Account therein, is at least equal to the aggregate principal amount of Bonds then Outstanding, plus the amount of interest due or thereafter to become due on such Bonds then Outstanding.

As and when additional Bonds ranking on a parity with the Bonds are issued, provision shall be made for additional deposits into the respective Sinking Funds sufficient to pay the interest on such additional parity Bonds and accomplish retirement thereof at maturity and to accumulate a balance in the respective reserve account in an amount equal to the requirement thereof.

The payments into the 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.

(3) The Issuer shall next, on the first day of each month, transfer from the Revenue Fund and simultaneously remit to the Bond Commission commencing 13 months prior to the first date of payment of principal of the Bonds, if not fully funded upon

issuance of the Bonds, for deposit in the Bonds Reserve Account, an amount equal to 1/120th of the Bonds Reserve Requirement; provided that, no further payments shall be made into the Bonds Reserve Account when there shall have been deposited therein, and as long as there shall remain on deposit therein, an amount equal to the Bonds Reserve Requirement, and thereafter the Issuer shall deposit in the Bonds Reserve Account, an amount sufficient to remedy any decrease in value of the Bonds Reserve Account below the Bonds Reserve Requirement or any withdrawal from the Bonds Reserve Account, beginning with the first full calendar month following the date on which (a) the valuation of investments in the Bonds Reserve Account results in a determination that the amount of moneys and the value of the Qualified Investments deposited to the credit of the Bonds Reserve Account is less than the Bonds Reserve Requirement, or (b) any amount is withdrawn from the Bonds Reserve Account for deposit into the Bonds Sinking Fund. To the extent Net Revenues and any other legally available funds are available therefore, the amount so deposited shall be used to restore the amount of moneys on deposit in the Reserve Account to an amount equal to the Bonds Reserve Requirement to the full extent that such Net Revenues are available; provided however, that if the shortfall in the Bonds Reserve Account is due to a decrease in value of investments therein, such shortfall shall be replenished by not less than 6 equal monthly payments, and if such shortfall is due to a withdrawal from the Bonds Reserve Account, such shortfall shall be replenished by not less than 12 equal monthly payments, and provided further, that no payments shall be required to be made into the Bonds Reserve Account whenever and as long as the amount on deposit therein shall be equal to the Bonds Reserve Requirement.

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

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

(5) The Issuer shall next, on the first day of each month, transfer from the monies remaining in the Revenue Fund and remit to the Depository Bank for deposit in 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 Issuer or of the Depository Bank and shall be invested and reinvested in accordance with Article VI hereof. Withdrawals and disbursements may be made from the Renewal and Replacement Fund for replacements, emergency repairs, or improvements or extensions to the System; provided, that any deficiency in any Reserve Account, except to the extent such deficiency exists because the required payments into such account have not, as of the date of determination of a deficiency, funded such account to the maximum extent required hereof, shall be promptly eliminated with monies from the Renewal and Replacement Fund.

(6) If on any monthly payment date the revenues of the System are insufficient to make the required deposits in any of the funds and accounts as hereinabove provided, the deficiency shall be made up on the next ensuing payment dates by payments in addition to the payments which are otherwise required to be made into the funds on such ensuing payment dates.

(7) The Issuer may next, each month, after making the above required transfers of moneys from the Revenue Fund, apply any remaining revenues ("Surplus Revenues") for any lawful purpose of the System.

B. The Bond Commission is hereby designated as the fiscal agent for the administration of the Sinking Fund created hereunder, and all amounts required for the Sinking Fund shall be remitted to the Bond Commission from the Revenue Fund and from the proceeds of the sale of the Bonds by the Issuer at the times provided herein. All remittances made by the Issuer to the Bond Commission shall clearly identify the fund or account into which each amount is to be deposited. Notwithstanding the foregoing, however, the Bond Commission shall deposit all remittances in the fund or account in the priority established by this Ordinance.

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

D. Principal and interest payments, and any payments made for the purpose of funding the Reserve Accounts, shall be made on a parity basis and pro-rata, with respect to the Bonds and any parity Bonds hereinafter issued, in accordance with the respective principal amounts of each such series of Bonds then Outstanding, if less than the full amount required hereby.

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

ARTICLE VI

INVESTMENTS; NON-ARBITRAGE REBATES AND CONTINUING DISCLOSURE CERTIFICATE

Section 6.01. Investments. The Issuer shall invest and reinvest, and shall instruct the Bond Commission and the Depository Bank to invest and reinvest, any moneys held as a part of the funds and accounts created by this Ordinance in Qualified Investments to the fullest extent possible under applicable laws, this Ordinance, the need for such moneys for the purposes set forth herein and the specific restrictions and provisions set forth in this section.

Except as provided below, any investment shall be held in and at all times deemed a part of the fund or account in which such moneys were originally held, and the interest accruing thereon and any profit or loss realized from such investment shall be credited or charged to the appropriate fund or account. The Issuer shall sell and reduce to cash a sufficient amount of such investments whenever the cash balance in any fund or account is insufficient to make the payments required from such fund or account, regardless of the loss on such liquidation. The Issuer may make any and all investments permitted by this section through the bond department of the Depository Bank. The Depository Bank shall not be responsible for any losses from such investments, other than for its own negligence or willful misconduct.

The following specific provisions shall apply with respect to any investments made under this section:

(A) Qualified Investments acquired for the Renewal and Replacement Fund or any Reserve Account shall mature or be subject to retirement at the option of the holder within not more than 3 years from the date of such investment.

(B) The Issuer shall, or shall cause the Bond Commission to, semiannually transfer from each Reserve Account to the corresponding Sinking Fund any earnings on the moneys deposited therein and any other funds in excess of the applicable Reserve Account Requirement; provided, however, that there shall at all times remain on deposit in each Reserve Account an amount at least equal to the applicable Reserve Account Requirement.

(C) In computing the amount in any fund or account, Qualified Investments shall be valued at the lower of the cost or the market price, exclusive of accrued interest. Valuation of all funds and accounts shall occur annually, except in the event of a withdrawal from a Reserve Account, whereupon it shall be valued immediately after such withdrawal. If amounts on deposit in a Reserve Account shall, at any time, be less than the applicable Reserve Requirement, the applicable Bond Insurer, if any, shall be notified immediately of such deficiency, and such deficiency shall be made up from the first available Net Revenues after required deposits to the applicable Sinking Fund and otherwise in accordance with Section 5.03(3).

(D) All amounts representing accrued interest shall be held by the Bond Commission, pledged solely to the payment of interest on the Bonds and invested only in Government Obligations maturing at such times and in such amounts as are necessary to match the interest payments to which they are pledged.

(E) Notwithstanding the foregoing, all moneys deposited in any Sinking Fund may be invested by the Bond Commission in the West Virginia "consolidated fund" managed by the West Virginia Board of Treasury Investments pursuant to Chapter 12, Article 6C of the Code of West Virginia, 1931, as amended.

Section 6.02. Arbitrage. The Issuer covenants that (i) it will restrict the use of the proceeds of the Bonds in such manner and to such extent as may be necessary, so that such Bonds will not constitute "arbitrage bonds" under Section 148 of the Code and Regulations prescribed thereunder, and (ii) it will take all actions that may be required of it (including, without implied limitation, the timely filing of a Federal information return with respect to such Bonds) so that the interest on the Bonds will be and remain excluded from gross income for Federal income tax purposes, and will not take any actions which would adversely affect such exclusion.

Section 6.03. Tax Certificate, Rebates, and Rebate Fund. The Issuer shall deliver a certificate of arbitrage, a tax certificate or other similar certificate to be prepared by nationally recognized bond counsel or tax counsel relating to payment of arbitrage rebate and other tax matters as a condition to issuance of any series of Bonds. In addition, the Issuer covenants to comply with all Regulations from time to time in effect and applicable to the 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.

The Issuer shall calculate, annually, the rebatable arbitrage, determined in accordance with Section 148(f) of the Code. Upon completion of each such annual calculation, the Issuer or the Board shall deposit, or cause to be deposited, in the Rebate Fund such sums as are necessary to cause the aggregate amount on deposit in the Rebate Fund to equal the sum determined to be subject to rebate to the United States, which, notwithstanding anything herein to the contrary, shall be paid from investment earnings on the underlying fund or account established hereunder and on which such rebatable arbitrage was earned or from other lawfully available sources. Notwithstanding anything herein to the contrary, the Rebate Fund shall be held free and clear of any lien or pledge hereunder and used only for payment of rebatable arbitrage to the United States. The Issuer shall pay, or cause to be paid, to the United States, from the Rebate Fund, the rebatable arbitrage in accordance with Section 148(f) of the Code and such Regulations. In the event that there are any amounts remaining in the Rebate Fund following all such payments required by the preceding sentence, the Depository Bank shall pay said amounts to the Issuer to be used for any lawful purpose of the System. The Issuer shall remit payments to the United States in the time and at the address prescribed by the Regulations as the same may be in time to time in effect with such reports and statements as may be prescribed by such Regulations. In the

event that, for any reason, amounts in the Rebate Fund are insufficient to make the payments to the United States which are required, the Issuer shall assure that such payments are made by the Issuer to the United States, on a timely basis, from any funds lawfully available therefore. The Issuer at its expense, may provide for the employment of independent attorneys, accountants or consultants compensated on such reasonable basis as the Issuer may deem appropriate in order to assure compliance with this Section 6.03. The Issuer shall keep and retain, or cause to be kept and retained, records of the determinations made pursuant to this Section 6.03 in accordance with the requirements of Section 148(f) of the Code and such Regulations. In the event the Issuer fails to make such rebates as required, the Issuer shall pay any and all penalties and other amounts, from lawfully available sources, and obtain a waiver from the Internal Revenue Service, if necessary, in order to maintain the exclusion of interest on the Bonds from gross income for federal income tax purposes.

Section 6.04. Continuing Disclosure Certificate. The Issuer shall deliver a continuing disclosure certificate in form acceptable to the Original Purchaser sufficient to ensure compliance with SEC Rule 15c2-12, as it may be amended from time to time.

ARTICLE VII

GENERAL COVENANTS AND PROVISIONS

Section 7.01. Covenants Binding and Irrevocable. All the covenants, agreements and provisions of this Ordinance shall be and constitute valid and legally binding covenants of the Issuer and shall be enforceable in any court of competent jurisdiction by any Holder or Holders of the Bonds, as prescribed by Article VII. In addition to the other covenants, agreements and provisions of this Ordinance, the Issuer hereby covenants and agrees with the Holders of the Bonds, as hereinafter provided in this Article VI. All such covenants, agreements and provisions shall be irrevocable, except as provided herein, as long as any of said Bonds, or the interest thereon, are Outstanding and unpaid.

Section 7.02. Bonds not to be Indebtedness of the Issuer. The Bonds shall not be or constitute an indebtedness of the Issuer within the meaning of any constitutional, statutory or charter limitation of indebtedness, nor a charge, lien or encumbrance, legal or equitable, upon any property of the Issuer or the Commission, but shall be payable solely from the Net Revenues of the System. No Holder or Holders of any Bonds issued hereunder shall ever have the right to compel the exercise of the taxing power of the Issuer to pay said Bonds or the interest thereon.

Section 7.03. Bonds Secured by Pledge of Net Revenues. The payment of the debt service of all of the Bonds issued hereunder shall be secured forthwith equally and ratably by a first lien on the Net Revenues derived from the ownership or operation of the System. The Net Revenues derived from the System, in an amount sufficient to pay the principal of and interest on the Bonds herein authorized, and all other payments provided for in this Ordinance, are hereby irrevocably pledged in the manner provided in this Ordinance to the payment of the principal of and interest on the Bonds herein authorized as the same become due and for the other purposes provided in this Ordinance.

Section 7.04. Rates. Prior to the issuance of the Bonds, rates or charges for the use of the services and facilities of the System will be fixed and established, all in the manner and form required by law, and a copy of such rates and charges so fixed and established shall at all times be kept on file in the office of the Clerk of the Issuer, which copy will be open to inspection by all interested parties. The schedule or schedules of rates and charges shall at all times be adequate to produce Gross Revenues from the System sufficient to make the prescribed payments into the funds and accounts created hereunder. Such schedule or schedules of rates and charges shall be revised from time to time, whenever necessary, so that the aggregate of the rates and charges will be sufficient for such purposes. In order to assure full and continuous performance of this covenant with a margin for contingencies and temporary unanticipated reduction in income and revenues, the Issuer hereby covenants and agrees that the schedule or schedules of rates or charges from time to time in effect shall be sufficient, 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 Annual Debt Service on the Bonds, and all obligations issued on a parity with the

Bonds. All such rates and charges, if not paid when due, shall constitute a lien upon the premises served by the System.

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

Section 7.05. Operation and Maintenance. The Issuer will maintain the System in good condition and will operate the same as a revenue-producing enterprise in an efficient and economical manner, making such expenditures for equipment and for renewal, repair and replacement as may be proper for the economical operation and maintenance thereof from the Gross Revenues of said System in the manner provided in this Ordinance.

Section 7.06. Sale of the System; Removal of Parking Spaces. A. The System may be sold, mortgaged, leased or otherwise disposed of only as a whole, or substantially as a whole, and only if the net proceeds to be realized shall be sufficient to defease the pledge created by this Ordinance as provided by Section 11.01. The proceeds from such sale, mortgage, lease or other disposition of the System shall be immediately remitted to the Paying Agent for payment of the Bonds. Any balance remaining after such payment shall be remitted to the Issuer by the Paying Agent unless necessary for the payment of other obligations of the Issuer payable out of the Net Revenues of the System.

B. The foregoing provision notwithstanding, the Issuer or the Commission shall have and hereby reserves the right to sell, lease or otherwise dispose of any of the property comprising a part of the System hereinafter determined in the manner provided herein to be no longer necessary, useful or profitable in the operation thereof. Prior to any such sale, lease or other disposition of such property, if the amount to be received therefor is not in excess of $50,000, the Issuer or the Commission shall, in writing, determine that such property comprising a part of the System is no longer necessary, useful or profitable in the operation thereof, and the Issuer may then provide for the sale of such property. The proceeds of any such sale shall be deposited in the Revenue Fund. If the amount to be received from such sale, lease or other disposition of said property shall be in excess of $50,000 but not in excess of $200,000, the Issuer shall first, in writing, determine with the written approval of the Consulting Engineers that such property comprising a part of the System is no longer necessary, useful or profitable in the operation thereof, and the Issuer may then, if it be so advised, by resolution duly adopted, approve and concur in such finding and authorize such sale, lease or other disposition of such property in accordance with the laws of the State. The proceeds derived from any such sale, lease or other disposition of such property, in excess of $50,000 and not in excess of $200,000, shall be deposited by the Issuer into the Renewal and Replacement Fund. Such payments of such proceeds into 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 Issuer if the proceeds to be derived therefrom shall be in excess of $200,000 and insufficient to defease the pledge created by this Ordinance, as provided by Section 10.01, without the prior approval and consent in writing of the Holders, or their duly authorized representatives, of 60% in amount of Bonds then Outstanding. The Issuer shall prepare the form of such approval and consent for execution by the then Holders of the Bonds for the disposition of the proceeds of the sale, lease or other disposition of such properties of the System.

C. The Issuer or the Commission may at any time cease operation of any portion of the System and discontinue its use for public parking purposes, provided however, that if during any Fiscal Year, more than 200 parking spaces are discontinued or otherwise removed from the System, the Issuer shall first obtain from an Independent Accountant a certification to the effect that following such discontinuance or removal, the Net Revenues of the System shall be not less than 120% of Maximum Annual Debt Service.

Section 7.07. Issuance of Other Obligations Payable Out of Revenues and General Covenant Against Encumbrances. The Issuer shall not issue any other obligations whatsoever, except Additional Bonds provided for in Section 7.08 hereof, payable from the Gross Revenues or Net Revenues of the System which rank prior to, or equally, as to lien on and source of and security for payment from the Net Revenues with the Bonds; and all obligations hereafter issued by the Issuer payable from the Revenues of the System, except such additional Bonds, shall contain an express statement that such obligations are junior and subordinate as to lien on and source of and security for payment from such Revenues and in all other respects to the Bonds.

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

Section 7.08. Additional Bonds. No Additional Bonds, as in this section defined, payable out of the Gross Revenues or Net Revenues of the System shall be issued after the issuance of any Bonds pursuant to this Ordinance, except under the conditions and in the manner herein provided.

No such Additional Bonds shall be issued except for the purpose of financing the costs of the construction of additions, betterments or improvements to the System, refunding all or a portion of one or more series of Bonds issued for the System, to pay claims which may exist against the revenues or facilities of the System or any combination of such purposes.

No such Additional Bonds shall be issued at any time, however, unless and until there has been procured and filed with the Clerk of the Issuer a written statement by an Independent Accountant, reciting the conclusion that the Net Revenues actually derived from

the System during any 12 consecutive months in the 18 months immediately preceding the date of the actual issuance of such Additional 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 Maximum Annual Debt Service on the following:

(1) The Bonds then Outstanding;

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

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

Notwithstanding the foregoing, the Issuer shall be permitted to issue bonds which refund any Outstanding Bonds or any additional parity Bonds hereafter issued if, prior to the issuance of such refunding bonds, the Issuer shall have filed with the Clerk: (i) a verification report of the Independent Accountants concluding that present value debt service savings shall be realized by the Issuer as a result of such refunding, after taking into account all costs of issuance of such refunding bonds, and (ii) a certificate of the Independent Accountants reciting the conclusion that the estimated average increased annual Net Revenues to be received in each of the 3 succeeding years after the issuance of such refunding bonds shall not be less than 115% of the Maximum Annual Debt Service on the following:

(1) The Bonds Outstanding after such refunding;

(2) Any Additional Bonds theretofore issued pursuant to the provisions contained in this Ordinance which shall be Outstanding following such refunding; and

(3) The additional parity refunding 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 Additional Bonds any increase in rates enacted by the Issuer, the time for appeal of which shall have expired (without successful appeal) prior to the date of delivery of such Additional Bonds, and shall not exceed the amount to be stated in the aforementioned certificate of Independent Accountants, which shall be filed in the office of the Clerk of the Issuer prior to the issuance of such Additional Bonds.

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

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

The term "Additional Bonds," as used in this section, shall not be deemed to include bonds, notes, certificates or other obligations subsequently issued, the lien on the Net Revenues of the System of which is subject to the prior and superior lien of the Bonds on such Net Revenues. Any such subordinate bonds, notes, certificates or other obligations shall be payable from the Net Revenues remaining after all payments required to be made pursuant to Section 6.03(1), (2) and (3) have first been paid. The Issuer shall not issue any obligations whatsoever payable from the Revenues of the System, or any part thereof, which rank prior to or equally, as to lien and source of and security for payment from such Revenues, with the Bonds except in the manner and under the conditions provided in this section.

No Additional Bonds, as in this section defined, shall be issued at any time, however, unless all of the payments into the respective funds and accounts provided for in this Ordinance on account of the Bonds then Outstanding, if any (excluding the Renewal and Replacement Fund), and any other payments provided for in this Ordinance shall have been made in full as required to the date of delivery of the Additional Bonds.

Section 7.09. Insurance and Bonds. The Issuer hereby covenants and agrees, that so long as the Bonds remain Outstanding, the Issuer or the Commission 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 greater of the fair appraised value or the original cost thereof. In the time of war the Issuer will also carry and maintain insurance to the extent available against 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 Issuer from claims for bodily injury and/or death and not less than $500,000 per occurrence from claims for damage to property of others which may arise from the operation of the System, and insurance with the same limits to protect the Issuer from claims arising out of operation or ownership of motor vehicles of or for the System.

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 Issuer 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, to extent available at reasonable cost to the Issuer.

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

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

Section 7.10. No Free Services to be Rendered to the Commission or Issuer. Neither the Issuer nor the Commission will render or cause to be rendered any free services of any nature by the System; and, in the event the Commission, the Issuer or any department, agency, instrumentality, officer or employee thereof shall avail himself of the facilities or services provided by the System or any part thereof, the same rates, fees or charges applicable to other customers receiving like services under similar circumstances shall be charged the Commission, the Issuer and any such department, agency, instrumentality, officer or employee. Such charges shall be paid as they accrue, and the Commission or the Issuer shall transfer from its general funds sufficient sums to pay such charges for service to any of its departments or properties. The revenues so received shall be deemed to be Revenues derived from the operation of the System and shall be deposited and accounted for in the same manner as other Revenues derived from such operation of the System.

Section 7.11. Enforcement of Collections. The Issuer or the Commission will diligently enforce and collect all fees, rentals or other charges for the services and facilities of the System, and take all steps, actions and proceedings for the enforcement and collection of such fees, rentals or other charges which shall become delinquent to the full extent permitted or authorized by the laws of the State of West Virginia.

Section 7.12. Books and Records. The Commission will keep books and records of the System, which shall be separate and apart from all other books, records and accounts of the Commission or the City, in which complete and correct entries shall be made of all transactions relating to the System, and any Holder of a Bond or Bonds shall have the right at all reasonable times to inspect the System, and all parts thereof, and all records, accounts and data of the Commission relating thereto.

The Issuer or the Commission shall also, at least once a year, cause the books, records and accounts of the System to be completely audited by an Independent Accountant, shall mail upon request, and make available generally, the report of said Independent Accountant, or a summary thereof, to any Holder or Holders of Bonds issued pursuant to this Ordinance and shall file said report with the Original Purchaser.

Section 7.13. Operating Budget. The Commission shall annually, at least 30 days preceding the beginning of each Fiscal Year, or at such earlier date required by the charter of the Issuer, prepare and adopt by resolution a detailed budget of the estimated revenues and expenditures for operation and maintenance of the System during the succeeding Fiscal Year. The Commission 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 any Bondholder or anyone acting for and in behalf of such Bondholder who requests the same.

Section 7.14. Tax Covenants. The Issuer hereby further covenants and agrees as follows:

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

shall not exceed the proceeds used for the governmental use of that portion of the System to which such Private Business Use is related.

B. PRIVATE LOAN LIMITATION. The Issuer shall assure that not in excess of the lesser of 5% of the Net Proceeds of the Bonds or $5,000,000 are used, directly or indirectly, to make or finance a loan to persons other than state or local government units.

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

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

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

Section 7.15. Statutory Mortgage Lien. For the further protection of the Holders of the 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 and shall take effect immediately upon delivery of the Bonds and shall be on a parity with the statutory mortgage lien in favor of the holders of any Additional Bonds.

Section 7.17. Designation of Bonds as "Qualified Tax-Exempt Obligations". The Issuer hereby designates the Bonds as "qualified tax-exempt obligations" for purposes of Section 265(b)(3)(B) of the Code and covenants that the Bonds do not constitute private activity bonds as defined in Section 141 of the Code, and that not more than $30,000,000 aggregate principal amount of obligations the interest on which is excludable (under Section 103(a) of the Code) from gross income for federal income tax purposes (excluding, however, obligations issued to currently refund any obligation of the Issuer to the extent the amount of the refunding obligation does not exceed the amount of the refunded obligation and private activity bonds, 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 Bonds, have been or shall be issued by the Issuer, including all subordinate entities of the Issuer, during the calendar year 2009, all as determined in accordance with the Code.

ARTICLE VIII

DEFAULT AND REMEDIES

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

(A) If default by the Issuer occurs in the due and punctual payment of the principal of or interest on any Bond;

(B) If default occurs in the Issuer's observance of any of the covenants, agreements or conditions on its part relating to the Bonds in this Ordinance or any Supplemental Resolution, or in the Bonds, as the case may be, contained, and such default shall have continued for a period of 30 days after written notice specifying such default and requiring the same to be remedied shall have been given to the Issuer by the Registered Owner of any Bond; or

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

Section 8.02. Remedies. Upon the happening and continuance of any Event of Default, any Holder of a Bond may exercise any available remedy and bring any appropriate action, suit or proceeding to enforce his or her rights and, in particular, (i) bring suit for any unpaid principal or interest then due, (ii) by mandamus or other appropriate proceeding enforce all rights of the Holders of the Bonds including the right to require the Issuer to perform its duties under the Refunding Act and the Ordinance relating thereto, (iii) bring suit upon the Bonds, (iv) by action at law or bill in equity require the Issuer to account as if it were the trustee of an express trust for the Holders of the Bonds, and (v) by action or bill in equity enjoin any acts in violation of the Ordinance with respect to the Bonds, or the rights of the Holders of the Bonds.

No remedy by the terms of this Ordinance conferred upon or reserved to the Registered Owners 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 Registered Owners hereunder or now or hereafter existing at law or by statute.

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

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

Section 8.03. Appointment of Receiver. If there be any Event of Default existing and continuing, any Registered Owner shall, in addition to all other remedies or rights, have the right by appropriate legal proceedings to obtain the appointment of a receiver to administer the System on behalf of the Issuer, with power to charge rates, rentals, fees, fines 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, fines, charges or other Revenues in conformity with the provisions of this Ordinance and the laws of the State.

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

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

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

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

decree permitting or requiring such receiver to sell, mortgage or otherwise dispose of any assets of the System.

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

ARTICLE IX

REGISTRAR AND PAYING AGENT

Section 9.01. Appointment of Registrar. The Registrar, Paying Agent and Depository Bank (collectively, the "Fiduciaries") for the Bonds shall be appointed and designated in the Supplemental Resolution. The Issuer is hereby authorized and directed to enter into an agreement or agreements with the Fiduciaries relating to the duties and responsibilities thereof.

Section 9.02. Responsibilities of Fiduciaries. The recitals of fact in the Bonds shall be taken as statements of the Issuer, and the Fiduciaries shall not be responsible for their accuracy. The Fiduciaries shall not be deemed to make any representation as to, and shall not incur any liability on account of, the validity of the execution of any Bonds by the Issuer. Notwithstanding the foregoing, the Registrar shall be responsible for any representation in its Certificate of Authentication on the Bonds. The Fiduciaries 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 this Section 9.01.

Section 9.03. Evidence on Which Fiduciaries May Act. Except as otherwise provided by Section 11.02, the Fiduciaries shall be protected in acting upon any notice, resolution, request, consent, order, certificate, opinion or other document believed by them to be genuine and to have been signed or presented by the proper party or parties. Whenever any Fiduciary shall deem it necessary or desirable that a fact or matter be proved or established prior to taking or suffering any action, such fact or matter, unless other evidence is specifically prescribed, may be deemed to be conclusively proved and established by a certificate of an Authorized Officer of the Issuer, but in its discretion such Fiduciary may instead accept other evidence of such fact or matter.

Section 9.04. Compensation and Expenses. The Issuer shall pay to the Fiduciaries 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 their duties hereunder.

Section 9.05. Certain Permitted Acts. The Registrar may become the owner of or may deal in Bonds as fully and with the same rights it would have if it were not Registrar. To the extent permitted by law, the Registrar may act as depository for, and permit any of its officers or directors to act as a member of, or in any other capacity with respect to, any committee formed to protect the rights of Bondholders or effect or aid in any reorganization growing out of the enforcement of the Bonds or this Ordinance, whether or not any such committee shall represent the Holders of a majority in principal amount of the Bonds Outstanding.

Section 9.06. Resignation of Registrar. The Registrar may at any time resign and be discharged of its duties and obligations under this Ordinance by giving not less than 60 days' written notice to the Issuer and publishing in an Authorized Newspaper notice (or mailing such notice to each Registered Owner in the event all Bonds are fully registered), specifying the date when such resignation shall take effect, within 20 days after the giving of such written notice. A copy of such notice shall also be mailed to each owner of a fully registered Bond or a coupon Bond registered as to principal (other than to bearer). Such resignation shall take effect upon the day specified in such notice unless a successor shall have been previously appointed by the Issuer or Bondholders, in which event such resignation shall take effect immediately.

Section 9.07. Removal. The Registrar may be removed at any time by the Issuer or by the Holders of a majority in principal amount of the Bonds then Outstanding by an instrument or concurrent instruments in writing signed and duly acknowledged by the Issuer or by such Bondholders or their attorneys duly authorized in writing and delivered to the Issuer, as the case may be. Copies of each such instrument shall be delivered by the Issuer to the Registrar.

Section 9.08. Appointment of Successor. In case at any time the Registrar shall resign or shall be removed or shall become incapable of acting, or shall be adjudged bankrupt or insolvent, or if a receiver, liquidator or conservator of the Registrar or of its property shall be appointed, or if any public officer or court shall take charge or control of the Registrar or of its property or affairs, a successor may be appointed by the Holders of a majority in principal amount of the Bonds then Outstanding by an instrument or concurrent instruments in writing signed by such Bondholders or their attorneys duly authorized in writing and delivered to the Issuer and such successor Registrar, notification thereof being given to the predecessor Registrar. Pending such appointment, the Issuer shall forthwith appoint a Registrar to fill such vacancy until a successor Registrar shall be appointed by such Bondholders. The Issuer shall publish in an Authorized Newspaper (or mail to each Registered Owner in the event all Bonds are fully registered) notice of any such appointment within 20 days after the effective date of such appointment. A copy of such notice shall also be mailed to each owner of a fully registered Bond or a coupon Bond registered as to principal (other than to bearer). Any successor Registrar appointed by the Issuer shall, immediately and without further act, be superseded by a Registrar appointed by such Bondholders. If in a proper case no appointment of a successor Registrar shall be made within 45 days after the Registrar shall have given to the Issuer written notice of resignation or after the occurrence of any other event requiring such appointment, the Registrar or any Bondholder may apply to any court of competent jurisdiction to appoint a successor. Any Registrar appointed under the provisions of this section shall be a bank, trust company or national banking association authorized to perform the duties imposed upon it by this Ordinance.

Section 9.09. Transfer of Rights and Property to Successor. Any predecessor Registrar or Paying Agent shall pay over, assign and deliver any moneys, books and records held by it to its successor.

Section 9.10. Merger or Consolidation. Any company into which the Registrar may be merged or converted or with which it may be consolidated or any company resulting from any merger, conversion or consolidation to which it shall be a party, or any company to which the Registrar or any public officer or court may sell or transfer all or substantially all of its corporate trust business, shall be the successor to such Registrar without the execution or filing of any paper or the performance of any further act; provided, however, that such company shall be a bank, trust company or national banking association meeting the requirements set forth in Section 9.08.

Section 9.11. Adoption of Authentication. In case any of the Bonds shall have been authenticated but not delivered, any successor Registrar may adopt a Certificate of Authentication and Registration executed by any predecessor Registrar and deliver such Bonds so authenticated, and, in case any Bonds shall have been prepared but not authenticated, any successor Registrar may authenticate such Bonds in the name of the predecessor Registrar or in its own name.

Section 9.12. Paying Agent and Depository Bank. The Registrar shall also serve as the Paying Agent and Depository Bank. The Registrar's acceptance of the duties and responsibilities of the Registrar expressed in Section 9.02 shall also include the trusts and the duties of Paying Agent and Depository Bank. Any alternate or Co-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 or Co-Paying Agent shall signify its acceptance of the duties and obligations imposed upon it pursuant hereto by executing and delivering to the Issuer a written acceptance thereof. Any successor Paying Agent shall take such actions as may be necessary to ensure that the Bonds shall be and remain DTC-eligible.

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

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

The Paying Agents shall enjoy the same protective provisions in the performance of their duties hereunder as are specified in this Article IX 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 9.08 hereof with respect to the appointment of a successor Registrar.

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

ARTICLE X

DEFEASANCE; DISCHARGE OF PLEDGE OF ORDINANCE

Section 10.01. Defeasance; Discharge of Pledge of Ordinance. If the Issuer shall pay or cause to be paid, or there shall otherwise be paid, to the respective Registered Owners of all Bonds, the principal of and interest due or to become due thereon, then this Ordinance and the pledges of the Net Revenues and other moneys and securities pledged hereunder, and all covenants, agreements and other obligations of the Issuer on behalf of the Registered Owners of the Bonds made hereunder, shall thereupon cease, terminate and become void and be discharged and satisfied.

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

ARTICLE XI

MISCELLANEOUS

Section 11.01. Amendment of Ordinance. This Ordinance and any Supplemental Resolution may be amended or modified without the consent of any Registered Owner or other person, solely for the purpose of maintaining the tax-exempt status of the Bonds, provided that, in the event any of the Bonds are insured, no such amendment or modification which adversely affects the security for such Bonds or the rights of the applicable Bond Insurer for such Bonds may be effected without the written consent of such Bond Insurer. Otherwise, no materially adverse amendment or modification to this Ordinance, or of any Supplemental Resolution, may be made without the written consent of the Registered Owners of 60% in aggregate principal amount of the Bonds then Outstanding and affected thereby and the Bond Insurer, which must be filed with the Clerk of the Issuer before any such modification or amendment may be made. No such modification or amendment shall extend the maturity of or reduce the interest rate on, or otherwise alter the terms of payment of the principal of or interest on, any Bond without the express written consent of the Registered Owner of such Bond, nor reduce the percentage of Bonds required for consent to any such modification or amendment.

Section 11.02. Evidence of Signatures of Registered Owners 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 Registered Owners may be in one or more instruments of similar tenor, and shall be signed or executed by such Registered Owners in person or by their attorneys duly authorized in writing. Proof of the execution of any such instrument, or of an instrument appointing or authorizing any such attorney, shall be sufficient for any purpose of this Ordinance if made in the following manner, or in any other manner satisfactory to the Issuer or the Registrar, as the case may be, which may nevertheless in its discretion require further or other proof in cases where it deems the same desirable:

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

B. The authority of a person or persons to execute any such instrument on behalf of a corporate Holder 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 Registered Owner, 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 Registered Owner of any Bond shall bind all future Registered Owners of such Bond in respect of anything done or suffered to be done hereunder by the Issuer or the Registrar in accordance therewith.

Section 11.03. Preservation and Inspection of Documents. To the extent allowable under law, all reports, certificates, statements and other documents received by the Registrar under the provisions of this Ordinance shall be retained in its possession and shall be available at all reasonable times for the inspection of the Issuer or any Registered Owner, 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 10.01.

Section 11.04. Cancellation of Bonds. All Bonds purchased or paid shall, if surrendered to the Issuer, be canceled and delivered to the Registrar, or, if surrendered to the Registrar, be canceled by it. No such Bonds shall be deemed Outstanding under this Ordinance and no Bonds shall be issued in lieu thereof. All such Bonds shall be canceled and upon order of the Issuer shall be destroyed, and a certificate evidencing such destruction shall be delivered to the Issuer.

Section 11.05. Failure to Present Bonds. Anything in this Ordinance to the contrary notwithstanding, any moneys held by the Bond Commission or a Paying Agent in trust for the payment and discharge of any of the Bonds which remain unclaimed for 1 year after the date on which such Bonds have become due and payable, whether by maturity or upon call for redemption, shall at the written request of the Issuer be paid by the Bond Commission or said Paying Agent to the Issuer as its absolute property and free from trust, and the Bond Commission or said Paying Agent shall thereupon be released and discharged with respect thereto, and the Registered Owners of such Bonds shall look only to the Issuer for the payment of such Bonds; provided, however, that, before making any such payment to the Issuer, the Registrar, if so advised by the Bond Commission, or said Paying Agent shall send to the Registered Owner, at the address listed on the Bond Register, by certified mail, a notice that such moneys remain unclaimed and that, after a date named in said notice, which date shall be not less than 30 days after the date of such notice is mailed, the balance of such moneys then unclaimed will be returned to the Issuer. If any of said Bonds is a coupon Bond the Registrar or said Paying Agent shall also publish such notice, not less than 30 days prior to the date such moneys will be returned to the Issuer, in an Authorized Newspaper.

Section 11.06. Notices, Demands and Requests. Unless otherwise expressly provided, all notices, demands and requests to be given or made hereunder to or by the

Issuer, the Registrar, the Depository Bank, 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:

City of Beckley
P. O. Box 2514
Beckley, West Virginia 25802
Attention: Mayor

REGISTRAR AND PAYING AGENT:

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

DEPOSITORY BANK:

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

ORIGINAL PURCHASERS:

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

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 11.07. No Personal Liability. No member of the Council or officer or employee of the Issuer shall be individually or personally liable for the payment of the principal of or the interest on any Bond, but nothing herein contained shall relieve any such member, official or employee from the performance of any official duty provided by law or this Ordinance.

Section 11.08. Law Applicable. The laws of the State shall govern the construction of this Ordinance and of all Bonds issued hereunder.

Section 11.09. Parties Interested Herein. Nothing in this Ordinance expressed or implied is intended or shall be construed to confer upon, or give to, any person or corporation, other than the Issuer, the Registrar, the Paying Agent, the Registered Owners

of the Bonds and the Original Purchaser, any right, remedy or claim under or by reason of this Ordinance. All the covenants, stipulations, promises and agreements contained in this Ordinance by and on behalf of the Issuer shall be for the sole and exclusive benefit of the Issuer, the Registrar, the Paying Agent, the Registered Owners of the Bonds and the Original Purchaser.

Section 11.10. 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 11.11. 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 11.12. Conflicting Provisions Repealed. All ordinances, orders, resolutions or parts thereof in conflict with the provisions of this Ordinance are, to the extent of such conflict, hereby repealed.

Section 11.13. Covenant of Due Procedure, Etc. The Issuer covenants that all acts, conditions, things and procedures required to exist, to happen, to be performed or to be taken precedent to and in the adoption of this Ordinance do exist, have happened, have been performed and have been taken in regular and due time, form and manner as required by and in full compliance with the laws and Constitution of the State of West Virginia applicable thereto; and that the Mayor, City Clerk and members of the Council were at all times when any actions in connection with this Ordinance occurred and are duly in office and duly qualified for such office.

Section 11.14. Procedure on Enactment of Ordinance; Public Hearing. Upon adoption of this Ordinance, the Clerk is hereby authorized and directed to have an abstract of this Ordinance, which abstract has been determined by the Council to contain sufficient information to give notice of the contents of such Ordinance, published once each week for 2 successive weeks, with not less than six full days between each publication, the first such publication to be not less than 10 days before the date stated below for the public hearing, in *The Register-Herald*, a newspaper published and having a general circulation in the City of Beckley, together with a notice to all persons concerned, stating that this Ordinance has been adopted and that the Issuer contemplates the issuance of the Bonds described in this Ordinance and that any person interested may appear before the Council of the Issuer at the public hearing to be had at a public meeting of the Council on July 14, 2009, at 7:30 p.m., and present protests, and that a certified copy of this Ordinance is on file with the Clerk for review by interested parties during the office hours of the Clerk. At such hearing all protests and suggestions shall be heard by the Council and it shall then take such action as it shall deem proper in the premises.

First Reading:	June 9, 2009
Second Reading:	June 23, 2009
Passed on Final Reading Following Public Hearing:	July 14, 2009

Section 11.15. Effective Date. This Ordinance shall take effect immediately upon enactment.

[Remainder of Page Intentionally Left Blank]

Enacted this 14th day of July, 2009.

[SEAL]

By: _____
Mayor

CERTIFICATION

Certified a true copy of an Ordinance duly enacted by the Council of the CITY OF BECKLEY on July 14, 2009.

Dated: September 17, 2009.

[SEAL]

By: _____
Recorder

EXHIBIT A - BOND FORM

Except as otherwise provided in the Ordinance, this global bond may be transferred, in whole but not in part, only to another nominee of DTC (as defined in the Ordinance) or to a successor of DTC or to a nominee of a successor of DTC. Unless this Bond is presented by an authorized representative of The Depository Trust Company, a New York corporation ("DTC"), to Issuer or its agent for registration of transfer, exchange, or payment, and any Bond issued is registered in the name of Cede & Co. or in such other name as is requested by an authorized representative of DTC (and any payment is made to Cede & Co. or to such other entity as is requested by an authorized representative of DTC), ANY TRANSFER, PLEDGE, OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL inasmuch as the registered owner hereof, Cede & Co., has an interest herein.

UNITED STATES OF AMERICA
STATE OF WEST VIRGINIA
CITY OF BECKLEY (WEST VIRGINIA)
PARKING SYSTEM REVENUE REFUNDING BOND,
SERIES 2009

No. R-____ $_____

INTEREST RATE	MATURITY DATE	BOND DATE	CUSIP NO.

REGISTERED OWNER: CEDE & CO.

PRINCIPAL AMOUNT: _____

KNOW ALL MEN BY THESE PRESENTS: That the CITY OF BECKLEY, a municipal corporation organized and existing under the laws of the State of West Virginia (the "City"), for value received, hereby promises to pay, solely from the special funds provided therefore, as hereinafter set forth, to the Registered Owner specified above, or registered assigns (the "Registered Owner"), on the Maturity Date specified above, the Principal Amount specified above and solely from such special funds also to pay interest on said Principal Amount from the Interest Payment Date (as hereinafter defined) preceding the date of authentication hereof or, if authenticated after the Record Date (as hereinafter defined) but prior to the applicable Interest Payment Date or on said Interest Payment Date, from said Interest Payment Date or, if no interest has been paid, from the Bond Date specified above, or, if and to the extent that the 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 _____, _____, West Virginia, as paying agent (in such capacity, the "Paying Agent"), to the Registered Owner hereof as of the applicable Record Date (each _____ 15 and _____ 15) or, in the event of a default in the payment of Bonds, that special record date to be fixed by the hereinafter named Registrar by notice given to the Registered Owners not less than 10 days prior to said special record date at the address of such Registered Owner as it appears on the registration books of the City maintained by _____, _____, West Virginia, as registrar (in such capacity, the "Registrar"), or, at the option of any Registered Owner of at least $1,000,000 in aggregate principal amount of Bonds, by wire transfer in immediately available funds to a domestic bank account specified in writing by the Registered Owner to the Paying Agent at least 5 days prior to such Record Date. Principal and premium, if any, shall be paid when due upon presentation and surrender of this Bond for payment at the principal office of the Paying Agent, in _____, West Virginia.

This Bond is one of an issue of a series of bonds, in the aggregate principal amount of $_____ designated "City of Beckley (West Virginia) PARKING SYSTEM REFUNDING REVENUE BONDS, Series 2009 (the "Bonds") effect, except as to number, denomination, date of maturity and interest rate, dated _____, 2009, the proceeds of which are to be used (i) to finance the costs of currently refunding the Issuer's Series 1998 Bonds, (ii) to fund the Series 2009 Bonds Reserve Account, and (iii) to pay certain costs of issuance of the Series 2009 Bonds and related costs. 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 16 of the Code of West Virginia, 1931, as amended (the "Act"), and an ordinance duly enacted by the Council of the Issuer on _____, 2009, and supplemented by supplemental resolutions adopted by said Council on _____, 2009, and _____, 2009 (hereinafter collectively referred to as the "Ordinance"), and is subject to all the terms and conditions of said Ordinance. The Ordinance provides for the issuance of additional bonds under certain conditions, and such bonds would be entitled to be paid and secured equally and ratably from and by the funds and revenues and other security provided for the Bonds under the Ordinance. Reference is hereby made to the Ordinance, as the same may be amended and supplemented from time to time, for a description of the rights, limitations of rights, obligations, duties and immunities of the Issuer, the Registrar, the Paying Agent, the Registered Owners of the Bonds and the Registered Owners of any subsequently issued

additional bonds. Executed counterparts or certified copies of the Ordinance are on file at the office of the City Clerk in the City of Beckley, West Virginia.

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

(A) Optional Redemption. The Bonds maturing on or after _____, _____ are subject to redemption prior to maturity at the option of the Issuer on and after _____, _____, in whole or in part at any time, in such order of maturity as shall be designated to the Registrar by the Issuer and by lot within a maturity, at the following redemption prices (expressed as percentages of the principal amount of Bonds to be redeemed), plus interest accrued thereon to the date fixed for redemption:

Period During Which Redeemed (Dates Inclusive)	Redemption Price
_____ to _____	$_____
_____ to _____	$_____
_____ to _____	$_____

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

Bonds Maturing

Year ( )	Principal Amount

Bonds Maturing

Year ( )	Principal Amount

_____

* Final Maturity

If less than all the Bonds are to be redeemed, the Bonds to be redeemed shall be identified by reference to the Series designation, date of issue, CUSIP numbers and Maturity Dates.

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

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

After refunding the Series 1998 Bonds, there are no outstanding obligations of the Issuer which will rank on a parity with the Bonds as to liens, pledge, source of and security for payment.

The Bonds and the interest thereon are payable only from and are secured by the Net Revenues (as defined in the Ordinance) to be derived from the operation of the System, on a parity with the pledge from moneys in the Series 2009 Bonds Sinking Fund and the Series 2009 Bonds Reserve Account established under the Ordinance, and the 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 and to make the other payments required by the Ordinance. This Bond does not constitute an indebtedness of the Issuer within any constitutional or statutory provision or limitation, nor shall the Issuer be obligated to pay the same or the interest hereon except from said special fund provided from the Net Revenues, the moneys in the Series 2009 Bonds Sinking Fund and the Series 2009 Bonds Reserve Account and unexpended proceeds of the Bonds. Under the Ordinance, the Issuer has covenanted and agreed to fix, establish and collect just and equitable rates or charges for the use of the services and facilities of the System and to revise the same from time to time as will always be sufficient to pay all operating expenses of the System and to leave a balance each year equal to at least 115% of the maximum amount payable in any year for principal of and interest on the Bonds and all other obligations secured by a lien on or payable from such revenues prior to or on a parity with the Bonds. The Issuer has entered into certain further covenants with the Registered Owners of the Bonds, for the terms of which reference is made to the Ordinance. Remedies provided the Registered Owners of the Bonds are exclusively as provided in the Ordinance, to which reference is here made for a detailed description thereof.

All moneys received from the sale of the Bonds except for accrued interest thereon shall be applied solely to finance the current refunding of the Issuer's outstanding Series 1998 Bonds, fund a reserve account for the Bonds and pay costs of issuance of the Bonds, and there shall be, and hereby is, created and granted a lien upon such moneys, until so applied, in favor of the Registered Owners of the Bonds.

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

This Bond, under the provisions of the Act is and has all the qualities and incidents of, a negotiable instrument under the Uniform Commercial Code of the State of West Virginia, but may be transferred only upon the surrender hereof at the office of the Registrar and otherwise as provided by the Ordinance.

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

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 BECKLEY has caused this Bond to be signed by its Mayor, and its corporate seal to be imprinted hereon and attested by its City Clerk, and has caused this Bond to be dated as of the Bond Date specified above.

CITY OF BECKLEY

[SEAL]

By: _____
Mayor

ATTEST:

By: _____
Clerk

CERTIFICATE OF AUTHENTICATION AND REGISTRATION

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

Dated: _____, _____.

_____,
as Registrar

By _____
Its Authorized Officer

ASSIGNMENT

FOR VALUE RECEIVED, the undersigned sells, assigns and transfers unto _____ the City of Beckley Parking System Revenue Refunding Bond, Series 2009, in the amount of $_____ dated _____, 2009, and does hereby irrevocably constitute and appoint _____, attorney, to transfer said Bond on the books of the Registrar on behalf of the City 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 BECKLEY
PARKING SYSTEM REFUNDING REVENUE BONDS,
SERIES 2009

SUPPLEMENTAL PARAMETERS RESOLUTION

SUPPLEMENTAL RESOLUTION PROVIDING PARAMETERS AS TO THE PRINCIPAL AMOUNT, DATE, MATURITY DATE, INTEREST RATE, INTEREST AND PRINCIPAL PAYMENT DATES AND OTHER TERMS OF THE PARKING SYSTEM REFUNDING REVENUE BONDS, SERIES 2009 OF THE CITY OF BECKLEY; AUTHORIZING AND APPROVING THE SALE AND DELIVERY OF SUCH BONDS TO THE ORIGINAL PURCHASER; APPOINTING A REGISTRAR, PAYING AGENT AND DEPOSITORY BANK FOR SUCH BONDS; AND MAKING OTHER PROVISIONS AS TO THE BONDS.

WHEREAS, the City of Beckley (the "Issuer" or the "City") in the County of Raleigh, State of West Virginia, is a municipal corporation and political subdivision of said State, the governing body of which is its Common Council (the "Governing Body");

WHEREAS, the Governing Body has duly and officially enacted on July 14, 2009, an Ordinance (the "Ordinance") entitled:

AN ORDINANCE AUTHORIZING THE REFUNDING OF THE ISSUER'S OUTSTANDING PARKING REVENUE BONDS, SERIES 1998 AND FINANCING OF THE COST THEREOF, NOT OTHERWISE PROVIDED, AND PAYING COSTS OF ISSUANCE AND RELATED COSTS, THROUGH THE ISSUANCE OF PARKING SYSTEM REVENUE REFUNDING BONDS, SERIES 2009, OF THE CITY IN THE AGGREGATE PRINCIPAL AMOUNT OF NOT TO EXCEED $2,000,000; PROVIDING FOR THE RIGHTS AND REMEDIES OF, AND THE SECURITY FOR, THE REGISTERED OWNERS OF SUCH BONDS; AUTHORIZING THE EXECUTION AND DELIVERY OF A TAX AND NON-ARBITRAGE CERTIFICATE, AN OFFICIAL STATEMENT, A BOND

PURCHASE AGREEMENT, A CONTINUING DISCLOSURE AGREEMENT AND OTHER DOCUMENTS IN CONNECTION THEREWITH; AUTHORIZING THE SALE AND PROVIDING FOR THE TERMS AND PROVISIONS OF SUCH BONDS AND ENACTING OTHER PROVISIONS WITH RESPECT THERETO.

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

WHEREAS, the Ordinance provides for the issuance by the Issuer of its Parking System Refunding Revenue Bonds, Series 2009 in an aggregate principal amount not to exceed $2,000,000 (the "Series 2009 Bonds" or "Bonds") in accordance with Chapter 8, Article 16 of the Code of West Virginia, 1931, as amended (the "Revenue Bond Act") and Chapter 13, Article 2E of the Code of West Virginia, 1931, as amended (the "Refunding Act" and along with the Revenue Bond Act, the "Act");

WHEREAS, the Issuer is advised that current market conditions are such that present value debt service savings would result from the current refunding of its outstanding Parking System Revenue Bonds, Series 1998, dated June 15, 1998, issued in the original aggregate principal amount of $1,840,000 (the "Series 1998 Bonds") and the Issuer has determined that it is currently in the best interest of inhabitants of the City and other users of the System to currently refund the Series 1998 Bonds pursuant to the issuance of its Series 2009 Bonds;

WHEREAS, the Ordinance further provided that the exact dates, amounts, maturities, interest rates, redemption provisions, purchase price and other terms of the Bonds should be established by Supplemental Resolution or by a Certificate of Determinations, that a Registrar, Paying Agent and Depository Bank be designated, that a Bond Purchase Agreement, a Continuing Disclosure Agreement, a Registrar Agreement and an Official Statement be approved and that other matters pertaining to the Bonds be provided for by a Supplemental Resolution of the Governing Body or by a Certificate of Determinations, that additional covenants and provisions relating to the Bonds be provided therein, and that other matters pertaining to the Bonds be provided for by a Supplemental Resolution of this Governing Body or by a Certificate of Determinations;

WHEREAS, the Bonds are proposed to be purchased by Crews & Associates, Inc., Charleston, West Virginia (the "Original Purchaser"), pursuant to a Bond Purchase Agreement between the Original Purchaser and the Issuer, to be dated the date of execution thereof (the "Bond Purchase Agreement");

WHEREAS, the Governing Body has determined that, in order to obtain the best possible savings for the City in the current interest rate environment, the Mayor shall be empowered and authorized to execute the Bond Purchase Agreement, within the parameters set forth herein, at such time as the Mayor shall determine most advantageous to the Issuer, or not at all; and

WHEREAS, the Governing Body deems it essential and desirable that this supplemental parameters resolution (the "Supplemental Parameters Resolution") be adopted, that the Bond Purchase Agreement, the Continuing Disclosure Agreement, the Tax and Non-Arbitrage Certificate and the Registrar Agreement hereinafter provided for be entered into by the Issuer, that the Official Statement relating to the Bonds, hereinafter described, be approved, that the Mayor be authorized to enter into the Bond Purchase Agreement within the parameters hereby approved by the Governing Body, and that other matters relating to the Bonds be herein provided for all in accordance with the Ordinance;

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

SECTION 1. For the purposes of (i) paying the entire outstanding principal balance of and all accrued interest on the Issuer's outstanding Series 1998 Bonds, (ii) funding a debt service reserve account for the Series 2009 Bonds, and (iii) paying costs of issuance of the Series 2009 Bonds and related costs, the Governing Body of the Issuer hereby authorizes and orders the issuance of the Series 2009 Bonds in an aggregate principal amount not to exceed $2,000,000, provided that the Net Present Value of the savings of such refunding shall not be less than 2.5%.

SECTION 2. Pursuant to the Ordinance and the Act, this Supplemental Parameters Resolution is adopted and there are hereby authorized and ordered to be issued the Series 2009 Bonds. The Series 2009 Bonds shall be issued in the aggregate principal amount not to exceed $2,000,000, bear interest at a rate not to exceed 7%, payable semiannually on June 15 and December 15 of each year, commencing December 15, 2009, shall mature on December 15 in such years, shall be dated such date, upon original issuance, shall mature in such principal amounts on such dates (with final maturity no later than December 15, 2028) shall be subject to such redemption provisions, all as shall subsequently be approved by the Mayor pursuant to the execution and delivery by the Mayor of a Certificate of Determinations with respect to the Bonds, dated the date of the Bond Purchase Agreement, the form of which is attached hereto as EXHIBIT A and approved hereby (the "Certificate of Determinations"); and shall be substantially in the form set forth in the Ordinance, provided however, that the specific terms of the Series 2009 Bonds shall be as determined by the Mayor at the time of the execution of the Bond Purchase Agreement and as approved by the Mayor in the Certificate of Determinations. All other provisions relating to the Series 2009 Bonds shall be as provided in the Ordinance.

SECTION 3. 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 Bonds, including the payment of all necessary fees and expenses in connection therewith.

SECTION 4. Proceeds of the Bonds shall be expended solely for the purposes set forth in the Ordinance.

SECTION 5. The Issuer is advised and hereby finds that based upon the assumed principal amount, maturity schedule and interest rates for the Series 2009 Bonds presented to the Issuer by the Original Purchaser, the Series 2009 Bonds show a net present value debt service savings to the Issuer after deducting all expenses of the refunding of the Series 1998 Bonds and the costs of issuing the Series 2009 Bonds.

SECTION 6. The Tax and Non-Arbitrage Certificate, to be dated the date of execution and delivery of the Bonds (the "Tax Certificate"), and executed and delivered by 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 Tax Certificate with such changes, insertions and omissions as may be approved by the Mayor. The execution of the Tax Certificate by the Mayor shall be conclusive evidence of any approval required by this Section.

SECTION 7. The Continuing Disclosure Agreement, to be dated the date of execution and delivery of the Bonds (the "Disclosure Agreement"), by and between the Issuer and the Dissemination Agent named therein, 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 Disclosure Agreement with such changes, insertions and omissions as may be approved by the Mayor. The execution of the Disclosure Agreement by the Mayor shall be conclusive evidence of any approval required by this Section.

SECTION 8. The distribution by the Original Purchaser 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 Original Purchaser are hereby approved. The Mayor shall execute and deliver the Official Statement with such changes, insertions and omissions as may be approved. The execution of the Official Statement by the Mayor shall be conclusive evidence of any approval required by this Section.

SECTION 9. The Registrar Agreement by and between the Issuer and the Registrar designated herein, substantially in the form submitted to this meeting, shall be and the same is hereby approved. The Mayor shall execute and deliver the Registrar Agreement with such changes, insertions and omissions as may be approved by the Mayor. The execution of the Registrar Agreement by the Mayor shall be conclusive evidence of any approval required by this Section.

SECTION 10. The firm of Steptoe & Johnson PLLC, Charleston, West Virginia, is hereby appointed bond counsel to the Issuer in connection with the issuance of the Bonds.

SECTION 11. The Issuer hereby appoints and designates the West Virginia Municipal Bond Commission, Charleston, West Virginia, as the Paying Agent for the Series 2009 Bonds.

SECTION 12. The Issuer hereby appoints and designates United Bank, Inc., Charleston, West Virginia, as the Depository Bank for the Bonds.

SECTION 13. The Issuer hereby appoints and designates United Bank, Inc., Charleston, West Virginia, as the Registrar.

SECTION 14. The Mayor and Recorder are hereby authorized and directed to execute and deliver such other documents and certificates, required or desirable in connection with the Bonds to the end that the Bonds may be delivered on a timely basis to the Original Purchaser pursuant to the Bond Purchase Agreement.

SECTION 15. The notice addresses for the Depository Bank, Paying Agent, Registrar and Original Purchaser shall be as follows:

DEPOSITORY BANK

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

PAYING AGENT

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

REGISTRAR

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

ORIGINAL PURCHASER

Crews & Associates, Inc.
300 Summers Street, Suite 930
Charleston, West Virginia 25301-1631

SECTION 16. The issuance of the Bonds is in the public interest, serves a public purpose of the Issuer and will promote the health, welfare and safety of the residents of the Issuer.

SECTION 17. The Issuer hereby covenants and agrees that it will not permit at any time or times any of the proceeds of the Series 2009 Bonds or any other funds of the Issuer to be used directly or indirectly to acquire any securities or obligations, the acquisition of which would cause any of the Series 2009 Bonds to be an "arbitrage bond" as defined in Section 148 of the Code, and the regulations promulgated pursuant thereto. The Mayor of the Issuer is authorized and directed to execute and deliver such further instruments or agreements as shall be required to provide further assurances of the Issuer's compliance with this covenant.

SECTION 18. The Mayor and Recorder, and all other appropriate officers and employees of the Issuer are hereby authorized, empowered and directed to do any and all things proper and necessary to cause the Series 2009 Bonds to be duly and properly issued by the Issuer and delivered to the Original Purchaser as herein authorized and to otherwise facilitate the transaction contemplated by this Supplemental Parameters Resolution, and no further authority shall be necessary to authorize any such officers or employees to give such further assurance and do such further acts as may be legally required.

SECTION 19. This Supplemental Parameters Resolution shall be effective immediately following adoption hereof.

[Remainder of Page Intentionally Left Blank]

Adopted this 14th day of July, 2009.

CITY OF BECKLEY

By: _____
Its: Mayor

[SEAL]

Attest:

_____
Recorder

CERTIFICATION

Certified a true copy of a Supplemental Parameters Resolution duly adopted by the Common Council of the CITY OF BECKLEY on July 14, 2009, which Supplemental Parameters Resolution has not been repealed, rescinded, modified, amended or revoked, as of the date hereof.

Dated this 17th day of September, 2009.

By: _____
Recorder

7/13/09
059320.00006

EXHIBIT A

FORM OF CERTIFICATE OF DETERMINATIONS

CITY OF BECKLEY
PARKING SYSTEM REFUNDING REVENUE BONDS,
SERIES 2009

CERTIFICATE OF DETERMINATIONS

The undersigned, _____, Mayor of the City of Beckley (the "Issuer"), in accordance with the Supplemental Parameters Resolution adopted by the Governing Body of the Issuer on _____, 2009 (the "Supplemental Parameters Resolution"), with respect to the Issuer's Parking System Refunding Revenue Bonds, Series 2009 (the "Series 2009 Bonds"), hereby finds and determines as follows:

1. The Series 2009 Bonds shall be dated _____, 2009 shall bear interest on June 1 and December 1 of each year commencing _____, 2009.

2. The Series 2009 Bonds shall be issued in the aggregate principal amount of $_____. The interest rates on the Series 2009 Bonds do not exceed _%, being the maximum interest rate authorized by the Supplemental Parameters Resolution. The Net Present Value of the savings realized from such refunding is not less than _%.

3. The Series 2009 Bonds shall mature in the amounts and on the dates and shall be subject to mandatory sinking fund redemption in the amounts and on the dates set forth on Schedule 1 attached hereto and incorporated herein.

4. The Series 2009 Bonds shall bear interest at the rates and produce the yields set forth on Schedule 1 attached hereto and incorporated herein.

5. The Series 2009 Bonds shall [not] be subject to [optional and/or mandatory] redemption as set forth on Schedule 2 attached hereto and incorporated herein.

6. The Series 2009 Bonds shall be sold to Crews & Associates, Inc. (the "Underwriter"), pursuant to the terms of the Bond Purchase Agreement by and between the Underwriter and the Issuer, at an aggregate purchase price of $_____ (representing par value less an Underwriter's discount of $_____ and a net original issue discount[premium] of $_____), plus interest accrued in the amount of $_____ on the Series 2009 Bonds from _____ 1, 2009 to _____, 2009 (the "Closing Date").

7. The forms of the Bond Purchase Agreement, the Tax Certificate, the Continuing Disclosure Agreement, the Official Statement, the Rule 15c2-12 Certificate and the Registrar Agreement attached hereto are hereby approved.

The undersigned hereby certifies that the foregoing terms and conditions of the Series 2009 Bonds are within the parameters prescribed by the Supplemental Parameters Resolution, and the Series 2009 Bonds may be issued with such terms and conditions as authorized by the Supplemental Parameters Resolution.

WITNESS my signature this _____ day of _____, 2009.

CITY OF BECKLEY

By: _____
Its: Mayor

7/13/09
059320.00006

SCHEDULE 1

SERIES 2009 A BOND TERMS

Bond No.	Maturity Date (June 15)	Principal Amount (thousands)	Interest Rate	Price or Yield
R-1	2010	$ ___	__.___%	__.___%
R-2	2011	___	__.___%	__.___%
R-3	2012	___	__.___%	__.___%
R-4	2013	___	__.___%	__.___%
R-5	2014	___	__.___%	__.___%
R-6	2015	___	__.___%	__.___%
R-7	2016	___	__.___%	__.___%
R-8	2017	___	__.___%	__.___%
R-9	2018	___	__.___%	__.___%
R-10	2019	___	__.___%	__.___%
R-11	2020	___	__.___%	__.___%
R-12	2021	___	__.___%	__.___%
R-13	2022	___	__.___%	__.___%
R-14	2023	___	__.___%	__.___%
R-15	2024	___	__.___%	__.___%
R-16	2025	___	__.___%	__.___%
R-17	2026	___	__.___%	__.___%
R-18	2027	___	__.___%	__.___%
R-19	2028	___	__.___%	__.___%

SCHEDULE 2

SERIES 2009 BONDS REDEMPTION PROVISIONS:

[to be inserted after pricing]

CITY OF BECKLEY
PARKING SYSTEM REFUNDING REVENUE BONDS,
SERIES 2009 (BANK QUALIFIED)

SECOND SUPPLEMENTAL RESOLUTION

SECOND SUPPLEMENTAL RESOLUTION MODIFYING THE DEFINITION OF "RESERVE REQUIREMENT" PROVIDED IN THE BOND ORDINANCE ENACTED BY COMMON COUNCIL ON JULY 14, 2009, AS SUPPLEMENTED BY A FIRST SUPPLEMENTAL RESOLUTION ADOPTED BY COMMON COUNCIL ON JULY 14, 2009.

WHEREAS, the Common Council of the City of Beckley (the "City") has duly and officially adopted and enacted a bond ordinance, effective July 14, 2009 (the "Bond Ordinance"), entitled:

AN ORDINANCE AUTHORIZING THE REFUNDING OF THE CITY'S OUTSTANDING PARKING REVENUE BONDS, SERIES 1998 AND FINANCING OF THE COST THEREOF, NOT OTHERWISE PROVIDED, AND PAYING COSTS OF ISSUANCE AND RELATED COSTS, THROUGH THE ISSUANCE OF PARKING SYSTEM REFUNDING REVENUE BONDS, SERIES 2009, OF THE CITY IN THE AGGREGATE PRINCIPAL AMOUNT OF NOT TO EXCEED $2,000,000; PROVIDING FOR THE RIGHTS AND REMEDIES OF, AND THE SECURITY FOR, THE REGISTERED OWNERS OF SUCH BONDS; AUTHORIZING THE EXECUTION AND DELIVERY OF A TAX AND NON-ARBITRAGE CERTIFICATE, AN OFFICIAL STATEMENT, A BOND PURCHASE AGREEMENT, A CONTINUING DISCLOSURE AGREEMENT AND OTHER DOCUMENTS IN CONNECTION THEREWITH; AUTHORIZING THE SALE AND PROVIDING FOR THE TERMS AND PROVISIONS OF SUCH BONDS AND ENACTING OTHER PROVISIONS WITH RESPECT THERETO.

WHEREAS, the Common Council of the City has duly and officially adopted and enacted a first supplemental resolution of the Bond Ordinance, effective July 14, 2009 (the "Parameters Resolution" and collectively with the Bond Ordinance, the "Ordinance"), entitled:

> SUPPLEMENTAL RESOLUTION PROVIDING PARAMETERS AS TO THE PRINCIPAL AMOUNT, DATE, MATURITY DATE, INTEREST RATE, INTEREST AND PRINCIPAL PAYMENT DATES AND OTHER TERMS OF THE PARKING SYSTEM REFUNDING REVENUE BONDS, SERIES 2009 OF THE CITY OF BECKLEY; AUTHORIZING AND APPROVING THE SALE AND DELIVERY OF SUCH BONDS TO THE ORIGINAL PURCHASER; APPOINTING A REGISTRAR, PAYING AGENT AND DEPOSITORY BANK FOR SUCH BONDS; AND MAKING OTHER PROVISIONS AS TO THE BONDS.

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

WHEREAS, the Ordinance provides for the issuance of Parking System Refunding Revenue Bonds, Series 2009 (Bank Qualified) of the City (the "Bonds"), in an aggregate principal amount not to exceed $2,000,000, all in accordance with Chapter 8, Article 16 and Chapter 13, Article 2E of the West Virginia Code of 1931, as amended (collectively, the "Act"); and

WHEREAS, the City deems it essential and desirable that this second supplemental resolution (the "Second Supplemental Resolution") be adopted, and that matters contained in this Second Supplemental Resolution relating to the Bonds be herein provided for;

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

Section 1. Section 1.01 (Definitions) of the Bond Ordinance defined the term "Reserve Requirement" as follows:

> "Reserve Requirement" means an amount equal to the lesser of (i) 10% of the original principal amount of the Bonds, (ii) Maximum Annual Debt Service at the time of original issuance of the Bonds, or (iii) 125% of average annual Debt Service at the time of original issuance of the Bonds.

The above definition of "Reserve Requirement" will be deleted and replaced with the following definition of "Reserve Requirement," and; thus, Section 1.01 of the Bond Ordinance modified accordingly:

"Reserve Requirement" means an amount equal to 50% of the Maximum Annual Debt Service on the Bonds.

Section 2. This Supplemental Resolution shall be effective immediately following adoption hereof.

[Remainder of Page Intentionally Blank]

Adopted this 8th day of September, 2009.

CITY OF BECKLEY

By: _____
Its: Mayor

[SEAL]

Attest:

_____
Recorder

CERTIFICATION

Certified a true copy of a Supplemental Resolution duly adopted by the Common Council of the CITY OF BECKLEY on September 8, 2009, which Supplemental Resolution has not been repealed, rescinded, modified, amended or revoked, as of the date hereof.

Dated this 17th day of September, 2009.

By: _____
Recorder

08.27.09
059320.00006

CITY OF BECKLEY
PARKING SYSTEM REFUNDING REVENUE BONDS,
SERIES 2009 (BANK QUALIFIED)

CERTIFICATE OF DETERMINATIONS

The undersigned, Emmett S. Pugh, III, Mayor of the City of Beckley (the "Issuer"), in accordance with the Supplemental Parameters Resolution adopted by the Governing Body of the Issuer on July 14, 2009 (the "Supplemental Parameters Resolution"), with respect to the Issuer's Parking System Refunding Revenue Bonds, Series 2009 (the "Series 2009 Bonds"), hereby finds and determines as follows:

1. The Series 2009 Bonds shall be dated September 17, 2009 shall bear interest on June 15 and December 15 of each year commencing December 15, 2009.

2. The Series 2009 Bonds shall be issued in the aggregate principal amount of $1,485,000.00. The interest rates on the Series 2009 Bonds do not exceed 7%, being the maximum interest rate authorized by the Supplemental Parameters Resolution. The Net Present Value of the savings realized from such refunding is not less than 2.5%.

3. The Series 2009 Bonds shall mature in the amounts and on the dates and shall be subject to mandatory sinking fund redemption in the amounts and on the dates set forth on Schedule 1 attached hereto and incorporated herein.

4. The Series 2009 Bonds shall bear interest at the rates and produce the yields set forth on Schedule 1 attached hereto and incorporated herein.

5. The Series 2009 Bonds shall be subject to optional and mandatory redemption as set forth on Schedule 2 attached hereto and incorporated herein.

6. The Series 2009 Bonds shall be sold to Crews & Associates, Inc. (the "Underwriter"), pursuant to the terms of the Bond Purchase Agreement by and between the Underwriter and the Issuer, at an aggregate purchase price of $1,446,882.45 (representing par value less an Underwriter's discount of $29,700.00 and an original issue discount of $8,417.55).

7. The forms of the Bond Purchase Agreement, the Tax Certificate, the Continuing Disclosure Agreement, the Official Statement, the Rule 15c2-12 Certificate and the Registrar Agreement attached hereto are hereby approved.

The undersigned hereby certifies that the foregoing terms and conditions of the Series 2009 Bonds are within the parameters prescribed by the Supplemental Parameters Resolution, and the Series 2009 Bonds may be issued with such terms and conditions as authorized by the Supplemental Parameters Resolution.

[Remainder of Page Intentionally Left Blank]

WITNESS my signature this 17th day of September, 2009.

CITY OF BECKLEY

By: _____
Its: Mayor

SCHEDULE 1

SERIES 2009 A BOND TERMS

Bond No.	Maturity Date (June 15)	Principal Amount	Interest Rate	Price
R-1	2014	$310,000	3.750%	100.000%
R-2	2019	$425,000	4.250%	100.000%
R-3	2025	$645,000	4.500%	98.882%
R-4	2016	$105,000	4.700%	98.851%

SCHEDULE 2

SERIES 2009 BONDS REDEMPTION PROVISIONS:

Bonds - Optional Redemption

The Bonds maturing on or after June 15, 2019 are subject to redemption prior to maturity at the option of the City on and after June 15, 2016, in whole or in part at any time, in such order of maturity as shall be designated to the Registrar by the City and by lot within a maturity, at the following redemption prices (expressed as percentages of the principal amount of Bonds to be redeemed), plus interest accrued thereon to the date fixed for redemption:

Period During Which Redeemed (Dates Inclusive)	Redemption Price
June 15, 2016 and thereafter	100%

Bonds - Mandatory Redemption

The Series 2009 Bonds maturing on June 15, 2014, June 15, 2019 and June 15, 2025 are subject to annual mandatory redemption prior to maturity by random selection on June 15 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 June 15, 2014

Year	Principal Amount
2010	25,000.00
2011	65,000.00
2012	70,000.00
2013	75,000.00
2014	75,000.00

Bonds Maturing June 15, 2019

Year	Principal Amount
2015	80,000.00
2016	80,000.00
2017	85,000.00
2018	90,000.00
2019	90,000.00

Bonds Maturing June 15, 2025

Year	Principal Amount
2020	95,000.00
2021	100,000.00
2022	105,000.00
2023	110,000.00
2024	115,000.00
2025	120,000.00

If less than all the Series 2009 Bonds are to be redeemed, the Series 2009 Bonds to be redeemed shall be identified by reference to the Series designation, date of issue, CUSIP numbers and Maturity Dates.

$1,485,000

CITY OF BECKLEY (WEST VIRGINIA)
PARKING SYSTEM REFUNDING REVENUE BONDS,
SERIES 2009 (BANK QUALIFIED)

CROSS-RECEIPT FOR SERIES 2009 BONDS AND BOND PROCEEDS

On the 17th day of September, 2009, the undersigned, Gregory B. Isaacs, Senior Managing Director, Capital Markets Group of Crews & Associates, Inc. (the "Underwriter"), for and on behalf of the Underwriter, and Emmett S. Pugh, III, Mayor of the City of Beckley (the "Issuer"), for and on behalf of the Issuer, hereby certify as follows:

1. On the 17th day of September, 2009, in New York, New York, the Underwriter received the entire original issue of $1,485,000 in aggregate principal amount of the City of Beckley, West Virginia, Parking System Refunding Revenue Bonds, Series 2009 (Bank Qualified) (the "Series 2009 Bonds"). The Series 2009 Bonds, as so received on original issuance, are in various denominations, are dated September 17, 2009, and are numbered from R-1 upward in order of maturity, and are registered in the name of "CEDE & CO."

2. At the time of such receipt of the Series 2009 Bonds, they had been executed by Emmett S. Pugh, III, as Mayor of the Issuer by his manual signature, and the official seal of the Issuer had been impressed upon each Series 2009 Bond and attested by Gary R. Sutphin, Recorder of the Issuer by his manual signature, and had been authenticated by United Bank, Inc., Charleston, West Virginia, as Registrar.

3. The Issuer has received and hereby acknowledges receipt from the Underwriter, as the original purchaser of the Series 2009 Bonds, of the proceeds of the Series 2009 Bonds, as follows:

Par Amount	$1,485,000.00
Less: Underwriters' Discount	(29,700.00)
Less: Original Issue Discount	(8,417.55)
TOTAL	$1,446,882.45

Payment for the Series 2009 Bonds was made in immediately available funds (federal funds wire) in the amount of $1,446,882.45.

[Remainder of Page Intentionally Left Blank]

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

CREWS & ASSOCIATIONS, INC.

By: _____
Its: Senior Managing Director, Capital Markets Group

CITY OF BECKLEY,
WEST VIRGINIA

By: _____
Its: Mayor

$1,485,000

CITY OF BECKLEY (WEST VIRGINIA)
PARKING SYSTEM REFUNDING REVENUE BONDS,
SERIES 2009 (BANK QUALIFIED)

DIRECTION TO AUTHENTICATE AND DELIVER SERIES 2009 BONDS

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

Ladies and Gentlemen:

On the 17th day of September, 2009, there are delivered to you herewith as Registrar for the above-captioned Bonds:

i) Bonds Nos. R-1 through R-4, inclusive, constituting the entire original issue of the City of Beckley, West Virginia, Parking System Refunding Revenue Bonds, Series 2009, dated September 17, 2009 (Bank Qualified), in the aggregate principal amount of $1,485,000 (the "Series 2009 Bonds"), executed by the Mayor of the City of Beckley (the "Issuer") and bearing the official seal of the Issuer and attested by the Recorder of the Issuer by his manual signature. The Series 2009 Bonds are authorized to be issued under and pursuant to an Ordinance enacted by the Issuer on July 14, 2009, as supplemented by a Supplemental Parameters Resolution adopted by the Issuer on July 14, 2009, and a Second Supplemental Resolution adopted by the Issuer on September 8, 2009 (collectively, the "Ordinance").

ii) A copy of the Ordinance enacted July 14, 2009, certified by the Recorder of the Issuer.

iii) A list of the names in which the Series 2009 Bonds are to be registered upon original issuance, together with taxpayer identification and other information as requested by you.

iv) 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 Series 2009 Bonds to the Depository Trust Company, New York, New York, for the account of Crews & Associates, Inc., as the original purchaser thereof.

Dated as of the day and year first stated above.

CITY OF BECKLEY, WEST VIRGINIA

By: _____

Its: Mayor

SPECIMEN

UNITED STATES OF AMERICA
STATE OF WEST VIRGINIA
CITY OF BECKLEY (WEST VIRGINIA)
PARKING SYSTEM REVENUE REFUNDING BOND,
SERIES 2009 (BANK QUALIFIED)

No. R-1 $310,000

INTEREST RATE	MATURITY DATE	BOND DATE	CUSIP
3.750%	June 15, 2014	September 17, 2009	075797BG4

REGISTERED OWNER: CEDE & CO.

PRINCIPAL AMOUNT: THREE HUNDRED AND TEN THOUSAND DOLLARS

KNOW ALL MEN BY THESE PRESENTS: That the CITY OF BECKLEY, a municipal corporation organized and existing under the laws of the State of West Virginia (the "City"), for value received, hereby promises to pay, solely from the special funds provided therefore, as hereinafter set forth, to the Registered Owner specified above, or registered assigns (the "Registered Owner"), on the Maturity Date specified above, the Principal Amount specified above and solely from such special funds also to pay interest on said Principal Amount from the Interest Payment Date (as hereinafter defined) preceding the date of authentication hereof or, if authenticated after the Record Date (as hereinafter defined) but prior to the applicable Interest Payment Date or on said Interest Payment Date, from said Interest Payment Date or, if no interest has been paid, from the Bond Date specified above, or, if and to the extent that the 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 15 and December 15, in each year, beginning December 15, 2009 (each an "Interest Payment Date"), until maturity or until the date fixed for redemption if this Bond is called for prior redemption and payment on such date is provided for. Capitalized terms used and not defined herein shall have the meanings ascribed thereto in the hereinafter described Ordinance.

Interest accruing on this Bond on and prior to the Maturity Date hereof shall be payable by check or draft mailed by the West Virginia Municipal Bond Commission, Charleston, West Virginia, as paying agent (in such capacity, the "Paying Agent"), to the Registered Owner hereof as of the applicable Record Date (each June 15 and December 15) or, in the event of a default in the payment of Bonds, that special record date to be fixed by the hereinafter named Registrar by notice given to the Registered Owners not less than 10 days prior to said special record date at the address of such Registered Owner as it appears on the registration books of the City maintained by United Bank, Inc. Charleston,

West Virginia, as registrar (in such capacity, the "Registrar"), or, at the option of any Registered Owner of at least $1,000,000 in aggregate principal amount of Bonds, by wire transfer in immediately available funds to a domestic bank account specified in writing by the Registered Owner to the Paying Agent at least 5 days prior to such Record Date. Principal and premium, if any, shall be paid when due upon presentation and surrender of this Bond for payment at the principal 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 $1,485,000 designated "City of Beckley (West Virginia) Parking System Refunding Revenue Bonds, Series 2009 (Bank Qualified) (the "Bonds"), except as to number, denomination, date of maturity and interest rate, dated September 17, 2009, the proceeds of which are to be used (i) to finance the costs of currently refunding the Issuer's Series 1998 Bonds, (ii) to fund the Series 2009 Bonds Reserve Account, and (iii) to pay certain costs of issuance of the Series 2009 Bonds and related costs. 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 16 of the Code of West Virginia, 1931, as amended (the "Act"), and an ordinance duly enacted by the Council of the Issuer on July 14, 2009, and supplemented by supplemental resolutions adopted by said Council on July 14, 2009, and September 8, 2009 (hereinafter collectively referred to as the "Ordinance"), and is subject to all the terms and conditions of said Ordinance. The Ordinance provides for the issuance of additional bonds under certain conditions, and such bonds would be entitled to be paid and secured equally and ratably from and by the funds and revenues and other security provided for the Bonds under the Ordinance. Reference is hereby made to the Ordinance, as the same may be amended and supplemented from time to time, for a description of the rights, limitations of rights, obligations, duties and immunities of the Issuer, the Registrar, the Paying Agent, the Registered Owners of the Bonds and the Registered Owners of any subsequently issued additional bonds. Executed counterparts or certified copies of the Ordinance are on file at the office of the Recorder in the City of Beckley, West Virginia.

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

(A) Optional Redemption. The Bonds maturing on or after June 15, 2019 are subject to redemption prior to maturity at the option of the City on and after June 15, 2016, in whole or in part at any time, in such order of maturity as shall be designated to the Registrar by the City and by lot within a maturity, at the following redemption prices (expressed as percentages of the principal amount of Bonds to be redeemed), plus interest accrued thereon to the date fixed for redemption:

Period During Which Redeemed (Dates Inclusive)	Redemption Price
June 15, 2016 and thereafter	100%

(B) The Series 2009 Bonds are subject to annual mandatory redemption prior to maturity by random selection on June 15 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 June 15, 2014

Year	Principal Amount
2010	25,000.00
2011	65,000.00
2012	70,000.00
2013	75,000.00
2014	75,000.00

Bonds Maturing June 15, 2019

Year	Principal Amount
2015	80,000.00
2016	80,000.00
2017	85,000.00
2018	90,000.00
2019	90,000.00

Bonds Maturing June 15, 2025

Year	Principal Amount
2020	95,000.00
2021	100,000.00
2022	105,000.00
2023	110,000.00
2024	115,000.00
2025	120,000.00

If less than all the Series 2009 Bonds are to be redeemed, the Series 2009 Bonds to be redeemed shall be identified by reference to the Series designation, date of issue, CUSIP numbers and Maturity Dates.

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

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

After refunding the Series 1998 Bonds, there are no outstanding obligations of the Issuer which will rank on a parity with the Bonds as to liens, pledge, source of and security for payment.

The Bonds and the interest thereon are payable only from and are secured by the Net Revenues (as defined in the Ordinance) to be derived from the operation of the System, on a parity with the pledge from moneys in the Series 2009 Bonds Sinking Fund and the Series 2009 Bonds Reserve Account established under the Ordinance, and the 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 and to make the other payments required by the Ordinance. This Bond does not constitute an indebtedness of the Issuer within any constitutional or statutory provision or limitation, nor shall the Issuer be obligated to pay the same or the interest hereon except from said special fund provided from the Net Revenues, the moneys in the Series 2009 Bonds Sinking Fund and the Series 2009 Bonds Reserve Account and unexpended proceeds of the Bonds. Under the Ordinance, the Issuer has covenanted and agreed to fix, establish and collect just and equitable rates or charges for the use of the services and facilities of the System and to revise the same from time to time as will always be sufficient to pay all operating expenses of the System and to leave a balance each year equal to at least 115% of the maximum amount payable in any year for principal of and interest on the Bonds and all other obligations secured by a lien on or payable from such revenues prior to or on a parity with the Bonds. The Issuer has entered into certain further covenants with the Registered Owners of the Bonds, for the terms of which reference is made to the Ordinance. Remedies provided the Registered Owners of the Bonds are exclusively as provided in the Ordinance, to which reference is here made for a detailed description thereof.

All moneys received from the sale of the Bonds except for accrued interest thereon shall be applied solely to finance the current refunding of the Issuer's outstanding Series 1998 Bonds, fund a reserve account for the Bonds and pay costs of issuance of the Bonds, and there shall be, and hereby is, created and granted a lien upon such moneys, until so applied, in favor of the Registered Owners of the Bonds.

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

This Bond, under the provisions of the Act is and has all the qualities and incidents of, a negotiable instrument under the Uniform Commercial Code of the State of West Virginia, but may be transferred only upon the surrender hereof at the office of the Registrar and otherwise as provided by the Ordinance.

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

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 BECKLEY 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.

CITY OF BECKLEY

[SEAL]

By: _____
Mayor

SPECIMEN

ATTEST:

By: _____
Recorder

SPECIMEN

CERTIFICATE OF AUTHENTICATION AND REGISTRATION

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

Dated: September 17, 2009.

UNITED BANK, INC.,
as Registrar

By _____
Its Authorized Officer

SPECIMEN

ASSIGNMENT

FOR VALUE RECEIVED, the undersigned sells, assigns and transfers unto _____ the City of Beckley Parking System Revenue Refunding Bond, Series 2009 (Bank Qualified), in the amount of $_____ dated _____, 2009, and does hereby irrevocably constitute and appoint _____, attorney, to transfer said Bond on the books of the Registrar on behalf of the City 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.

SPECIMEN

UNITED STATES OF AMERICA
STATE OF WEST VIRGINIA
CITY OF BECKLEY (WEST VIRGINIA)
PARKING SYSTEM REVENUE REFUNDING BOND,
SERIES 2009 (BANK QUALIFIED)

No. R-2 $425,000

INTEREST RATE	MATURITY DATE	BOND DATE	CUSIP
4.250%	June 15, 2019	September 17, 2009	075797BH2

REGISTERED OWNER: CEDE & CO.

PRINCIPAL AMOUNT: FOUR HUNDRED AND TWENTY FIVE THOUSAND DOLLARS

KNOW ALL MEN BY THESE PRESENTS: That the CITY OF BECKLEY, a municipal corporation organized and existing under the laws of the State of West Virginia (the "City"), for value received, hereby promises to pay, solely from the special funds provided therefore, as hereinafter set forth, to the Registered Owner specified above, or registered assigns (the "Registered Owner"), on the Maturity Date specified above, the Principal Amount specified above and solely from such special funds also to pay interest on said Principal Amount from the Interest Payment Date (as hereinafter defined) preceding the date of authentication hereof or, if authenticated after the Record Date (as hereinafter defined) but prior to the applicable Interest Payment Date or on said Interest Payment Date, from said Interest Payment Date or, if no interest has been paid, from the Bond Date specified above, or, if and to the extent that the 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 15 and December 15, in each year, beginning December 15, 2009 (each an "Interest Payment Date"), until maturity or until the date fixed for redemption if this Bond is called for prior redemption and payment on such date is provided for. Capitalized terms used and not defined herein shall have the meanings ascribed thereto in the hereinafter described Ordinance.

Interest accruing on this Bond on and prior to the Maturity Date hereof shall be payable by check or draft mailed by the West Virginia Municipal Bond Commission, Charleston, West Virginia, as paying agent (in such capacity, the "Paying Agent"), to the Registered Owner hereof as of the applicable Record Date (each June 15 and December 15) or, in the event of a default in the payment of Bonds, that special record date to be fixed by the hereinafter named Registrar by notice given to the Registered Owners not less than 10 days prior to said special record date at the address of such Registered Owner as it appears

on the registration books of the City maintained by United Bank, Inc. Charleston, West Virginia, as registrar (in such capacity, the "Registrar"), or, at the option of any Registered Owner of at least $1,000,000 in aggregate principal amount of Bonds, by wire transfer in immediately available funds to a domestic bank account specified in writing by the Registered Owner to the Paying Agent at least 5 days prior to such Record Date. Principal and premium, if any, shall be paid when due upon presentation and surrender of this Bond for payment at the principal 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 $1,485,000 designated "City of Beckley (West Virginia) Parking System Refunding Revenue Bonds, Series 2009 (Bank Qualified) (the "Bonds"), except as to number, denomination, date of maturity and interest rate, dated September 17, 2009, the proceeds of which are to be used (i) to finance the costs of currently refunding the Issuer's Series 1998 Bonds, (ii) to fund the Series 2009 Bonds Reserve Account, and (iii) to pay certain costs of issuance of the Series 2009 Bonds and related costs. 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 16 of the Code of West Virginia, 1931, as amended (the "Act"), and an ordinance duly enacted by the Council of the Issuer on July 14, 2009, and supplemented by supplemental resolutions adopted by said Council on July 14, 2009, and September 8, 2009 (hereinafter collectively referred to as the "Ordinance"), and is subject to all the terms and conditions of said Ordinance. The Ordinance provides for the issuance of additional bonds under certain conditions, and such bonds would be entitled to be paid and secured equally and ratably from and by the funds and revenues and other security provided for the Bonds under the Ordinance. Reference is hereby made to the Ordinance, as the same may be amended and supplemented from time to time, for a description of the rights, limitations of rights, obligations, duties and immunities of the Issuer, the Registrar, the Paying Agent, the Registered Owners of the Bonds and the Registered Owners of any subsequently issued additional bonds. Executed counterparts or certified copies of the Ordinance are on file at the office of the Recorder in the City of Beckley, West Virginia.

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

(A) Optional Redemption. The Bonds maturing on or after June 15, 2019 are subject to redemption prior to maturity at the option of the City on and after June 15, 2016, in whole or in part at any time, in such order of maturity as shall be designated to the Registrar by the City and by lot within a maturity, at the following redemption prices (expressed as percentages of the principal amount of Bonds to be redeemed), plus interest accrued thereon to the date fixed for redemption:

Period During Which Redeemed (Dates Inclusive)	Redemption Price
June 15, 2016 and thereafter	100%

(B) The Series 2009 Bonds are subject to annual mandatory redemption prior to maturity by random selection on June 15 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 June 15, 2014

Year	Principal Amount
2010	25,000.00
2011	65,000.00
2012	70,000.00
2013	75,000.00
2014	75,000.00

Bonds Maturing June 15, 2019

Year	Principal Amount
2015	80,000.00
2016	80,000.00
2017	85,000.00
2018	90,000.00
2019	90,000.00

Bonds Maturing June 15, 2025

Year	Principal Amount
2020	95,000.00
2021	100,000.00
2022	105,000.00
2023	110,000.00
2024	115,000.00
2025	120,000.00

If less than all the Series 2009 Bonds are to be redeemed, the Series 2009 Bonds to be redeemed shall be identified by reference to the Series designation, date of issue, CUSIP numbers and Maturity Dates.

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

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

After refunding the Series 1998 Bonds, there are no outstanding obligations of the Issuer which will rank on a parity with the Bonds as to liens, pledge, source of and security for payment.

The Bonds and the interest thereon are payable only from and are secured by the Net Revenues (as defined in the Ordinance) to be derived from the operation of the System, on a parity with the pledge from moneys in the Series 2009 Bonds Sinking Fund and the Series 2009 Bonds Reserve Account established under the Ordinance, and the 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 and to make the other payments required by the Ordinance. This Bond does not constitute an indebtedness of the Issuer within any constitutional or statutory provision or limitation, nor shall the Issuer be obligated to pay the same or the interest hereon except from said special fund provided from the Net Revenues, the moneys in the Series 2009 Bonds Sinking Fund and the Series 2009 Bonds Reserve Account and unexpended proceeds of the Bonds. Under the Ordinance, the Issuer has covenanted and agreed to fix, establish and collect just and equitable rates or charges for the use of the services and facilities of the System and to revise the same from time to time as will always be sufficient to pay all operating expenses of the System and to leave a balance each year equal to at least 115% of the maximum amount payable in any year for principal of and interest on the Bonds and all other obligations secured by a lien on or payable from such revenues prior to or on a parity with the Bonds. The Issuer has entered into certain further covenants with the Registered Owners of the Bonds, for the terms of which reference is made to the Ordinance. Remedies provided the Registered Owners of the Bonds are exclusively as provided in the Ordinance, to which reference is here made for a detailed description thereof.

All moneys received from the sale of the Bonds except for accrued interest thereon shall be applied solely to finance the current refunding of the Issuer's outstanding Series 1998 Bonds, fund a reserve account for the Bonds and pay costs of issuance of the Bonds, and there shall be, and hereby is, created and granted a lien upon such moneys, until so applied, in favor of the Registered Owners of the Bonds.

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

This Bond, under the provisions of the Act is and has all the qualities and incidents of, a negotiable instrument under the Uniform Commercial Code of the State of West Virginia, but may be transferred only upon the surrender hereof at the office of the Registrar and otherwise as provided by the Ordinance.

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

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 BECKLEY 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.

CITY OF BECKLEY

[SEAL]

By: SPECIMEN
Mayor

ATTEST:

By: SPECIMEN
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 Registered Owner on the date set forth below. Attached hereto is the complete text of the opinion of Steptoe & Johnson PLLC, bond counsel, signed originals of which are on file with the Registrar, delivered and dated on the date of the original delivery of and payment for the Bonds.

Dated: September 17, 2009.

UNITED BANK, INC.,
as Registrar

By _____
SPECIMEN
Its Authorized Officer

ASSIGNMENT

FOR VALUE RECEIVED, the undersigned sells, assigns and transfers unto _____ the City of Beckley Parking System Revenue Refunding Bond, Series 2009 (Bank Qualified), in the amount of $_____ dated _____, 2009, and does hereby irrevocably constitute and appoint _____, attorney, to transfer said Bond on the books of the Registrar on behalf of the City 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.

SPECIMEN

UNITED STATES OF AMERICA
STATE OF WEST VIRGINIA
CITY OF BECKLEY (WEST VIRGINIA)
PARKING SYSTEM REVENUE REFUNDING BOND,
SERIES 2009 (BANK QUALIFIED)

No. R-3 $645,000

INTEREST RATE	MATURITY DATE	BOND DATE	CUSIP
4.500%	June 15, 2025	September 17, 2009	075797BJ8

REGISTERED OWNER: CEDE & CO.

PRINCIPAL AMOUNT: SIX HUNDRED AND FORTY FIVE THOUSAND DOLLARS

KNOW ALL MEN BY THESE PRESENTS: That the CITY OF BECKLEY, a municipal corporation organized and existing under the laws of the State of West Virginia (the "City"), for value received, hereby promises to pay, solely from the special funds provided therefore, as hereinafter set forth, to the Registered Owner specified above, or registered assigns (the "Registered Owner"), on the Maturity Date specified above, the Principal Amount specified above and solely from such special funds also to pay interest on said Principal Amount from the Interest Payment Date (as hereinafter defined) preceding the date of authentication hereof or, if authenticated after the Record Date (as hereinafter defined) but prior to the applicable Interest Payment Date or on said Interest Payment Date, from said Interest Payment Date or, if no interest has been paid, from the Bond Date specified above, or, if and to the extent that the 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 15 and December 15, in each year, beginning December 15, 2009 (each an "Interest Payment Date"), until maturity or until the date fixed for redemption if this Bond is called for prior redemption and payment on such date is provided for. Capitalized terms used and not defined herein shall have the meanings ascribed thereto in the hereinafter described Ordinance.

Interest accruing on this Bond on and prior to the Maturity Date hereof shall be payable by check or draft mailed by the West Virginia Municipal Bond Commission, Charleston, West Virginia, as paying agent (in such capacity, the "Paying Agent"), to the Registered Owner hereof as of the applicable Record Date (each June 15 and December 15) or, in the event of a default in the payment of Bonds, that special record date to be fixed by the hereinafter named Registrar by notice given to the Registered Owners not less than 10 days prior to said special record date at the address of such Registered Owner as it appears on the registration books of the City maintained by United Bank, Inc. Charleston,

West Virginia, as registrar (in such capacity, the "Registrar"), or, at the option of any Registered Owner of at least $1,000,000 in aggregate principal amount of Bonds, by wire transfer in immediately available funds to a domestic bank account specified in writing by the Registered Owner to the Paying Agent at least 5 days prior to such Record Date. Principal and premium, if any, shall be paid when due upon presentation and surrender of this Bond for payment at the principal 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 $1,485,000 designated "City of Beckley (West Virginia) Parking System Refunding Revenue Bonds, Series 2009 (Bank Qualified) (the "Bonds"), except as to number, denomination, date of maturity and interest rate, dated September 17, 2009, the proceeds of which are to be used (i) to finance the costs of currently refunding the Issuer's Series 1998 Bonds, (ii) to fund the Series 2009 Bonds Reserve Account, and (iii) to pay certain costs of issuance of the Series 2009 Bonds and related costs. 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 16 of the Code of West Virginia, 1931, as amended (the "Act"), and an ordinance duly enacted by the Council of the Issuer on July 14, 2009, and supplemented by supplemental resolutions adopted by said Council on July 14, 2009, and September 8, 2009 (hereinafter collectively referred to as the "Ordinance"), and is subject to all the terms and conditions of said Ordinance. The Ordinance provides for the issuance of additional bonds under certain conditions, and such bonds would be entitled to be paid and secured equally and ratably from and by the funds and revenues and other security provided for the Bonds under the Ordinance. Reference is hereby made to the Ordinance, as the same may be amended and supplemented from time to time, for a description of the rights, limitations of rights, obligations, duties and immunities of the Issuer, the Registrar, the Paying Agent, the Registered Owners of the Bonds and the Registered Owners of any subsequently issued additional bonds. Executed counterparts or certified copies of the Ordinance are on file at the office of the Recorder in the City of Beckley, West Virginia.

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

(A) Optional Redemption. The Bonds maturing on or after June 15, 2019 are subject to redemption prior to maturity at the option of the City on and after June 15, 2016, in whole or in part at any time, in such order of maturity as shall be designated to the Registrar by the City and by lot within a maturity, at the following redemption prices (expressed as percentages of the principal amount of Bonds to be redeemed), plus interest accrued thereon to the date fixed for redemption:

Period During Which Redeemed (Dates Inclusive)	Redemption Price
June 15, 2016 and thereafter	100%

(B) The Series 2009 Bonds are subject to annual mandatory redemption prior to maturity by random selection on June 15 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 June 15, 2014

Year	Principal Amount
2010	25,000.00
2011	65,000.00
2012	70,000.00
2013	75,000.00
2014	75,000.00

Bonds Maturing June 15, 2019

Year	Principal Amount
2015	80,000.00
2016	80,000.00
2017	85,000.00
2018	90,000.00
2019	90,000.00

Bonds Maturing June 15, 2025

Year	Principal Amount
2020	95,000.00
2021	100,000.00
2022	105,000.00
2023	110,000.00
2024	115,000.00
2025	120,000.00

If less than all the Series 2009 Bonds are to be redeemed, the Series 2009 Bonds to be redeemed shall be identified by reference to the Series designation, date of issue, CUSIP numbers and Maturity Dates.

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

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

After refunding the Series 1998 Bonds, there are no outstanding obligations of the Issuer which will rank on a parity with the Bonds as to liens, pledge, source of and security for payment.

The Bonds and the interest thereon are payable only from and are secured by the Net Revenues (as defined in the Ordinance) to be derived from the operation of the System, on a parity with the pledge from moneys in the Series 2009 Bonds Sinking Fund and the Series 2009 Bonds Reserve Account established under the Ordinance, and the 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 and to make the other payments required by the Ordinance. This Bond does not constitute an indebtedness of the Issuer within any constitutional or statutory provision or limitation, nor shall the Issuer be obligated to pay the same or the interest hereon except from said special fund provided from the Net Revenues, the moneys in the Series 2009 Bonds Sinking Fund and the Series 2009 Bonds Reserve Account and unexpended proceeds of the Bonds. Under the Ordinance, the Issuer has covenanted and agreed to fix, establish and collect just and equitable rates or charges for the use of the services and facilities of the System and to revise the same from time to time as will always be sufficient to pay all operating expenses of the System and to leave a balance each year equal to at least 115% of the maximum amount payable in any year for principal of and interest on the Bonds and all other obligations secured by a lien on or payable from such revenues prior to or on a parity with the Bonds. The Issuer has entered into certain further covenants with the Registered Owners of the Bonds, for the terms of which reference is made to the Ordinance. Remedies provided the Registered Owners of the Bonds are exclusively as provided in the Ordinance, to which reference is here made for a detailed description thereof.

All moneys received from the sale of the Bonds except for accrued interest thereon shall be applied solely to finance the current refunding of the Issuer's outstanding Series 1998 Bonds, fund a reserve account for the Bonds and pay costs of issuance of the Bonds, and there shall be, and hereby is, created and granted a lien upon such moneys, until so applied, in favor of the Registered Owners of the Bonds.

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

This Bond, under the provisions of the Act is and has all the qualities and incidents of, a negotiable instrument under the Uniform Commercial Code of the State of West Virginia, but may be transferred only upon the surrender hereof at the office of the Registrar and otherwise as provided by the Ordinance.

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

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 BECKLEY 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.

CITY OF BECKLEY

[SEAL]

By: _____
Mayor SPECIMEN

ATTEST:

By: _____
Recorder SPECIMEN

CERTIFICATE OF AUTHENTICATION AND REGISTRATION

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

Dated: September 17, 2009.

UNITED BANK, INC.,
as Registrar

By _____
Its Authorized Officer

ASSIGNMENT

FOR VALUE RECEIVED, the undersigned sells, assigns and transfers unto _____ the City of Beckley Parking System Revenue Refunding Bond, Series 2009 (Bank Qualified), in the amount of $_____ dated _____, 2009, and does hereby irrevocably constitute and appoint _____, attorney, to transfer said Bond on the books of the Registrar on behalf of the City 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.

SPECIMEN

UNITED STATES OF AMERICA
STATE OF WEST VIRGINIA
CITY OF BECKLEY (WEST VIRGINIA)
PARKING SYSTEM REVENUE REFUNDING BOND,
SERIES 2009 (BANK QUALIFIED)

No. R-4 $105,000

INTEREST RATE	MATURITY DATE	BOND DATE	CUSIP
4.700%	June 15, 2026	September 17, 2009	075797BK5

REGISTERED OWNER: CEDE & CO.

PRINCIPAL AMOUNT: ONE HUNDRED AND FIVE THOUSAND DOLLARS

KNOW ALL MEN BY THESE PRESENTS: That the CITY OF BECKLEY, a municipal corporation organized and existing under the laws of the State of West Virginia (the "City"), for value received, hereby promises to pay, solely from the special funds provided therefore, as hereinafter set forth, to the Registered Owner specified above, or registered assigns (the "Registered Owner"), on the Maturity Date specified above, the Principal Amount specified above and solely from such special funds also to pay interest on said Principal Amount from the Interest Payment Date (as hereinafter defined) preceding the date of authentication hereof or, if authenticated after the Record Date (as hereinafter defined) but prior to the applicable Interest Payment Date or on said Interest Payment Date, from said Interest Payment Date or, if no interest has been paid, from the Bond Date specified above, or, if and to the extent that the 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 15 and December 15, in each year, beginning December 15, 2009 (each an "Interest Payment Date"), until maturity or until the date fixed for redemption if this Bond is called for prior redemption and payment on such date is provided for. Capitalized terms used and not defined herein shall have the meanings ascribed thereto in the hereinafter described Ordinance.

Interest accruing on this Bond on and prior to the Maturity Date hereof shall be payable by check or draft mailed by the West Virginia Municipal Bond Commission, Charleston, West Virginia, as paying agent (in such capacity, the "Paying Agent"), to the Registered Owner hereof as of the applicable Record Date (each June 15 and December 15) or, in the event of a default in the payment of Bonds, that special record date to be fixed by the hereinafter named Registrar by notice given to the Registered Owners not less than 10 days prior to said special record date at the address of such Registered Owner as it appears on the registration books of the City maintained by United Bank, Inc. Charleston,

West Virginia, as registrar (in such capacity, the "Registrar"), or, at the option of any Registered Owner of at least $1,000,000 in aggregate principal amount of Bonds, by wire transfer in immediately available funds to a domestic bank account specified in writing by the Registered Owner to the Paying Agent at least 5 days prior to such Record Date. Principal and premium, if any, shall be paid when due upon presentation and surrender of this Bond for payment at the principal 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 $1,485,000 designated "City of Beckley (West Virginia) Parking System Refunding Revenue Bonds, Series 2009 (Bank Qualified) (the "Bonds"), except as to number, denomination, date of maturity and interest rate, dated September 17, 2009, the proceeds of which are to be used (i) to finance the costs of currently refunding the Issuer's Series 1998 Bonds, (ii) to fund the Series 2009 Bonds Reserve Account, and (iii) to pay certain costs of issuance of the Series 2009 Bonds and related costs. 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 16 of the Code of West Virginia, 1931, as amended (the "Act"), and an ordinance duly enacted by the Council of the Issuer on July 14, 2009, and supplemented by supplemental resolutions adopted by said Council on July 14, 2009, and September 8, 2009 (hereinafter collectively referred to as the "Ordinance"), and is subject to all the terms and conditions of said Ordinance. The Ordinance provides for the issuance of additional bonds under certain conditions, and such bonds would be entitled to be paid and secured equally and ratably from and by the funds and revenues and other security provided for the Bonds under the Ordinance. Reference is hereby made to the Ordinance, as the same may be amended and supplemented from time to time, for a description of the rights, limitations of rights, obligations, duties and immunities of the Issuer, the Registrar, the Paying Agent, the Registered Owners of the Bonds and the Registered Owners of any subsequently issued additional bonds. Executed counterparts or certified copies of the Ordinance are on file at the office of the Recorder in the City of Beckley, West Virginia.

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

(A) Optional Redemption. The Bonds maturing on or after June 15, 2019 are subject to redemption prior to maturity at the option of the City on and after June 15, 2016, in whole or in part at any time, in such order of maturity as shall be designated to the Registrar by the City and by lot within a maturity, at the following redemption prices (expressed as percentages of the principal amount of Bonds to be redeemed), plus interest accrued thereon to the date fixed for redemption:

Period During Which Redeemed (Dates Inclusive)	Redemption Price
June 15, 2016 and thereafter	100%

(B) The Series 2009 Bonds are subject to annual mandatory redemption prior to maturity by random selection on June 15 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 June 15, 2014

Year	Principal Amount
2010	25,000.00
2011	65,000.00
2012	70,000.00
2013	75,000.00
2014	75,000.00

Bonds Maturing June 15, 2019

Year	Principal Amount
2015	80,000.00
2016	80,000.00
2017	85,000.00
2018	90,000.00
2019	90,000.00

Bonds Maturing June 15, 2025

Year	Principal Amount
2020	95,000.00
2021	100,000.00
2022	105,000.00
2023	110,000.00
2024	115,000.00
2025	120,000.00

If less than all the Series 2009 Bonds are to be redeemed, the Series 2009 Bonds to be redeemed shall be identified by reference to the Series designation, date of issue, CUSIP numbers and Maturity Dates.

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

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

After refunding the Series 1998 Bonds, there are no outstanding obligations of the Issuer which will rank on a parity with the Bonds as to liens, pledge, source of and security for payment.

The Bonds and the interest thereon are payable only from and are secured by the Net Revenues (as defined in the Ordinance) to be derived from the operation of the System, on a parity with the pledge from moneys in the Series 2009 Bonds Sinking Fund and the Series 2009 Bonds Reserve Account established under the Ordinance, and the 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 and to make the other payments required by the Ordinance. This Bond does not constitute an indebtedness of the Issuer within any constitutional or statutory provision or limitation, nor shall the Issuer be obligated to pay the same or the interest hereon except from said special fund provided from the Net Revenues, the moneys in the Series 2009 Bonds Sinking Fund and the Series 2009 Bonds Reserve Account and unexpended proceeds of the Bonds. Under the Ordinance, the Issuer has covenanted and agreed to fix, establish and collect just and equitable rates or charges for the use of the services and facilities of the System and to revise the same from time to time as will always be sufficient to pay all operating expenses of the System and to leave a balance each year equal to at least 115% of the maximum amount payable in any year for principal of and interest on the Bonds and all other obligations secured by a lien on or payable from such revenues prior to or on a parity with the Bonds. The Issuer has entered into certain further covenants with the Registered Owners of the Bonds, for the terms of which reference is made to the Ordinance. Remedies provided the Registered Owners of the Bonds are exclusively as provided in the Ordinance, to which reference is here made for a detailed description thereof.

All moneys received from the sale of the Bonds except for accrued interest thereon shall be applied solely to finance the current refunding of the Issuer's outstanding Series 1998 Bonds, fund a reserve account for the Bonds and pay costs of issuance of the Bonds, and there shall be, and hereby is, created and granted a lien upon such moneys, until so applied, in favor of the Registered Owners of the Bonds.

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

This Bond, under the provisions of the Act is and has all the qualities and incidents of, a negotiable instrument under the Uniform Commercial Code of the State of West Virginia, but may be transferred only upon the surrender hereof at the office of the Registrar and otherwise as provided by the Ordinance.

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

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 BECKLEY 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.

CITY OF BECKLEY

[SEAL]

By: SPECIMEN
Mayor

ATTEST:

By: SPECIMEN
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 Registered Owner on the date set forth below. Attached hereto is the complete text of the opinion of Steptoe & Johnson PLLC, bond counsel, signed originals of which are on file with the Registrar, delivered and dated on the date of the original delivery of and payment for the Bonds.

Dated: September 17, 2009.

UNITED BANK, INC.,
as Registrar

By _____
Its Authorized Officer

ASSIGNMENT

FOR VALUE RECEIVED, the undersigned sells, assigns and transfers unto _____ the City of Beckley Parking System Revenue Refunding Bond, Series 2009 (Bank Qualified), in the amount of $_____ dated _____, 2009, and does hereby irrevocably constitute and appoint _____, attorney, to transfer said Bond on the books of the Registrar on behalf of the City 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.

STEPTOE & JOHNSON PLLC
ATTORNEYS AT LAW

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

Writer's Contact Information

September 17, 2009

$1,485,000
CITY OF BECKLEY (WEST VIRGINIA)
PARKING SYSTEM REFUNDING REVENUE BONDS,
SERIES 2009 (BANK QUALIFIED)

City of Beckley
Beckley, West Virginia

Crews & Associates, Inc.
Charleston, West Virginia

Ladies and Gentlemen:

We have examined a record of proceedings relating to the issuance by the City of Beckley, West Virginia (the "Issuer") of its $1,485,000 aggregate principal amount of Parking System Refunding Revenue Bonds, Series 2009 (the "Series 2009 Bonds").

The Series 2009 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 16 and Chapter 13, Article 2E of the West Virginia Code of 1931, as amended (collectively, the "Act"), and a Bond Ordinance duly enacted by the Issuer on July 14, 2009, as supplemented by a Supplemental Parameters Resolution duly adopted by the Issuer on July 14, 2009 and a Second Supplemental Resolution adopted by the Issuer on September 8, 2009 (collectively, the "Ordinance"), and are subject to all the terms and conditions of the Ordinance. All capitalized terms used herein and not otherwise defined shall have the meanings set forth in the Ordinance when used herein.

The Series 2009 Bonds are issued in fully registered form, are dated September 17, 2009, upon original issuance, mature on June 15 in the years and amounts and bear interest payable each June 15 and December 15, commencing December 15, 2009, as set forth in the Certificate of Determinations.

The Series 2009 Bonds shall be subject to optional and mandatory sinking fund redemption prior to maturity on the dates, in the amounts and at the redemption prices, all as set forth in the Certificate of Determinations.

The Ordinance provides that the Series 2009 Bonds are issued for the purpose of currently refunding the Issuer's Parking System Revenue Bonds, Series 1998 (the "Series 1998 Bonds"), funding a debt service reserve account for the Series 2009 Bonds and paying costs of issuance of the Series 2009 Bonds and related costs.

The Series 2009 Bonds have been sold to Crews & Associates, Inc. (the "Original Purchaser"), pursuant to a Bond Purchase Agreement dated September 2, 2009, and accepted by the Issuer (the "Bond Purchase Agreement").

As to questions of fact material to our opinion, we have relied upon representations of the Issuer, the Original Purchaser and other entities contained in the Ordinance, the Certificate of Determinations, the Bond Purchase Agreement, the Continuing Disclosure Agreement, the Tax Certificate and in the certified proceedings and other certifications of certain officials furnished to us without undertaking to verify the same by independent investigation.

Based upon the foregoing, and assuming compliance with the covenants and representations of the Issuer and others set forth in the Ordinance, the Bond Purchase Agreement, the Continuing Disclosure Agreement, the Tax Certificate and such certifications, we are of the opinion, under existing law, that:

1. The Issuer is a duly organized and validly existing municipal corporation under and pursuant to the laws of the State of West Virginia, with full power and authority to adopt and enact the Ordinance, execute the Certificate of Determinations, enter into the Bond Purchase Agreement and the Continuing Disclosure Agreement, deliver the Tax Certificate, perform its obligations under the terms and provisions thereof and to issue and sell the Series 2009 Bonds, all under the provisions of the Act and other applicable provisions of law.

2. The Issuer, through its governing body, has legally and effectively adopted and enacted the Ordinance, has authorized, executed and delivered the Certificate of Determinations, Bond Purchase Agreement, the Continuing Disclosure Agreement, the Tax Certificate, has authorized the distribution of the Official Statement in connection with the marketing and sale of the Series 2009 Bonds, and has issued and delivered the Series 2009 Bonds to the Original Purchaser pursuant to the Bond Purchase Agreement. The Ordinance is in full force and effect as of the date hereof.

3. Assuming due authorization, execution and delivery by the other parties thereto, the Bond Purchase Agreement, the Continuing Disclosure Agreement and the Tax Certificate constitute valid, legal, binding and enforceable instruments of the Issuer in accordance with their respective terms.

4. The Series 2009 Bonds have been duly authorized, executed and delivered by the Issuer and, assuming proper authentication, constitute valid and legally enforceable limited obligations of the Issuer, payable from, and secured by a lien on, the Net Revenues of the System. The Series 2009 Bonds are enforceable in accordance with their terms and the terms of the Ordinance, and are entitled to the benefits of the Ordinance and the Act.

5. The Series 1998 Bonds have been paid within the meaning and with the effect expressed in the ordinance, as supplemented, pursuant to which they were issued, and the covenants, agreements and other obligations of the Issuer to the holders and owners of the Series 1998 Bonds have been satisfied and discharged.

6. Under existing laws, regulations, published rulings and judicial decisions of the United States of America, as presently written and applied, the interest on the Series 2009 Bonds (including any original issue discount properly allocable to owners of the Bonds) is excludable from gross income of the holders thereof for federal income tax purposes and is not an item of tax preference for purposes of the federal alternative minimum tax imposed upon individuals and corporations. It should be noted, however, that for the purpose of computing the alternative minimum tax on corporations (as defined for federal income tax purposes), such interest is taken into account in determining adjusted current earnings. Ownership of tax-exempt obligations, including the Series 2009 Bonds, may result in collateral federal income tax consequences to certain taxpayers, including without limitation, financial institutions, property and casualty insurance companies, individual recipients of Social Security or Railroad Retirement benefits, and taxpayers who may be deemed to have incurred or continued indebtedness to purchase or carry such obligations. We offer no opinion as to such collateral tax consequences or any other federal tax consequences arising with respect to the Series 2009 Bonds. Prospective purchasers of the Series 2009 Bonds should consult their own tax advisors as to such consequences. The opinions set forth above are subject to the condition that the Issuer comply, on a continuing basis, with all requirements of the Internal Revenue Code of 1986, as amended, and regulations thereunder (collectively, the "Code") that must be satisfied subsequent to issuance of the Series 2009 Bonds for interest thereon to be or continue to be excludable from gross income for federal income tax purposes and with all certifications, covenants and representations which may affect the excludability from gross income of the interest on the Series 2009 Bonds set forth in the Ordinance, the Tax Certificate and the certifications of the Issuer and others. Failure to comply with such Code provisions or such certifications, covenants and representations could cause the interest on the Series 2009 Bonds to be includable in gross income retroactive to the date of issuance of the Series 2009 Bonds.

7. Under the Act, the Series 2009 Bonds and the interest thereon are exempt from all taxation by the State of West Virginia or any county, municipality, political subdivision or agency thereof.

8. The Issuer has designated the Series 2009 Bonds as "qualified tax-exempt obligations" for purposes of Section 265(b)(3)(B) of the Code.

9. The Series 2009 Bonds are exempted securities within the meaning of Section 3(a)(2) of the Securities Act of 1933, as amended, and the West Virginia Uniform Securities Act, as amended, and it is not necessary, in connection with the public offering and sale of the Series 2009 Bonds, to register any securities under said Securities Acts. It is to be understood that the rights of the holders of the Series 2009 Bonds and the enforceability of the Series 2009 Bonds, the Ordinance, the Bond Purchase Agreement, the Continuing Disclosure Agreement, the Tax Certificate, and the liens, pledges, rights or remedies with respect thereto, are subject to and may be limited by any applicable bankruptcy, reorganization, insolvency, moratorium or other similar laws heretofore or hereafter enacted affecting creditors' rights or remedies generally and that their enforcement may also be subject to the application of public policy, general principles of equity and the exercise of judicial discretion in appropriate cases.

We have examined the executed and authenticated Series 2009 Bonds of said issue, and in our opinion, said Series 2009 Bonds are in proper form and have been duly executed and authenticated.

Very truly yours,



STEPTOE & JOHNSON PLLC

STEPTOE & JOHNSON PLLC
ATTORNEYS AT LAW

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

Writer's Contact Information

September 17, 2009

$1,485,000

CITY OF BECKLEY (WEST VIRGINIA)
PARKING SYSTEM REFUNDING REVENUE BONDS,
SERIES 2009 (BANK QUALIFIED)

City of Beckley, West Virginia
Beckley, West Virginia

Crews & Associates, Inc.
Charleston, West Virginia

Ladies and Gentlemen:

We have served as bond counsel in connection with the issuance and sale by the City of Beckley, West Virginia (the "Issuer") of its $1,485,000 aggregate principal amount of Parking System Refunding Revenue Bonds, Series 2009 (Bank Qualified) (the "Series 2009 Bonds"). In our capacity as bond counsel, we are delivering an opinion of even date herewith concerning the legality of the Series 2009 Bonds and the exclusion of interest on the Series 2009 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 September 2, 2009, between the Issuer and Crews & Associates, Inc. (the "Underwriter"), and approved by the Issuer.

Based upon the foregoing, we are of opinion that:

(1) The Purchase Agreement, the Tax and Non-Arbitrage Certificate, the Continuing Disclosure Agreement, the Preliminary Official Statement and the Official Statement have been authorized, executed and delivered by the Issuer and, assuming due authorization, execution and delivery by the other parties thereto, are legal, valid, binding agreements of the Issuer enforceable in accordance with their respective terms (except as enforcement of remedies may be limited by bankruptcy, insolvency or other laws or equitable principles affecting the rights of creditors).

(2) The Issuer, under the Act, has full power and authority to adopt the Ordinance, as supplemented, enter into the Continuing Disclosure Agreement and the Purchase Agreement and perform its obligations thereunder.

(3) The Issuer has duly ratified the distribution of the Preliminary Official Statement, the Official Statement has been duly approved, signed and delivered by the Issuer, and the Issuer has authorized the distribution of the Official Statement and the use thereof by the Underwriter in connection with the public offering of the Series 2009 Bonds.

(4) The statements contained in the Official Statement under the caption "Tax Matters," are true and accurate in all material respects and presents a fair and accurate summary and description of the matters summarized and described under such caption.

(5) The statements contained in the Official Statement under the captions "Financing Plan," The Series 2009 Bonds," "Security for the Series 2009 Bonds" and "Appendix C - Form of Bond Counsel Opinion," insofar as such statements contained under such captions purport to summarize certain matters set forth therein and certain provisions of the Ordinance, are complete and accurate and present a fair summary of the matters referred to therein and of the Ordinance.

(6) The Series 2009 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 VAUGHAN LAW FIRM
Attorneys and Counsellors at Law

DENNIS R. VAUGHAN, JR.

WEST VIRGINIA MUNICIPAL LEAGUE CENTER
2020 KANAWHA BOULEVARD, EAST
CHARLESTON, WEST VIRGINIA 25311

TELEPHONE (304) 342-3900
TELECOPY (304) 344-2386

September 17, 2009

$1,485,000

CITY OF BECKLEY (WEST VIRGINIA)
PARKING SYSTEM REFUNDING REVENUE BONDS,
SERIES 2009 (BANK QUALIFIED)

Crews & Associates, Inc.
Charleston, West Virginia

Ladies and Gentlemen:

We have served as counsel to you (the "Underwriter") in connection with the issuance and sale by City of Beckley, West Virginia (the "City") of its Parking Revenue Bonds, Series 2009 (Bank Qualified), in the aggregate principal amount of $1,485,000 (the "Series 2009 Bonds"). In connection with rendering this opinion, we have examined the Official Statement dated September 2, 2009, the Bond Purchase Agreement dated September 2, 2009 (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 2009 Bonds.

Very truly yours,

THE VAUGHAN LAW FIRM

By: D. R. [signature]

CITY OF
BECKLEY
P. O. BOX 2514 • BECKLEY, WEST VIRGINIA 25802-2514

WILLIAM H. FILE III
City Attorney

Phone: (304) 256-1750

September 17, 2009

$1,485,000

CITY OF BECKLEY (WEST VIRGINIA)
PARKING SYSTEM REFUNDING REVENUE BONDS,
SERIES 2009 (BANK QUALIFIED)

City of Beckley
Beckley, West Virginia

Crews & Associates, Inc.
Charleston, West Virginia

Steptoe & Johnson PLLC
Charleston, West Virginia

Ladies and Gentlemen:

I have served as counsel for City of Beckley, West Virginia (the "Issuer") and have acted as such in connection with the sale of the above-referenced Bonds (the "Bonds"), which are being delivered and sold pursuant to a Bond Purchase Agreement dated as of September 2, 2009 (the "Purchase Agreement"), by and between Crews & Associates, Inc. (the "Underwriter") and the Issuer. All capitalized terms used herein and not otherwise defined herein shall have the same meanings set forth in the Purchase Agreement.

In this connection, we have reviewed and examined certain proceedings and documents with respect to the Bonds, any such records, certificates and other documents as we 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 16 and Chapter 13, Article 2E of the West Virginia Code of 1931, as amended (collectively, the "Act"), the Ordinance of the Issuer relating to the Bonds adopted on July 14, 2009, as supplemented by a Supplemental Resolution adopted on July, 14 2009 and a Second Supplemental Resolution adopted on September 8, 2009 (collectively, the "Ordinance"), the Purchase Agreement, the Preliminary Official Statement dated August 28, 2009, and the Official Statement dated September 2, 2009, with respect to the issuance and offering of the Bonds (collectively, the "Official Statement") and

a closing certificate of the Issuer. Based on such review and such other considerations of law and fact as we believe to be relevant, we are of the opinion that:

i) The Issuer is a municipal corporation duly organized and existing under the laws of the State of West Virginia. The Issuer is authorized by the laws of the State of West Virginia, as provided by the Act, to enter into and perform its obligations under the Ordinance and the Purchase Agreement.

ii) The Issuer has full power and authority to consummate all transactions contemplated by the Bonds and the Purchase Agreement and any and other agreements relating thereto, to which the Issuer is a party.

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

iv) The Purchase Agreement has been duly and validly authorized, executed and delivered by the Issuer and the same is in full force and effect as of the date hereof and is a valid and legally binding obligation of the Issuer, enforceable against the Issuer in accordance with its 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.

v) The Ordinance has been duly adopted at meetings of the governing body of the Issuer 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 adoption of the Ordinance.

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

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

viii) The Issuer is not in violation of any provision of, or in default under, West Virginia statutes organizing and governing the Issuer.

ix) There are no legal or governmental actions, proceedings, inquiries or investigations pending or threatened by governmental authorities or to which the Issuer is a party

or of which any property of the Issuer is subject, except as described in the Official Statement, which, if determined adversely to the Issuer, would individually or in the aggregate (i) materially and adversely affect the validity or the enforceability of the Bonds or the Purchase Agreement, (ii) otherwise materially or adversely affect the ability of the Issuer to comply with its obligations under the Purchase Agreement, or materially and adversely affect the financial condition of the Issuer or the transactions contemplated by the Official Statement to be engaged in by the Issuer.

x) Based upon our experience as counsel for the Issuer and on our review of the Official Statement, and after diligent inquiry, the statements and information contained in the Official Statement under the captions or subcaptions "Financing Plan," "The Series 2009 A Bonds," "Security for the Series 2009 A Bonds," "The Parking System," "Absence of Material Litigation," "Continuing Disclosure" and "Appendix A" (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 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.

Very truly yours,

William H. File III

WILLIAM H. FILE, III

$1,485,000

CITY OF BECKLEY (WEST VIRGINIA)
PARKING SYSTEM REFUNDING REVENUE BONDS,
SERIES 2009 (BANK QUALIFIED)

GENERAL CERTIFICATE OF ISSUER ON:

i) TERMS
ii) NO LITIGATION
iii) GOVERNMENTAL APPROVALS
iv) PUBLICATION OF NOTICES
v) AWARD OF BONDS; SIGNATURES
vi) DELIVERY AND PAYMENT
vii) CERTIFICATION OF DOCUMENTS
viii) NO ADVERSE FINANCIAL CHANGE; INDEBTEDNESS
ix) MEETINGS, ETC.
x) INCUMBENCY AND OFFICIAL NAME
xi) RATES
xii) OFFICIAL STATEMENT CERTIFICATION
xiii) CERTIFICATIONS RELATED TO BOND PURCHASE AGREEMENT
xiv) DESIGNATION OF REGISTRAR, PAYING AGENT, ESCROW AGENT AND DEPOSITORY BANK
xv) IRS INFORMATION RETURN
xvi) SPECIMEN BONDS
xvii) RELIANCE

I, the undersigned MAYOR of the City of Beckley, West Virginia (the "Issuer"), hereby certify in connection with the $1,485,000 aggregate principal amount of the City of Beckley, West Virginia, Parking System Refunding Revenue Bonds, Series 2009 (Bank Qualified) (the "Bonds"), as follows:

i) 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 July 14, 2009, as supplemented by a Supplemental Resolution duly adopted July 14, 2009 and by a Supplemental Resolution duly adopted on September 8, 2009 (collectively, the "Ordinance"), and the Bond Purchase Agreement dated September 2, 2009 (the "Bond Purchase Agreement"), by and between the Issuer and the Underwriter.

ii) NO LITIGATION: No controversy or litigation of any nature is now pending or threatened, restraining, enjoining, or affecting in any manner the issuance and delivery of the Bonds or the collection of the Gross Revenues of the System or the pledge 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 Ordinance 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 or council members 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 and payment of the Refunded Bonds which is not set forth in the Official Statement relating to the Bonds.

iii) 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.

iv) PUBLICATION OF NOTICES: Notices of the public hearing upon the Ordinance were duly published as required by law. There was no protest to the passage of the Ordinance, and the Ordinance became fully effective on July 14, 2009, and remains in full force and effect.

v) AWARD OF BONDS; SIGNATURES: The Bonds were awarded to Crews & Associates, Inc. (the "Underwriter"), upon a negotiated basis at the price of $1,446,882.45 (which represents the aggregate principal amount of the Series 2009 Bonds, less an original issue discount of $8,417.55 and less a $29,700.00 underwriting discount). As of the date hereof, the Bonds were duly signed by the manual signatures 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.

vi) 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 R-1 to R-4, 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	$1,446,882.45
Less: Underwriter's Discount	(29,700.00)
Less: Net Original Issue Discount	(8,417.55)
Total	$1,446,882.45

vii) 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:

Ordinance

Supplemental Resolution

Second Supplement Resolution

City Charter, as amended

Oaths of Office Councilmembers

Minutes on Enactment and Adoption of Ordinance

Certificate of Publication regarding public hearing on Ordinance

Tax and Non-Arbitrage Certificate

Preliminary Official Statement

Official Statement

Bond Purchase Agreement

Continuing Disclosure Certificate

viii) 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 September 2, 2009. Upon defeasance of the Refunded 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, except the Reissued Bonds described in the Official Statement. The Issuer has obtained the consent of the holders of the Reissued Bonds to the issuance of the Bonds in the lien position as set forth in the Ordinance.

ix) 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 City Council of the Issuer duly and regularly called and held pursuant to the Rules of Procedure of the City 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 councilmembers were present and acting at all times during all such meetings. All notices required to be posted or published were duly posted and published.

x) INCUMBENCY AND OFFICIAL NAME: The proper corporate title of the Issuer is "City of Beckley" and it is a municipal corporation of the State of West Virginia, in Raleigh County of said State. The governing body of the Issuer is its Council consisting of 7 members whose names and dates of commencement and termination of current terms of office are as follows:

Name	Date of Commencement of Office	Date of Termination of Office
A. K. Minter	July 1, 2007	June 30, 2011
Ann Worley	July 1, 2007	June 30, 2011
Frank Williams	July 1, 2007	June 30, 2011
Mike Atterson	July 1, 2007	June 30, 2011
Lee Leftwich	July 1, 2007	June 30, 2011
Rob Rappold	July 1, 2007	June 30, 2011
Cedric Robertson	July 1, 2007	June 30, 2011

Emmett S. Pugh, III is the duly elected and acting Mayor of the Issuer and Gary R. Sutphin is the duly appointed and acting Recorder of the Issuer.

xi) RATES: The Issuer has duly enacted rates and charges for the System.

xii) 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.

xiii) CERTIFICATIONS RELATED TO BOND PURCHASE AGREEMENT: 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 Ordinance 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 Ordinance or the Issuer's existence or powers or the Issuer's right to use the proceeds of the Bonds to refund the Refunded Bonds, (iv) the execution, delivery, receipt and due performance of the Bonds, the Ordinance 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, and (v) the Issuer is obligated pursuant to the Continuing Disclosure Agreement and is in full compliance with all of its prior written continuing disclosure undertakings entered into pursuant to the provisions of Rule 15c2-12(b)(5).

xiv) DESIGNATION OF REGISTRAR, PAYING AGENT, ESCROW AGENT AND DEPOSITORY BANK: The Issuer hereby confirms the appointment of United Bank, Inc., Charleston, West Virginia, as Registrar, the West Virginia Municipal Bond Commission as Paying Agent and Crews & Associates, Inc., Charleston, West Virginia, as Depository Bank.

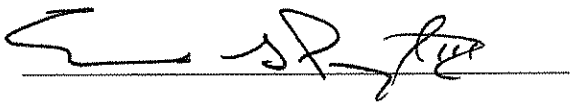
xv) IRS INFORMATION RETURN: On the date hereof, the undersigned Mayor did officially sign a properly completed IRS Form 8038-G and will cause such executed Form 8038-G to be filed in a timely manner with the appropriate Internal Revenue Service Center. The information set forth in such Form 8038-G is true, correct and complete in all respects.

xvi) SPECIMEN BONDS: Delivered concurrently herewith are true and accurate specimens of the Bonds.

xvii) 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 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.

WITNESS our signatures and the official corporate seal of the CITY OF BECKLEY on this 17th day of September, 2009.

[CORPORATE SEAL]

Signature	Official Title
	Mayor

$1,485,000

CITY OF BECKLEY (WEST VIRGINIA)
PARKING SYSTEM REFUNDING REVENUE BONDS,
SERIES 2009 (BANK QUALIFIED)

Dated: September 17, 2009

TAX AND NON-ARBITRAGE CERTIFICATE

The undersigned is the Mayor of the City of Beckley, West Virginia (the *"City"*).

This Tax and Non-Arbitrage Certificate (the *"Tax and Non-Arbitrage Certificate"*) is executed as of September 17, 2009 for the purpose of establishing the reasonable expectations of the City as to future events regarding the $1,485,000 Parking System Refunding Revenue Bonds, Series 2009 (Bank Qualified) (*"Refunding Bonds"*) and the use of the proceeds of the Refunding Bonds. The certifications and representations made herein are intended, and may be relied upon, as a certification described in Section 1.148-2(b)(2) of the Treasury Regulations. The Refunding Bonds are authorized to be executed and delivered by Mayor of the City pursuant to a Bond Ordinance enacted by the Council of the City on July 14, 2009 as supplemented by a Supplemental Parameters Resolution adopted by the Common Council of the City on July 14, 2009 and a Second Supplemental Resolution by the Common Council of the City on September 8, 2009 (collectively, the *"Ordinance"*).

This Tax and Non-Arbitrage Certificate also sets forth certain terms and conditions relating to the restrictions on the use and investment of the proceeds of the Refunding Bonds in order that the interest received by the owners of the Refunding Bonds will be excluded from gross income for federal income tax purposes.

NOW, THEREFORE, the City hereby certifies, covenants, represents and agrees as follows:

ARTICLE I

GENERAL

Section 1.1 Authorization. The Refunding Bonds are being executed and delivered by the Mayor pursuant to the Ordinance and such execution and delivery was authorized by the Ordinance.

Section 1.2 Definitions. Capitalized terms used herein which are not otherwise defined herein shall have the respective meanings set forth in the Ordinance or, if not defined in the Ordinance, in Sections 103 and 141 through 150 of the Internal Revenue Code of 1986, as amended (the *"Code"*), and related Treasury Regulations.

Section 1.3 **Purpose of the Refunding Bonds.** The Refunding Bonds are being executed and delivered for and on behalf of the City for the following purposes:

(i) to refund within 90 days of the issue date of the Refunding Bonds, all of the City's outstanding Parking System Refunding Revenue Bonds, Series 1998 (the *"Bonds to be Refunded"*);

(ii) to fund a debt service reserve account for the Refunding Bonds; and

(iii) to pay the costs of issuing the Refunding Bonds.

Section 1.4 **Reliance on Other Parties.** The expectations of the City concerning certain uses of the proceeds of the Refunding Bonds and other matters are based in whole or in part on representations and certifications of other parties set forth in this Tax and Non-Arbitrage Certificate and accompanying certificates. The City is not aware of any facts or circumstances that would cause it to question the accuracy or reasonableness of any representation or certification made in this Tax and Non-Arbitrage Certificate and accompanying certificates.

Section 1.5 **Private Activity Bond Representations.** For purposes of determining whether the Refunding Bonds are private activity bonds, the City makes the following representations. For this purpose, the proceeds of the Refunding Bonds used for refunding purposes are treated in the same manner as the Bonds to be Refunded.

(i) Not more than five percent (5%) of the proceeds of the Refunding Bonds will be used, directly or indirectly, to replace funds which were used in any business carried on by any person other than a state or local governmental unit.

(ii) Not more than ten percent (10%) of the payment of principal of or interest on the Refunding Bonds will be, directly or indirectly, (A) secured by any interest in (1) property used or to be used for a private business use by any person other than a state or local governmental unit, or (2) payments in respect of such property, or (B) 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 by any person other than a state or local governmental unit.

(iii) Not more than ten percent (10%) of the proceeds of the Refunding Bonds will be used, directly or indirectly, to make or finance loans to persons other than a state or local governmental unit.

(iv) No user of the facilities that were financed with the Bonds to be Refunded other than a state or local governmental unit will use more than ten percent (10%) of such facilities on any basis other than the same basis as the general public, and no person other than a state or local governmental unit will be a user of more than ten percent (10%) of such facilities as a result of (A) ownership, (B) actual or beneficial use pursuant to a lease or a management or incentive payment contract, or (C) any other similar arrangement.

Section 1.6 **Single Issue for Certain Tax Purposes.** No obligations are (i) being sold at substantially the same time (i.e., within fifteen (15) days) as the Refunding Bonds, (ii) being sold pursuant to the same plan of financing as the Refunding Bonds, and (iii) reasonably expected to be paid from substantially the same source of funds as the Refunding Bonds, determined without regard to guarantees from unrelated parties.

Section 1.7 **Refunding Bonds not Hedge Bonds.** The City reasonably expected at the time the Bonds to be Refunded were issued, to spend at least eighty-five percent (85%) of the spendable proceeds of such issues to carry out the governmental purposes for which such issues are being or were issued within three (3) years of the date each such issue was issued. Not more than fifty percent (50%) of the Bonds to be Refunded has been or is expected to be, invested in investments having a substantially guaranteed yield for four (4) years or more.

Section 1.8 **Qualified Tax-Exempt Obligations.** The City has designated the Refunding Bonds as "qualified tax-exempt obligations" for purposes of paragraph (3) of Section 265(b) of the Code and as determined in accordance with Section 265(b)(3) of the Code, and that not more than $30,000,000 aggregate principal amount of obligations the interest on which is excludable (under Section 103(a) of the Code) from gross income for federal income taxes (excluding, however, obligations described in Section 265(b)(3)(C)(ii) of the Code), including the Refunding Bonds, have been or shall be issued by the City during the calendar year 2009, all as determined in accordance with the Code. None of the Refunding Bonds are part of a direct or indirect composite issue.

ARTICLE II

ARBITRAGE

Section 2.1 **Reasonable Expectations.** This Article II states the reasonable expectations, statements of facts and estimates of the City with respect to the amount and use of the proceeds of the Refunding Bonds and certain other funds. On the basis of the following, it is not expected that the Refunding Bonds will be *"arbitrage bonds"* within the meaning of Section 148 of the Code.

Section 2.2 **Sale Proceeds.**

(a) Sources of Proceeds. Sale proceeds of the Refunding Bonds, are as follows:

Par Amount	$1,485,000.00
Transfer from Bonds to be Refunded DSR Funds	134,665.03
Transfer from Bonds to be Refunded Debt Service Funds	58,330.61
Less Original Issue Discount	(8,417.55)
TOTAL	$1,669,578.09

(b) Uses of Proceeds. The sale proceeds of the Refunding Bonds, minus underwriters' discount ($29,700.00), are expected to be needed and fully expended as follows:

(i) An amount of $37,000.00 will be deposited in the Costs of Issuance Fund (the *"Costs of Issuance Fund"*) established under the Ordinance and used to pay the costs of issuance of the Refunding Bonds;

(ii) An amount of $1,532,881.00 will be deposited with the paying agent for the Bonds to be Refunded and used on November 1, 2009 to pay the principal of and interest on the Bonds to be Refunded;

(iii) An amount of $66,323.75 will be deposited into the Debt Service Reserve Fund established under the Ordinance for the Refunding Bonds; and

(iv) An amount of $3,673.34 represents a rounding amount.

Section 2.3 No Overissuance. The total proceeds to be received from the sale of the Refunding Bonds and anticipated investment earnings thereon do not exceed the total of the amount necessary to finance the governmental purposes for which the Refunding Bonds are issued as described above.

Section 2.4 Investment of Proceeds. No portion of the Refunding Bonds is being issued solely for the purpose of investing the proceeds at a yield higher than the yield on the Refunding Bonds or to replace funds which were used, directly or indirectly, to acquire investments with a yield higher than the yield on the Refunding Bonds.

Section 2.5 Funds and Accounts.

(a) General. The following funds and accounts are created and established under the Ordinance:

(i) Revenue Fund;

(ii) Renewal and Replacement Fund;

(iii) Cost of Issuance Fund;

(iv) Rebate Fund;

(v) Sinking Fund; and

(vi) Within the Sinking Fund, the Reserve Account (the "Debt Service Reserve Fund") and the Redemption Account.

The City certifies that the following subsections accurately reflect various matters relating to these funds and accounts.

(b) Revenue Fund. All monies received from time to time by the City from the operation of the parking system of the City are deposited into the Revenue Fund. From the

Revenue Fund such monies are disbursed pursuant to Section 5.03A of the Ordinance. At no time were any proceeds of the Bonds to be Refunded on deposit in the Revenue Fund and no proceeds of the Refunding Bonds shall be deposited in the Revenue Fund.

(c) Renewal and Replacement Fund. A Renewal and Replacement Fund is created under the Ordinance, to be funded through monthly deposits of Gross Revenues. Absent an Event of Default on the Refunding 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 Refunding Bonds. The City is required to deposit 2 1/2% of the Gross Revenues each month into the Renewal and Replacement Fund. Disbursements may be made from the Renewal and Replacement Fund at any time to pay for replacements, repairs or improvements of the System. In the event the City experiences financial difficulties with respect to the System, it is not expected that the Renewal and Replacement Fund or any portion thereof will be available to pay debt service on the Refunding Bonds. Such moneys will be invested without restriction as to yield and are not subject to rebate.

(d) Costs of Issuance Fund. As described in Section 2.2(b)(ii) hereof, $ 37,000.00 of the proceeds of the Refunding Bonds will be deposited in the Costs of Issuance Fund.

Proceeds of the Refunding Bonds deposited in the Costs of Issuance Fund generally may be invested at an unrestricted yield for a period of thirteen (13) months from the date hereof, and, thereafter, at a yield not materially higher than the yield on the Refunding Bonds. For investments of amounts described in the preceding sentence, the term *"materially higher"* means one-thousandth of one percentage point (.001%).

(e) Rebate Fund. The City has covenanted not to use moneys of any fund or account in connection with the Refunding Bonds in a manner which will cause the Refunding Bonds to be arbitrage bonds within the meaning of Section 148 of the Code. To that end, the Rebate Fund is created under the Ordinance and will be funded to the extent required either from transfers from the other funds or accounts or from the City's general funds. The Paying Agent shall deposit into the Rebate Fund any payments received in accordance with this Tax and Non-Arbitrage Certificate for purposes of paying rebate to the United States Treasury Department and so identified. The amount required to be held in the Rebate Fund at any point in time is determined pursuant to the requirements of the Code, including particularly Section 148(f) of the Code and the Treasury Regulations promulgated thereunder. Moneys in the Rebate Fund are neither pledged to nor expected to be used to pay debt service on the Refunding Bonds.

(f) Sinking Fund. The Sinking Fund will be used primarily to achieve a proper matching of revenues and debt service within each bond year. To the extent the Sinking Fund will be used to pay debt service on the Refunding Bonds, it is expected to be depleted at least once each bond year except for a reasonable carryover amount not to exceed the greater of (i) the earnings on investment of the moneys in these accounts for the immediately preceding bond year, or (ii) one-twelfth (1/12th) of the debt service on the Refunding Bonds for the immediately preceding bond year. Amounts deposited in the Sinking Fund will be expended to pay debt service on the Refunding Bonds within thirteen (13) months from the date of deposit therein

pursuant to the Indenture. The Sinking Fund is expected to constitute a *"bona fide debt service fund"* within the meaning of the Treasury Regulations.

Amounts deposited into the Sinking Fund for the purpose of paying current debt service on the Refunding Bonds may be invested at an unrestricted yield for a period not exceeding thirteen (13) months from the date of the first deposit of such amounts to such fund and, thereafter, at a yield not materially higher than the yield on the Refunding Bonds. For investments of amounts described in the preceding sentence, the term *"materially higher"* means one-thousandth of one percentage point (.001%). As long as the Sinking Fund qualifies as a bona fide debt service fund, amounts therein will not be subject to the arbitrage rebate requirements of Section 148(f) of the Code.

(g) Debt Service Reserve Fund. As described in Section 2.2(b)(iii) hereof, $66,323.75 of the proceeds of the Refunding Bonds will be deposited in the Debt Service Reserve Fund to secure the Refunding Bonds. The Underwriter has certified, in Exhibit A attached hereto, that the establishment and maintenance of the Debt Service Reserve Fund is a vital factor in the marketing of the Refunding Bonds. The Debt Service Reserve Fund equals 50% of the Maximum Annual Debt Service on the Refunding Bonds. The Debt Service Reserve Fund may be invested at an unrestricted yield throughout the term of the Refunding Bonds and is subject to rebate.

(h) Redemption Account. A Redemption Account is created under the Ordinance. In the event moneys are deposited into the Redemption Account, to the extent they are not part of a *"bona fide debt service fund"* within the meaning of the Treasury Regulations, they will, to the extent the yield thereon exceeds the yield on the Refunding Bonds, be subject to rebate. Otherwise, they will be invested without restriction as to yield and are not subject to rebate.

Section 2.6 No Replacement. Other than proceeds of the Refunding Bonds, neither the City nor any person related to it within the meaning of Section 147(a) of the Code (a *"Related Person"*) has on hand any funds which could legally and practically be used for the purposes for which the Refunding Bonds are being issued which are not pledged, budgeted, earmarked or otherwise necessary to be used for other purposes. Accordingly, no portion of the proceeds of the Refunding Bonds will be used (i) directly or indirectly to replace funds of the City or any Related Person that could be used for the purpose for which the Refunding Bonds are being issued, or (ii) to replace any proceeds of any prior issuance of obligations by the City or any Related Person.

Section 2.7 No Other Sinking or Pledged Funds. Except for the Sinking Fund, no other funds or accounts have been or are expected to be established, and no moneys or property have been or are expected to be available or pledged (no matter where held or the source thereof) which are expected to be used or available to pay, directly or indirectly, principal or interest on the Refunding Bonds, or restricted so as to give reasonable assurance of their availability for such purposes.

Section 2.8 No Abusive Arbitrage Device. The City certifies, warrants and covenants that the Refunding Bonds are not and will not be part of a transaction or series of transactions that (i) attempts to circumvent the provisions of Section 148 of the Code and related

Treasury Regulations, thereby enabling the City to exploit the difference between tax-exempt and taxable interest rates to obtain a material financial advantage, and (ii) overburdens the tax-exempt bond market in any manner, including, without limitation, issuing more bonds, issuing bonds earlier, or allowing them to remain outstanding longer than is otherwise reasonably necessary to accomplish the governmental purpose of the Refunding Bonds.

Section 2.9 **Temporary Period and Transferred Proceeds.** The City acknowledges that pursuant to Section 149(d)(3)(A)(iv)(II) of the Code, any temporary period under Section 148(c) of the Code for the proceeds of the Bonds to be Refunded will end on the date hereof, and thus the yield on such proceeds will be restricted to a yield not materially higher than the yield on the Bonds to be Refunded.

Proceeds of each issue of the Bonds to be Refunded will become transferred proceeds of the Refunding Bonds when proceeds of the Refunding Bonds discharge the Bonds to be Refunded on November 1, 2009. When proceeds of the Bonds to be Refunded become transferred proceeds of the Refunding Bonds, the yield on such proceeds will be restricted to a yield not materially higher than the yield on the Refunding Bonds or the City will make timely yield reduction payments to reduce the yield on such proceeds to a yield not materially higher than the yield on the Refunding Bonds.

ARTICLE III

CALCULATION OF YIELD

Section 3.1 **Yield.** For purposes of this Tax and Non-Arbitrage Certificate, yield is calculated as set forth in Section 148(h) of the Code and Sections 1.148-4 and 1.148-5 of the Treasury Regulations. Thus, yield generally means that discount rate which, when used in computing the present value of all unconditionally payable payments of principal and interest with respect to an obligation and the cost of qualified guarantees (if any) paid and to be paid with respect to such obligation, produces an amount equal to the issue price of the obligation.

The City certifies, based upon representations of the Underwriters shown in Exhibit A hereto, that the aggregate reoffering price of the Refunding Bonds is $1,446,882.45, which represents the price at which the Refunding Bonds were sold to the public (excluding bond houses, brokers and other intermediaries) plus accrued interest. For purposes hereof, yield shall be calculated on a 360-day year basis with interest compounded semiannually. The yield on the Refunding Bonds on an aggregate basis as computed by Crews & Associates, Inc., the underwriter of the Refunding Bonds is at least 4.4775369%.

ARTICLE IV

REBATE

Section 4.1 **Undertakings.** The City has covenanted to comply with certain requirements of the Code. The City acknowledges that the United States Department of the Treasury has issued Treasury Regulations with respect to these undertakings, including the proper method for computing whether any rebate amount is due the United States under Section 148(f) of the Code (i.e., Sections 1.148-0 through 1.148-11, 1.149(d)-1, 1.149(g)-1, 1.150-1 and

1.150-2 of the Treasury Regulations). The City covenants that it will undertake to determine (or have determined on its behalf) what is required with respect to the rebate provisions contained in Section 148(f) of the Code from time to time and will undertake to comply with any requirements that may be applicable to the Refunding Bonds. The City will undertake the methodology described in this Article IV of this Tax and Non-Arbitrage Certificate, except to the extent inconsistent with any requirements of present or future law, regulations or future guidance issued by the United States Department of the Treasury or if the City receives an opinion of Bond Counsel.

Section 4.2 Rebate Fund. A special fund designated the *"Rebate Fund"* has been established pursuant to the Ordinance. The City shall keep the Rebate Fund separate and apart from all other funds and moneys held by it.

Section 4.3 Recordkeeping. Detailed records with respect to each and every Nonpurpose Investment attributable to Gross Proceeds (within the meaning of Section 1.148-1(b) of the Treasury Regulations) of the Refunding Bonds must be maintained by the City, including (i) purchase date, (ii) purchase price, (iii) any accrued interest paid, (iv) face amount, (v) coupon rate, (vi) periodicity of interest payments, (vii) disposition price, (viii) any accrued interest received, (ix) disposition date, and (x) broker's fees. Such detailed record keeping is required for the calculation of the rebate amount (within the meaning of Section 1.148-3 of the Treasury Regulations) which, in part, will require a determination of the difference between the actual aggregate earnings of all Nonpurpose Investments and the amount of such earnings assuming a rate of return equal to the yield on the Refunding Bonds.

Section 4.4 Rebate Amount Calculation and Payment.

(a) The City represents, warrants and covenants that it will prepare or cause to be prepared a calculation of the rebate amount with respect to the Refunding Bonds consistent with the rules described in this Section 4.4. The City will prepare the calculation of the rebate amount (i) within fifty-five (55) days after the close of the fifth Bond Year and each fifth Bond Year thereafter so long as any Refunding Bonds remain unpaid, and (ii) within fifty-five (55) days after the first date on which there are no unpaid Refunding Bonds. Not later than fifty-five (55) days after the end of the fifth Bond Year and each fifth Bond Year thereafter so long as any Refunding Bond remains unpaid, and within fifty-five (55) days after the last Refunding Bond is paid, the City shall deposit an amount necessary to increase or decrease the sum held in the Rebate Fund to the rebate amount.

(b) For purposes of calculating the rebate amount (i) the aggregate amount earned with respect to a Nonpurpose Investment shall be determined by assuming that the Nonpurpose Investment was acquired for an amount equal to its value at the time it becomes a Nonpurpose Investment, and (ii) the aggregate amount earned with respect to any Nonpurpose Investment shall include any unrealized gain or loss with respect to the Nonpurpose Investment on the first date when there are no unpaid Refunding Bonds or when the investment ceases to be a Nonpurpose Investment.

(c) The Paying Agent shall pay to the United States Department of the Treasury, pursuant to instructions from the City, out of designated funds (i) not later than sixty (60) days

after the end of each fifth Bond Year, a payment equal to at least ninety percent (90%) of the rebate amount with respect to the Refunding Bonds, calculated as of the end of such fifth Bond Year, and (ii) not later than sixty (60) days after the first date when there are no unpaid Refunding Bonds, an amount equal to one hundred percent (100%) of the rebate amount (determined as of the first date when there are no unpaid Refunding Bonds) plus any actual or imputed earnings on such rebate amount, all as set forth in Sections 1.148-1 through 1.148-11 of the Treasury Regulations and as determined by or on behalf of the City.

(d) Each payment required to be made pursuant hereto and relating to the Refunding Bond shall be filed with the Internal Revenue Service Center designated in the then-applicable Internal Revenue Service forms and instructions, on or before the date such payment is due and shall be accompanied by Internal Revenue Service Form 8038-T or successor form. The City must retain records of the calculations required by this Section 4.4 until six (6) years after the retirement of the last obligation of the Refunding Bonds.

Section 4.5 Valuation of Investments.

(a) General Rule. Except as otherwise provided in this Section 4.5, for all purposes of Section 148 of the Code, the value of an investment allocated to the Refunding Bonds (including a payment or receipt on the investment) on a date must be determined using one of the following valuation methods:

(i) Outstanding Principal Amount Method. A plain par investment (as defined in Section 1.148-1(b) of the Treasury Regulations) may be valued at its outstanding stated principal amount, plus any accrued unpaid interest on that date.

(ii) Present Value Method. An investment whose yield is fixed and determinable on the issue date (a *"fixed rate investment"*) may be valued at its present value on that date. Present value of an investment is computed under the economic accrual method, using the same compounding interval and financial conventions used to compute the yield on the Refunding Bonds (i.e., 360-day year basis with interest compounded semiannually). The present value of an investment on a date is equal to the present value of all unconditionally payable receipts to be received from and payments to be paid for the investment after that date, using the yield on the investment as the discount rate.

(iii) Fair Market Value Method. An investment may be valued at its fair market value on that date. 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. Fair market value generally is determined on the date on which a contract to purchase or sell the nonpurpose investment becomes binding (i.e., the trade date rather than the settlement date). Except as otherwise provided in Subsections 4.5(e), (f) and (g) hereof, an investment that is not of a type traded on an established securities market, within the meaning of Section 1273 of the Code, is rebuttably presumed to be acquired or disposed of for a price that is not equal to its fair market value.

(b) Mandatory Valuation of Certain Investments at Fair Market Value. Except as provided in Subsections 4.5(c) and (d), an investment must be valued at fair market value on the date that it is first allocated to the Refunding Bonds or first ceases to be allocated to the Refunding Bonds as a consequence of a deemed acquisition or deemed disposition.

(c) Mandatory Valuation of Yield Restricted Investments at Present Value. Any yield restricted investment must be valued at present value.

(d) Transferred Proceeds Allocations, Universal Cap Allocations and Commingled Funds. Notwithstanding Subsection 4.5(b) hereof, an investment need not be valued at fair market value if it is allocated to the Refunding Bonds or ceases to be allocated to the Refunding Bonds as a result of the transferred proceeds allocation rule under Section 1.148-9(b) of the Treasury Regulations or the universal cap rule under Section 1.148-6(b)(2) of the Treasury Regulations. In addition, investments in a commingled fund (other than a bona fide debt service fund) need not be valued at fair market value unless it is a commingled fund described in Section 1.148-6(e)(5)(iii) of the Treasury Regulations.

(e) Certificates of Deposit. The purchase price of a certificate of deposit that has a fixed interest rate, a fixed payment schedule and a substantial penalty for early withdrawal will be treated as its fair market value on the purchase date if:

(i) the yield on the certificate of deposit is not less than the yield on reasonably comparable direct obligations of the United States; and

(ii) the yield on the certificate of deposit is not less than the highest yield that is published or posted by the provider to be currently available from the provider on reasonably comparable certificates of deposit offered to the public.

(f) Guaranteed Investment Contracts. The purchase price of a guaranteed investment contract will be treated as its fair market value on the purchase date if:

(i) the City has made (or had made on its behalf) a bona fide solicitation for a specified guaranteed investment contract and received at least three (3) bona fide bids from providers that have no material financial interest in the Refunding Bonds;

(ii) the City purchased (or had purchased on its behalf) 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 contract, if any, offered to other 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 took into account as a significant factor the City's reasonably expected drawdown 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 provider of the guaranteed investment contract certified the administrative costs that it paid (or expects to pay) to third parties in connection with the guaranteed investment contract.

(g) United States Treasury Obligations. The fair market value of a United States Treasury obligation that is purchased directly from the United States Treasury is its purchase price.

Section 4.6 Segregation of Proceeds. In order to perform the calculations required by the Code, it is necessary to track separately all of the Gross Proceeds. To that end, the City hereby agrees to establish separate funds, accounts or subaccounts or take other accounting measures in order to account fully for all Gross Proceeds.

Section 4.7 Filing Requirements. The City shall file or cause to be filed such reports or other documents with the Internal Revenue Service as may be required by the Code from time to time (e.g., Form 8038-G and Form 8038-T).

ARTICLE V

OTHER MATTERS

Section 5.1 Authority. The undersigned is an authorized representative of the City and is acting for and on behalf of the City in executing this Tax and Non-Arbitrage Certificate. To the best of the knowledge and belief of the undersigned representative of the City, there are no other facts, estimates or circumstances that would materially change the expectations as set forth herein, and said expectations are reasonable.

Section 5.2 Amendment and Supplementation.

(a) Notwithstanding any other provision herein, the parties hereby agree to amend, supplement or modify this Tax and Non-Arbitrage Certificate to the extent necessary to maintain the exclusion of interest on the Refunding Bonds from gross income for federal tax purposes as required pursuant to an opinion of Bond Counsel.

(b) Notwithstanding any other provision herein, if the parties request an amendment, supplementation or modification hereto, this Tax and Non-Arbitrage Certificate shall be so amended, supplemented or modified only if accompanied by an opinion of Bond Counsel.

Section 5.3 Severability. If any provision of this Tax and Non-Arbitrage Certificate (including all accompanying certificates) shall be invalid, illegal or unenforceable, the validity, legality and enforceability of the remaining portions hereof shall not in any way be affected or impaired thereby.

Section 5.4 **Multiple Counterparts.** This Tax and Non-Arbitrage Certificate may be simultaneously executed in multiple counterparts, all of which shall constitute one and the same instrument, and each of which shall be deemed to be an original.

Section 5.5 **Survival of Defeasance.** Notwithstanding anything in this Tax and Non-Arbitrage Certificate or any other provisions of the Ordinance to the contrary, the obligation to remit the rebate amount to the United States Department of the Treasury and to comply with all other requirements contained in this Tax and Non-Arbitrage Certificate shall survive the defeasance or payment in full of the Refunding Bonds.

Section 5.6 **Permitted Changes; Opinion of Bond Counsel.** The yield restrictions contained in Section 2.5 or any other restriction or covenant contained herein need not be observed or may be changed if the City receives an opinion of Bond Counsel to the effect that such noncompliance or change will not adversely affect the exclusion of interest on the Refunding Bonds for federal income tax purposes.

Section 5.7 **Successors and Assigns.** The terms, provisions, covenants and conditions of this Tax and Non-Arbitrage Certificate shall bind and inure to the benefit of the respective successors and assigns of the City.

Section 5.8 **Headings.** The headings of this Tax and Non-Arbitrage Certificate are inserted for convenience only and shall not be deemed to constitute a part of this Tax and Non-Arbitrage Certificate.

[Signature page follows.]

DATED as of this 17th day of September, 2009.

CITY OF BECKLEY, WEST VIRGINIA

By: _____
Emmett S. Pugh, III, Mayor

EXHIBIT A

CERTIFICATE OF UNDERWRITER

See Transcript No. 17

$1,485,000

CITY OF BECKLEY (WEST VIRGINIA)
PARKING SYSTEM REFUNDING REVENUE BONDS,
SERIES 2009 (BANK QUALIFIED)

REGISTRAR'S CERTIFICATE

United Bank, Inc., Charleston, West Virginia (the "Bank"), as Registrar for the above-captioned Bonds (the "Bonds"), hereby certifies as follows, all capitalized terms used herein to have the same meanings set forth in the Ordinance of the City of Beckley (the "Issuer") enacted July 14, 2009, as supplemented (collectively the "Ordinance"):

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

ii) 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.

iii) 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.

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

Name	Title	Signature
Kathy Smith	Vice President	

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 CUSIP numbers, maturity dates, principal amounts, interest rates and price or yield of the Bonds.

WITNESS my signature on this 17th day of September, 2009.

United Bank, Inc.

By: _____

Its: SVP

EXHIBIT A - SERIES 2009 BOND TERMS

MATURITIES, AMOUNTS, INTEREST RATES AND PRICES OR YIELDS

$105,000 Serial Bonds

Year (June 15)	Principal Amount	Interest Rate	CUSIP
2026	$105,000	4.700%	075797BK5

$310,000 3.750% Term Bonds Due June 15, 2014 at 100.000% CUSIP: 075797BG4
$425,000 4.250% Term Bonds Due June 15, 2019 at 100.000% CUSIP: 075797BH2
$645,000 4.500% Term Bonds Due June 15, 2025 at 98.882% CUSIP: 075797BJ8

$1,485,000

CITY OF BECKLEY (WEST VIRGINIA)
PARKING SYSTEM REFUNDING REVENUE BONDS,
SERIES 2009 (BANK QUALIFIED)

UNDERWRITER'S CERTIFICATE

The undersigned Gregory B. Isaacs, Senior Managing Director, Capital Markets Group of Crews & 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 September 2, 2009, by and between the City of Beckley, West Virginia (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 September 2, 2009, relating to the Bonds. 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 obtaining bond insurance and marketing the Bonds at the interest rates and with the maturities established for the Bonds. Such amount was determined to be necessary to reduce the probability of a default on the Bonds due to a temporary decrease in revenues or increase in operating expenses. The amount to be maintained in the Reserve Account is equal to an amount equal to 50% of the Maximum Annual Debt Service on the Bonds.

(c) The weighted average maturity of the Bonds is 9.856 years.

(e) The weighted average maturity of the currently refunded Refunded Bonds is 11.431 years.

(f) The net interest cost on the Bonds is 4.5115123% and the yield on the Bonds is 4.4775369%.

(g) 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 opinion with respect to the Bonds.

[Remainder of Page Intentionally Left Blank]

Dated this 17th day of September, 2009.

CREWS & ASSOCIATES, INC.

By: _____
Senior Managing Director, Capital Markets Group

07.10.09
059320.00006

$1,485,000

CITY OF BECKLEY (WEST VIRGINIA)
PARKING SYSTEM REFUNDING REVENUE BONDS,
SERIES 2009 (BANK QUALIFIED)

PREPAYMENT AGREEMENT

This AGREEMENT, made and entered into as of September 17, 2009, by and between the CITY OF BECKLEY (the "Issuer") and the WEST VIRGINIA MUNICIPAL BOND COMMISSION (the "Commission").

WITNESETH THAT:

WHEREAS, the Issuer presently owns and operates a parking system (the "System") and has heretofore financed the acquisition and construction of the System and certain additions, extensions and improvements thereto by issuance of several series of bonds;

WHEREAS, the Issuer has determined that it can realize interest cost savings through the refunding of its Parking System Revenue Bonds, Series 1998, dated June 15, 1998, issued in the original aggregate principal amount of $1,840,000 (the "Series 1998 Bonds");

WHEREAS, the Issuer has determined to issue its Parking System Refunding Revenue Bonds, Series 2009 (the "Series 2009 Bonds"), pursuant to an Ordinance enacted on July 14, 2009, as supplemented by a Supplemental Resolution adopted July 14, 2009 and a Second Supplemental Resolution adopted September 8, 2009 (collectively, the "Ordinance"), and contemporaneously therewith, prepay and defease the Series 1998 Bonds by depositing a portion of the proceeds of the Series 2009 Bonds with the Commission; and

WHEREAS, the cash amounts which will be delivered to the Commission simultaneously with the delivery of the Series 2009 Bonds, along with funds currently on deposit with the Commission, are in such amounts as to insure the payment on November 1, 2009 (the "Redemption Date"), of the entire principal amount of the Series 1998 Bonds then outstanding, the redemption premium and all interest accrued thereon (collectively, the "Redemption Price");

NOW, THEREFORE, in consideration of the mutual agreements contained herein, and in order further to secure payment of the Series 1998 Bonds, as heretofore provided, the parties hereto mutually undertake, promise and agree for themselves, their respective representatives, successors and assigns, as follows:

1. The deposit of moneys with the Commission shall constitute an irrevocable deposit of such moneys in trust for, and such moneys shall be applied to, the payment of the Redemption Price of the Series 1998 Bonds on the Redemption Date.

2. Concurrently with the delivery of the Series 2009 Bonds, the sum of $134,665.03 on deposit in the Series 1998 Bonds Reserve Account shall be transferred by the Commission to the Series 1998 Bonds Sinking Fund.

3. Concurrently with the delivery of the Series 2009 Bonds, the sum of $58,330.61 on deposit in the Series 1998 Bonds Sinking Fund shall be applied to the Redemption Price of the Series 1998 Bonds.

4. Concurrently with the delivery of the Series 2009 Bonds, the Issuer shall deposit proceeds of the Series 2009 Bonds in the amount of $1,339,885.36 in the Series 1998 Bonds Sinking Fund. This deposit, along with the transfer of the moneys described in paragraph 2 above (for a total of $1,532,881.00) will be sufficient to pay the Redemption Price of the Series 1998 Bonds on the Redemption Date. Concurrently with the delivery of the Series 2009 Bonds, the Issuer shall also deposit $2,000 with the Commission to pay for the Commission's fees and a rounding amount of $3,673.34.

5. The Commission as Paying Agent for the Series 1998 Bonds shall apply the moneys in the Series 1998 Bonds Sinking Fund to the payment in full on November 1, 2009, of the Redemption Price of the Series 1998 Bonds.

6. The holders of the Series 1998 Bonds shall have an express lien on all moneys and assets in the Series 1998 Bonds Sinking Fund until paid out, used and applied in accordance with this Agreement.

7. This Agreement shall terminate on the date on which all the Outstanding Series 1998 Bonds have been redeemed paid in full and discharged. Upon termination of this Agreement, any moneys remaining in the Series 1998 Bonds Sinking Fund at the Commission after payment of administrative fees shall be transferred to the Issuer.

8. 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.

9. This Agreement is made in the State of West Virginia under the Constitution and laws of such State and is to be so construed.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement on the day and year first above written.

CITY OF BECKLEY

Mayor

WEST VIRGINIA MUNICIPAL
BOND COMMISSION

Executive Director

NOTICE OF REDEMPTION

$1,840,000 City of Beckley (West Virginia)
Parking System Revenue Bonds, Series 1998
Dated June 15, 1998

Notice is hereby given that, in accordance with the redemption provisions of the Bond Ordinance, enacted June 9, 1998 by the City of Beckley (West Virginia) (the "Issuer"), all of the outstanding City of Beckley (West Virginia) Parking System Revenue Bonds, Series 1998, dated June 15, 1998 and issued in the original aggregate amount of $1,840,000 (the "1998Bonds") are to be redeemed on November 1, 2009 (the "Redemption Date"). Payment in each case will include the principal amount at 101% of par (the "Redemption Price"), and interest accrued to and including the Redemption Date.

Funds sufficient to redeem all Bonds called for optional redemption have not been deposited with the Paying Agent as of the date of mailing this Notice of Redemption; accordingly, THIS OPTIONAL REDEMPTION IS SUBJECT TO THE DEPOSIT BY THE ISSUER, ON OR BEFORE THE REDEMPTION DATE, OF SUFFICIENT FUNDS WITH THE PAYING AGENT TO PAY IN FULL THE OUTSTANDING PRINCIPAL OF, INTEREST ON, AND PREMIUM FOR, THE 1998 BONDS ON THE REDEMPTION DATE. IF SUCH MONIES ARE NOT SO DEPOSITED, THE REGISTRAR SHALL NOTIFY ALL HOLDERS OF THE 1998 BONDS OF SUCH FACT.

The outstanding 1998 Bonds mature on June 15 in the following years:

Principal Amount	Maturity Date	CUSIP*	Interest Rate
$400,000	2010	075797BD1	5.50%
$460,000	2018	075797BE9	5.90%
$980,000	2028	075797BF6	5.90%

On the Redemption Date, all 1998 Bonds outstanding will be payable at the principal corporate trust office of the Paying Agent at the following address:

West Virginia Municipal Bond Commission
Suite 401
1207 Quarrier Street
Charleston, West Virginia 25301

These securities will become due and payable on the Redemption Date at the office of the Paying Agent. On that date the securities or portions thereof to be redeemed shall cease to bear interest.

Date of Notice: September 17, 2009.

City of Beckley (West Virginia)
By: The Bank of New York Mellon

Under the provisions of the Interest and Dividend Tax Compliance Act of 1983, Registrar and Paying Agents may be obligated to withhold 31% from payments of principal to individuals who have failed to furnish the Registrar or Paying Agent with a valid Taxpayer Identification Number. Holders of the above stated securities who wish to avoid the application of these provisions should submit certified Taxpayer Identification Numbers on Form W-9 when presenting their bonds. The above CUSIP Numbers are provided solely for the convenience of the bondholders. Neither the Registrar nor the Paying Agent certifies as to their correctness or completeness.

**The above CUSIP Numbers are provided solely for the convenience of the bondholders. Neither the Registrar nor the Paying Agent represents as to their accuracy or correctness of the CUSIP Numbers provide or notice of redemption or mailing thereof (including any failure to mail such notice) shall not affect the validity of the redemption proceedings for any other 1998 Bonds for which notice was properly given.*

ezDisclose Notice Proof Summary Report

275484 09/17/2009

Client Name: The Bank of New York Mellon - (a) Syracuse **Reliance:** 2

Notice Issuer: Beckley, West Virginia Parking System

Issue Title: Beckley, West Virginia Parking System Revenue Bonds Series 1998

Job Type: Redemption **Issue Date:** 06/15/1998 **Pub Date:** 09/17/2009 **Call Type:** Full **Call Date:** 11/01/2009 **Total Amt Called:** $1,485,000.00

Notice Memo:

Customers:

Role	Bank Name	Bank #	DTCAgent	Address	City	State	Zip	Phone	AddressDesc
Paying Agent	West Virginia Municipal Bond Commission			1207 Quarrier Street Suite 401	Charleston	WV	25301		(new address)

Issues:

Cusip	Interest	Accrint	Maturity	Int Types	Called/Cus	Price(%)	Cert No	Type	Prefix	Par Value	Called Value	Out Value	Trans
075797BD1	0.0000	0.0000	06/15/2010	01 MU F	$45,000.00	101.00000000				N/A	N/A	N/A	

Total for CUSIP	Amount Called
075797BD1	$45,000.00

075797BE9	0.0000	0.0000	06/15/2018	01 MU F	$460,000.00	101.00000000				N/A	N/A	N/A	

Total for CUSIP	Amount Called
075797BE9	$460,000.00

075797BF6	0.0000	0.0000	06/15/2028	01 MU F	$980,000.00	101.00000000				N/A	N/A	N/A	

Total for CUSIP	Amount Called
075797BF6	$980,000.00

Issue Details

BECKLEY W VA PKG REV (WV)*
Dated Date: 06/15/1998
Closing Date: 07/14/1998

Maturities and issue-related documents
View all maturities of an issue and download the official statement and other documents available from EMMA for this issue. Click on a CUSIP number for security specific data, including trade price data.

Displaying 3 maturities. | ➡ Return to Search Results | ➡ See other issues by this issuer

CUSIP	Maturity Date	Interest Rate (%)	Original Principal Amt ($)	Initial Offering Price (%)	Security Description
075797BD1	06/15/2010	5.5	400,000	100	
075797BE9	06/15/2018	5.9	460,000	100	
075797BF6	06/15/2028	5.9	980,000	97.258	

Official Statement | Continuing Disclosure

Continuing Disclosure Documents

Financial/Operating Filing

Audited Financial Filing

- Financial Operating Filing for the year ended 06/30/1998 posted 09/17/2009 (2.1 MB) details
- Financial Operating Filing for the year ended 06/30/1999 posted 09/17/2009 (2.4 MB) details
- Financial Operating Filing for the year ended 06/30/2000 posted 09/17/2009 (2 MB) details
- Financial Operating Filing for the year ended 06/30/2001 posted 09/17/2009 (2 MB) details
- Financial Operating Filing for the year ended 06/30/2002 posted 09/17/2009 (2.3 MB) details
- Financial Operating Filing for the year ended 06/30/2003 posted 09/17/2009 (2.1 MB) details
- Financial Operating Filing for the year ended 06/30/2004 posted 09/17/2009 (2 MB) details
- Financial Operating Filing for the year ended 06/30/2005 posted 09/17/2009 (5.3 MB) details
- Financial Operating Filing for the year ended 06/30/2006 posted 09/17/2009 (5.3 MB) details
- Financial Operating Filing for the year ended 06/30/2007 posted 09/17/2009 (2.5 MB) details
- Financial Operating Filing for the year ended 06/30/2008 posted 09/17/2009 (2.2 MB) details
- Financial Operating Filing for the year ended 06/30/2008 posted 09/17/2009 (5.3 MB) details

Failure to Provide Annual Financial Filing

- Financial Operating Filing for the year ended 06/30/2008 posted 09/16/2009 (16 KB) details

Material Event Notices

Bond Call Filing

- Event Filing as of 09/17/2009 posted 09/18/2009 (383 KB) details

View Document Archive

Links to former NRMSIRs

For continuing disclosure documents produced prior to July 1, 2009, contact one of the following organizations

- Bloomberg Municipal Repository
- DPC Data
- Interactive Data Pricing and Reference Data
- Standard & Poor's Disclosure Directory

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This Preliminary Official Statement and the information contained herein are subject to completion and amendment. Under no circumstances shall this Preliminary Official Statement constitute an offer to sell or the solicitation of an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of such jurisdiction. The Issuer deems this Preliminary Official Statement to be final for the purposes of the Securities and Exchange Commission Rule 15c2-12(b)(1), except for certain information on the cover page hereof and certain pages herein which have been omitted in accordance with said Rule and which will be supplied in the final Official Statement.

PRELIMINARY OFFICIAL STATEMENT DATED AUGUST 28, 2009

NEW ISSUE-FULL BOOK ENTRY

In the opinion of Bond Counsel, under existing laws, regulations, published rulings and judicial decisions of the United States of America, as presently written and applied, the interest on the Series 2009 Bonds is excludable from gross income of the holders thereof for federal income tax purposes, and under the laws of the State of West Virginia, the Series 2009 Bonds are exempt from all taxation by the State of West Virginia, except inheritance, estate and transfer taxes, and the interest on the Series 2009 Bonds is exempt from personal and corporate income taxes imposed directly thereon by the State of West Virginia (see "Tax Matters" herein). The City has designated the Series 2009 Bonds as "qualified tax-exempt obligations" for purposes of Section 265 of the Internal Revenue Code of 1986, as amended.

$1,500,000*
CITY OF BECKLEY
(WEST VIRGINIA)
PARKING SYSTEM REFUNDING REVENUE BONDS
SERIES 2009 (BANK QUALIFIED)

Dated: Date of Delivery **Due: June 15, as shown below**

The Series 2009 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 2009 Bonds will not receive physical delivery of bond certificates. So long as DTC or its nominee is the registered owner of the Series 2009 Bonds, payments of the principal of and interest on such Series 2009 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 2009 BONDS--Book-Entry Only System" herein).

The Series 2009 Bonds are being issued to provide funds, together with other moneys available therefor, to refund certain outstanding parking system revenue bonds of the City of Beckley (the "City"); to fund a debt service reserve account for the Series 2009 Bonds; and to pay certain costs of issuance and related costs.

THE SERIES 2009 BONDS ARE PAYABLE FROM AND FURTHER SECURED BY THE NET REVENUES DERIVED FROM THE EXISTING PARKING SYSTEM AND ANY ADDITIONS, BETTERMENTS AND IMPROVEMENTS THERETO AND FROM FUNDS ON DEPOSIT IN THE SINKING FUND CREATED THEREFOR, INCLUDING THE SERIES 2009 BONDS RESERVE ACCOUNT ESTABLISHED THEREIN. THE SERIES 2009 BONDS DO NOT CONSTITUTE A CORPORATE INDEBTEDNESS OF THE CITY WITHIN THE MEANING OF ANY CONSTITUTIONAL OR STATUTORY PROVISIONS OR LIMITATIONS, AND THE CITY SHALL NOT BE OBLIGATED TO PAY THE SERIES 2009 BONDS, OR ANY PREMIUM OR THE INTEREST THEREON, EXCEPT FROM SUCH GROSS REVENUES AND SUCH FUNDS ON DEPOSIT. 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 PREMIUM, IF ANY, OR INTEREST ON THE SERIES 2009 BONDS.

MATURITIES, AMOUNTS, INTEREST RATES AND PRICES OR YIELDS*

$_____% Term Bond Due _____, 20__ Price _____%
$_____% Term Bond Due _____, 20__ Price _____%
$_____% Term Bond Due _____, 20__ Price _____%
(accrued interest to be added)

The Series 2009 Bonds are subject to redemption prior to maturity as more fully stated herein.

United Bank, Inc., Charleston, West Virginia, is the Registrar and the West Virginia Municipal Bond Commission is the Paying Agent. Interest on the Series 2009 Bonds is payable semiannually on each June 15 and December 15, commencing December 15, 2009.

The Series 2009 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 William H. File, III, Esq., Beckley, West Virginia, counsel to the City. Certain legal matters will be passed upon for the Underwriter by Vaughan Law Firm, Charleston, West Virginia, as counsel to the Underwriter.

It is expected that the Series 2009 Bonds will be available for delivery at DTC, New York, New York, on or about _____, 2009.

Crews&Associates
Member First Security Bancorp

*Preliminary, subject to change.

CITY OF BECKLEY, WEST VIRGINIA

MAYOR

Emmet S. Pugh, III*

COMMON COUNCIL and PARKING COMMITTEE

A.K. Minter*
Ann Worley*
Arnold Lee Leftwich*
Cedric Robertson*
Frank Williams*
Mike Atterson*
Robert Rappold*

CITY ADMINISTRATION

Gary B. Sutphin, Recorder-Treasurer
William H. File, III, City Attorney

BOND COUNSEL

Steptoe & Johnson PLLC
Charleston, West Virginia

UNDERWRITER

Crews & Associates, Inc.
Charleston, West Virginia

UNDERWRITER'S COUNSEL

Vaughan Law Firm
Charleston, West Virginia

*Denotes members of the Parking Committee.

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 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 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 by the Underwriter from 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 City since the date hereof. This Official Statement is submitted in connection with the sale of securities referred to herein and may not be reproduced or used, in whole or in part, for any other purposes.

The information contained in this Official Statement has been obtained by the Underwriter from sources believed to be reliable, but the accuracy or completeness of such information is not guaranteed by, and should not be construed as a promise by any of the foregoing. The presentation of such information is intended to show recent historic information and is not intended to indicate future or continuing trends. No representation is made that the past experience, as shown by such financial and other information, will necessarily continue or be repeated in the future. This Official Statement contains, in part, estimates and matters of opinion, whether or not expressly stated to be such, which are not intended as statements or representations of fact or certainty, and no representation is made as to the correctness of such estimates and opinions, or that they will be realized. The information and expressions 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.

THE SERIES 2009 BONDS ARE PAYABLE FROM AND FURTHER SECURED BY THE NET REVENUES DERIVED FROM THE EXISTING PARKING SYSTEM AND ANY ADDITIONS, BETTERMENTS AND IMPROVEMENTS THERETO AND FROM FUNDS ON DEPOSIT IN THE SINKING FUND CREATED THEREFOR, INCLUDING THE SERIES 2009 BONDS RESERVE ACCOUNT ESTABLISHED THEREIN. THE SERIES 2009 BONDS DO NOT CONSTITUTE A CORPORATE INDEBTEDNESS OF THE CITY WITHIN THE MEANING OF ANY CONSTITUTIONAL OR STATUTORY PROVISIONS OR LIMITATIONS, AND THE CITY SHALL NOT BE OBLIGATED TO PAY THE SERIES 2009 BONDS, OR ANY PREMIUM OR THE INTEREST THEREON, EXCEPT FROM SUCH GROSS REVENUES AND SUCH FUNDS ON DEPOSIT. 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 PREMIUM, IF ANY, OR INTEREST ON THE SERIES 2009 BONDS.

Forward-Looking Statements

This Official Statement, and particularly the information contained in the caption "FINANCING PLAN," contains statements relating to future results that are "forward-looking statements" as defined in the Private Securities Litigation Reform Act of 1995. When used in this Official Statement, the words "estimated," "forecasted," "intended," "expected," "anticipated," "projected" and similar expressions identify forward-looking statements. Such statements are subject to risks and uncertainties that could cause actual results to differ materially from those contemplated in such forward-looking statements. Any forecast is subject to such uncertainties. Inevitably, some assumptions used to develop the forecasts will not be realized and unanticipated events and circumstances may occur. Therefore, there are likely to be differences between forecasts and actual results, and those differences may be material. For a discussion of certain of such risks and possible variations in results, see the information under "RISK FACTORS."

The following sentence has been provided by the Underwriter for inclusion in this Official Statement: The Underwriter has reviewed the information in this Official Statement in accordance with, and as a part of, its responsibilities to investors under the federal securities laws as applied to the facts and circumstances of this transaction, but the Underwriter does not guarantee the accuracy or completeness of such information.

The Bonds will not be registered under the Securities Act of 1933, as amended, or any state securities law, and will not be listed on any stock or other securities exchange. Neither the Securities and Exchange Commission nor any other federal, state or other governmental entity or agency has determined or confirmed the accuracy of this Official Statement.

IN CONNECTION WITH THIS OFFERING, THE UNDERWRITER MAY OVERALLOT OR EFFECT TRANSACTIONS WHICH STABILIZE OR MAINTAIN THE MARKET PRICE OF THE BONDS AT A LEVEL ABOVE THAT WHICH MIGHT OTHERWISE PREVAIL IN THE OPEN MARKET. SUCH STABILIZING, IF COMMENCED, MAY BE DISCONTINUED AT ANY TIME.

** CUSIP data on the cover page is provided by Standard & Poor's CUSIP Service Bureau, a division of the McGraw-Hill Companies, Inc. The CUSIP numbers on the cover page hereof are being provided solely for the convenience of the Owners of the Bonds only at the time of issuance of the Bonds and neither the Underwriter nor the City make any representation with respect to such numbers or undertake any responsibility for their accuracy now or at any time in the future. The CUSIP number for a specific maturity is subject to being changed after the issuance of the Bonds.

TABLE OF CONTENTS

	Page No.
INTRODUCTION	1
FINANCING PLAN	2
THE SERIES 2009 BONDS	4
BOOK-ENTRY ONLY SYSTEM	6
SECURITY FOR THE SERIES 2009 BONDS	10
RISK FACTORS	16
THE PARKING SYSTEM	16
ABSENCE OF MATERIAL LITIGATION	18
APPROVAL OF LEGALITY	18
TAX MATTERS	18
UNDERWRITING	20
FINANCIAL STATEMENTS OF THE CITY	20
CONTINUING DISCLOSURE	20
MISCELLANEOUS	20

Appendices:

Appendix A - Economic and Demographic Information Regarding Beckley and Raleigh County, West Virginia	A-1
Appendix B - Financial Statements of the City	B-1
Appendix C - Form of Bond Counsel Opinion	C-1
Appendix D - Form of Continuing Disclosure Certificate	D-1

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OFFICIAL STATEMENT

relating to

$1,500,000*

CITY OF BECKLEY (WEST VIRGINIA)
PARKING SYSTEM REFUNDING REVENUE BONDS,
SERIES 2009 (BANK QUALIFIED)

Dated: _____, 2009*

INTRODUCTION

This Official Statement, including the cover page and appendices, is provided for the purpose of setting forth certain information concerning the City of Beckley (the "City"), the City's parking system hereinafter described and defined and the City's $1,500,000* in aggregate principal amount of Parking System Refunding Revenue Bonds, Series 2009 (Bank Qualified) (the "Series 2009 Bonds" or the "Bonds"). The Series 2009 Bonds are being issued pursuant to the Constitution and laws of the State of West Virginia (the "State"), specifically Chapter 8, Article 16 of the Code of West Virginia, 1931, as amended (the "Revenue Bond Act") and Chapter 13, Article 2E of the Code of West Virginia, 1931, as amended (the "Refunding Act" and along with the Revenue Bond Act, collectively, the "Act"), and a bond ordinance enacted by the Common Council of the City on July 14, 2009, and a supplemental resolution adopted by the Common Council of the City on July 14, 2009 (collectively, the "Ordinance").

The proceeds of the Series 2009 Bonds, together with other funds available therefor, will be used as follows: (i) to refund the entire outstanding principal balance and all accrued interest on the City's outstanding Parking System Revenue Bonds, Series 1998, dated June 15, 1998, issued in the original aggregate principal amount of $1,840,000 (the "Refunded Bonds"); (ii) to fund a debt service reserve account (the "Series 2009 Bonds Reserve Account") in the sinking fund (the "Sinking Fund") established with the West Virginia Municipal Bond Commission for the Series 2009 Bonds in an amount equal to 50% of the Maximum Annual Debt Service on the Series 2009 Bonds; and (iii) to pay certain costs of issuance of the Series 2009 Bonds and related costs.

*Preliminary, subject to change

The Series 2009 Bonds are payable from and secured by the Net Revenues, as defined in the Ordinance, derived from the parking system of the City and any additions, betterments and improvements thereto (the "System"), and from funds on deposit in the Sinking Fund, including the Series 2009 Bonds Reserve Account therein. The Series 2009 Bonds do not constitute a corporate indebtedness of the City within the meaning of any constitutional or statutory provisions or limitations, and the City shall not be obligated to pay the Series 2009 Bonds or any premium or the interest thereon except from such Gross Revenues and such funds on deposit. 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 as will produce for each fiscal year Net Revenues, as defined in the Ordinance, equal to at least 115% of the maximum amount required in any year to pay the principal of and interest on the Series 2009 Bonds and any bonds subsequently issued on a parity therewith, in each fiscal year. See "SECURITY FOR THE SERIES 2009 BONDS - Rate Covenant." The payment of the principal or redemption price of and interest on the Refunded Bonds will be made as described hereinafter under the heading "FINANCING PLAN."

The City may issue additional bonds on a parity with the Series 2009 Bonds for the purpose of (i) financing the cost of the construction or acquisition of extensions, additions, improvements or betterments to the System, (ii) refunding the Series 2009 Bonds, or (iii) all of such purposes, subject, in each case, to certain tests and conditions provided for by the Ordinance. See "SECURITY FOR THE SERIES 2009 BONDS - Additional Parity Bonds."

Brief descriptions of the Series 2009 Bonds, the Ordinance, the refunding of the Refunded Bonds, the System, the City, ongoing disclosure 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, 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 2009 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 shall have the respective meanings given them in the Ordinance. Copies of the Ordinance and other applicable documents may be obtained from the City or, during the period of offering the Series 2009 Bonds, from the Underwriter.

FINANCING PLAN

The Series 2009 Bonds are being issued for the purpose of refunding the Refunded Bonds. The Refunded Bonds will be redeemed on their first redemption date subsequent to the issuance of the Series 2009 Bonds, being December 15, 2009, at a redemption price of 101% of the principal amount outstanding, plus interest accrued to the date fixed for redemption.

The refunding is being undertaken to effect a savings in aggregate debt service for the City. The moneys required to refund the Refunded Bonds will be deposited with the West Virginia Municipal Bond Commission, serving as paying agent (the "Paying Agent"). The funds to be held by the Paying Agent in trust for the payment of the Refunded Bonds and for the benefit of the holders thereof.

The Paying Agent will cause to be given notice of the call for redemption prior to maturity of the Refunded Bonds designated for prior redemption and will disburse funds to the designated paying agent for the Refunded Bonds such amount as shall be necessary to pay the redemption prices thereof on the applicable redemption date, as noted above.

Upon the deposit of the cash with the Paying Agent, the pledge of the Revenues, the moneys in the funds and accounts created under the ordinances pursuant to which the Refunded Bonds were issued (collectively, the "Prior Ordinances") and any other funds pledged by the Prior Ordinances will be discharged and satisfied.

Sources and Uses of Funds

Sources of Funds

Principal Amount of Series 2009 Bonds	$_____
Less Original Issue Discount	_____
Accrued Interest	_____
TOTAL	$_____

Uses of Funds

Deposit with Paying Agent	_____
Deposit to Series 2009 Bonds Reserve Account (2)	_____
Underwriter's Discount	_____
Costs of Issuance (3)	_____
Deposit to 2009 Sinking Fund	_____
TOTAL	$_____

(1) Certain moneys held by the West Virginia Municipal Bond Commission in the existing Sinking Funds for the Refunded Bonds (including the Reserve Accounts therein).

(2) An amount equal to the reserve fund requirement for the Series 2009 Bonds.

(3) Costs of issuance include: bond issuance, legal fees and other fees and expenses associated with the issuance of the bonds.

THE SERIES 2009 BONDS

General

The aggregate principal amount of the Series 2009 Bonds is $1,500,000*. The Series 2009 Bonds are dated the date set forth on the cover hereof, and the Series 2009 Bonds bear interest at the rates and mature in the amounts and on the dates listed on the cover page of this Official Statement. Interest is payable on December 15 and June 15 of each year, commencing December 15, 2009, in an amount equal to the interest accrued from the date of the Series 2009 Bonds (computed on the basis of a year of 360 days consisting of 12 months of 30 days each) until payment of principal had been made or provided for, except that Bonds which are reissued upon transfer, exchange or other replacement shall bear interest from the most recent Interest Payment Date to which interest has been paid or duly provided for, or if not interest has been paid, from the date of the Series 2009 Bonds. All Series 2009 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 Series 2009 Bonds has been paid, from the date thereof; provided however, that, if, as shown by the records of the Registrar, interest on such Series 2009 Bonds shall be in default, Series 2009 Bonds issued in exchange for Series 2009 Bonds surrendered for transfer or exchange shall bear interest from the date to which interest has been paid in full on the initial Series 2009 Bonds surrendered. The principal of and the premium, if any, on the Series 2009 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 Series 2009 Bonds shall be paid by check or draft made payable and mailed to the Registered Owner thereof at his address as it appears in the Bond Register at the close of business on the Record Date, or, if requested, in the case of a Registered Owner of $1,000,000 or more of the Series 2009 Bonds, by wire transfer to a domestic bank account specified in writing at least 5 days prior to such interest payment date by such Registered Owner. In the event any Series 2009 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 Registered Owner thereof, another Series 2009 Bond in the principal amount of said Series 2009 Bond then Outstanding.

Bonds - Optional Redemption*

The Bonds maturing on or after _____, 20___ are subject to redemption prior to maturity at the option of the City on and after _____, 20___, in whole or in part at any time, in such order of maturity as shall be designated to the Registrar by the City and by lot within a maturity, at the following redemption prices (expressed as percentages of the principal amount of Bonds to be redeemed), plus interest accrued thereon to the date fixed for redemption:

*Preliminary, subject to change.

Period During Which Redeemed (Dates Inclusive)		Redemption Price
_____	to _____	$_____
_____	to _____	$_____
_____	to _____	$_____

Bonds - Mandatory Redemption*

The Series 2009 Bonds maturing on _____, are subject to annual mandatory redemption prior to maturity by random selection 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

If less than all the Series 2009 Bonds are to be redeemed, the Series 2009 Bonds to be redeemed shall be identified by reference to the Series designation, date of issue, CUSIP numbers and Maturity Dates.

Notice of Redemption

Notice of any redemption of the Series 2009 Bonds, 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 Registered Owner of the Bond or Bonds to be redeemed at the address shown on the Bond Register or at such other address as is furnished in writing by such Registered Owner to the Registrar. Notice of redemption having been given as aforesaid, the Bonds or portions of Bonds so to be redeemed shall, on the Redemption Date, become due and payable at the redemption price therein specified, and from and after such date (unless the 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 the Series 2009 Bonds.

*Preliminary, subject to change.

BOOK-ENTRY ONLY SYSTEM

The information in this section has been obtained from sources that the City and the Underwriter believe to be reliable, but neither the City nor the Underwriter takes any responsibility for the accuracy thereof.

The Depository Trust Company

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 the Securities, in the aggregate principal amount of such issue, and will be deposited with DTC.

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 2.2 million issues of U.S. and non-U.S. equity, corporate and municipal debt issues, and money market instrument from over 100 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, Fixed Income Clearing Corporation, and Emerging Markets Clearing Corporation (NSCC, FICC, 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 and www.dtc.org.

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 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 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.

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 such other DTC nominee) will consent or vote with respect to the Securities unless authorized by a Direct Participant in accordance with DTC's Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to 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 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 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, nor its nominee, Paying Agent, or City, 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 City or Paying 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. DTC may discontinue providing its services as securities depository with respect to the Securities at any time by giving reasonable notice to City or Paying Agent. Under such circumstances, in the event that a successor securities depository is not obtained, Security certificates are required to be printed and delivered.

10. The City may decide to discontinue use of the system of book-entry-only transfers through DTC (or a successor securities depository). In that event, Security certificates will be printed and delivered to DTC.

11. The information in this section concerning DTC and DTC's book-entry system has been obtained from sources that City believes to be reliable, but City takes no responsibility for the accuracy thereof.

THE INFORMATION PROVIDED IMMEDIATELY ABOVE UNDER THIS HEADING HAS BEEN PROVIDED BY DTC. NO REPRESENTATION IS MADE BY THE CITY OR THE UNDERWRITER AS TO THE ACCURACY OR ADEQUACY OF SUCH INFORMATION PROVIDED BY DTC OR AS TO THE ABSENCE OF MATERIAL ADVERSE CHANGES IN SUCH INFORMATION SUBSEQUENT TO THE DATE HEREOF.

For so long as the Bonds are registered in the name of DTC or its nominee, Cede & Co., the City, the Registrar and the Paying Agent will recognize only DTC or its nominee, Cede & Co., as the registered owner of the Bonds for all purposes, including payments, notices and voting.

Neither the City, the Registrar nor the Paying Agent shall have any responsibility or obligation to any DTC Participant or Indirect Participant with respect to:

(i) the accuracy of the records of DTC, its nominee or any DTC participant or indirect participant with respect to any beneficial ownership interest in any bonds;

(ii) the delivery to any DTC participant or indirect participant or any other person, other than the registered owner of a bond, as shown in the bond register, of any notice with respect to any bond, including, without limitation, any notice of redemption;

(iii) the selection by DTC or any DTC participant or indirect participant of any person to receive payment in the event of a partial redemption of bonds;

(iv) the payment to any DTC participant or indirect participant or any other person other than the registered owner of a bond, as shown in the bond register, of any amount with respect to the principal of, redemption price, or interest on, any bond; or

(v) any consent given by DTC as registered owner.

Prior to the discontinuation of the book-entry only system as described above, the City, the Registrar and the Paying Agent may treat DTC and any successor securities depository to be the absolute owner of the bonds for all purposes, including, without limitation:

(i) The payment of principal of redemption price or interest on the bonds;
(ii) giving notices of redemption and other matters with respect to the bonds;
(iii) registering transfers with respect to the bonds; and
(iv) the selection of bonds for redemption.

The Beneficial Owners of the Bonds have no right to a securities depository for the Bonds. DTC or any successor securities depository may resign as depository for the Bonds by giving notice to the City and Paying Agent and discharging its responsibilities under applicable law. In addition, the City, may remove DTC or a successor securities depository for any reason at any time. In such event, the City shall (i) appoint a securities depository qualified to act as such under Section 17(a) of the Securities Exchange Act of 1934, notify the prior securities depository of the appointment of such successor depository and transfer separate bond certificates to such successor securities depository or (ii) notify the securities depository of the availability through the securities depository of bond certificates and transfer one or more separate bond certificates to Depository Participants having Bonds credited to their accounts at the securities depository. In such event, such Bonds shall no longer be restricted to being registered in the registration books of the City in the name of the securities depository or its nominee, but may be registered in the name of the successor securities depository or its nominee, or in whatever name or names the Depository Participants receiving such Bonds shall designate.

The book-entry system for registration of the ownership of the Bonds may be discontinued at any time if: (i) DTC determines to resign as securities depository for the 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 interests of the Beneficial Owners. In either such event (unless the City appoints a successor securities depository), Bonds will then 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 for the accuracy of such designation. Whenever DTC requests the City to do so, the City shall cooperate with DTC in taking appropriate action after reasonable notice to arrange for another securities depository to maintain custody of certificates evidencing the Bonds.

SECURITY FOR THE SERIES 2009 BONDS

The Series 2009 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 2009 Bonds except from said sources.

Sources of Payment

The payment of the debt service of all of the Series 2009 Bonds shall be secured forthwith equally and ratably by a first lien on the Net Revenues derived from the ownership or operation of the System. The Net Revenues derived from the System, in an amount sufficient to pay the principal of and interest on the Series 2009 Bonds, and all other payments provided for in the Ordinance, are irrevocably pledged in the manner provided in the Ordinance to the payment of the principal of and interest on the Series 2009 Bonds as the same become due and for the other purposes provided in the Ordinance.

Rate Covenant

Rates or charges for the use of the services and facilities of the System are fixed and established, all in the manner and form required by law, and a copy of such rates and charges so fixed and established shall at all times be kept on file in the office of the Recorder of the City, which copy will be open to inspection by all interested parties. The schedule or schedules of rates and charges shall at all times be adequate to produce Gross Revenues from the System sufficient to make the prescribed payments into the funds and accounts created in 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 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 that the schedule or schedules of rates or charges from time to time in effect shall be sufficient, together with other revenues of the System, (i) to provide for all Operating Expenses of the System and (ii) to leave a balance each year equal to at least 115% of the Maximum Annual Debt Service on the Series 2009 Bonds, and all obligations issued on a parity with the Series 2009 Bonds. All such rates and charges, if not paid when due, shall constitute a lien upon the premises served by the System.

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

Series 2009 Bonds Reserve Account

Pursuant to the Ordinance there will be created with the Commission, the Series 2009 Bonds Reserve Account established in the Sinking Fund, in an amount equal to the Series 2009 Bonds Reserve Requirement. The Series 2009 Bonds Reserve Requirement is 50% of the Maximum Annual Debt Service on the Series 2009 Bonds. Moneys in the Series 2009 Bonds Reserve Account shall be used only to pay principal of or interest on the Series 2009 Bonds as due when other moneys

in the Sinking Fund are insufficient therefor; provided, that no payments shall be required to be made into the Series 2009 Bonds Reserve Account whenever and as long as the amount deposited therein shall be equal to the Series 2009 Bonds Reserve Requirement. The City is required to restore any withdrawals from the Series 2009 Bonds Reserve Account which have the effect of reducing the assets therein below the Series 2009 Bonds Reserve Requirement first from the next available Revenues available after all other required payments to the Series 2009 Bonds Sinking Fund, including any deficiencies for prior payments, have been made in full, and then from the Renewal and Replacement Fund. Such restoration is not required when the aggregate amount of funds in the Series 2009 Bonds Sinking Fund, including the Series 2009 Bonds Reserve Account therein, is at least equal to the aggregate amount of Bonds then Outstanding, plus the amount of interest due or thereafter to become due on said Bonds then Outstanding.

Renewal and Replacement Fund

The City is required after the payments into the Sinking Fund described above and payment of the operating expenses, on the first day of each month, to transfer to the Renewal and Replacement Fund a sum equal to not less than 2 1/2% of the Gross Revenues each month, exclusive of any payments for account of any Reserve Account.

Withdrawals from the Renewal and Replacement Fund may be made to pay for replacements, emergency repairs or improvements to the System, and to make up any deficiencies in the Reserve Accounts.

Application of Revenues

The Gross Revenues shall be deposited by the City in the Revenue Fund. The Revenue Fund 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. All Gross Revenues at any time remaining on deposit in the Revenue Fund shall be disposed of only in the following manner and order of priority:

(1) The City shall first, on the first day of each month, transfer from the Revenue Fund and simultaneously remit to the Bond Commission commencing 7 months prior to the first interest payment date of the Series 2009 Bonds, for deposit in the Series 2009 Bonds Sinking Fund, a sum equal to 1/6th of the amount of interest which will become due on the Series 2009 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 2009 Bonds Sinking Fund and the next ensuing semiannual interest payment date is more or less than 7 months, then such monthly payments shall be decreased or increased proportionately to provide, 1 month prior to the next ensuing semiannual interest payment date, the required amount of interest coming due on such date; provided further that, the initial amount required to be transferred from the Revenue Fund and deposited in the Series 2009 Bonds Sinking Fund shall be reduced by the amount of accrued interest on the Series 2009 Bonds deposited therein, and subsequent amounts required to be transferred from the Revenue Fund and deposited in the Series 2009 Bonds Sinking Fund shall be reduced by the amount of any earnings credited to the Series 2009 Bonds Sinking Fund.

(2) The City shall next, on the first day of each month, transfer from the Revenue Fund and simultaneously remit to the Bond Commission commencing 13 months prior to the first principal payment date or mandatory Redemption Date of the Series 2009 Bonds, for deposit in the Series 2009 Bonds Sinking Fund and in the Series 2009 Bonds Redemption Account therein in the case of the Term Series 2009 Bonds which are to be redeemed, a sum equal to 1/12th of the amount (or 1/6th of the amount if the Series 2009 Bonds mature semiannually rather than annually) of principal which will mature or be redeemed and become due on the Series 2009 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 2009 Bonds Sinking Fund and the next ensuing principal payment date or mandatory Redemption Date is more or less than 13 months (or 7 months if the Series 2009 Bonds mature semiannually rather than annually), then such monthly payments shall be decreased or increased proportionately to provide, 1 month prior to the next ensuing principal payment date or mandatory Redemption Date, the required amount of principal coming due on such date, and provided further, that the amount of such deposits shall be reduced by the amount of any earnings credited to the Series 2009 Bonds Sinking Fund and not previously credited pursuant to the preceding paragraph.

Moneys in the Series 2009 Bonds Sinking Fund shall be used only for the purposes of paying principal of and interest on the Series 2009 Bonds, whether by maturity or redemption prior to maturity. Moneys on deposit in the Series 2009 Bonds Reserve Account shall be used only for the purpose of paying principal of and interest on the Series 2009 Bonds when the funds on deposit in the Series 2009 Bonds Sinking Fund are insufficient therefore, and for no other purpose. Pending such use, such moneys shall be invested in accordance with Article VI of the Ordinance.

The City shall not be required to make any further payments into the Series 2009 Bonds Sinking Fund when the aggregate amount of funds therein, including the Series 2009 Bonds Reserve Account therein, is at least equal to the aggregate principal amount of Series 2009 Bonds then Outstanding, plus the amount of interest due or thereafter to become due on such Series 2009 Bonds then Outstanding.

As and when additional Series 2009 Bonds ranking on a parity with the Series 2009 Bonds are issued, provision shall be made for additional deposits into the respective Sinking Funds sufficient to pay the interest on such additional parity Series 2009 Bonds and accomplish retirement thereof at maturity and to accumulate a balance in the respective reserve account in an amount equal to the requirement thereof.

The payments into the Series 2009 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 the Ordinance.

(3) The City shall next, on the first day of each month, transfer from the Revenue Fund and simultaneously remit to the Bond Commission commencing 13 months prior to the first date of payment of principal of the Series 2009 Bonds, if not fully funded upon issuance of the Series 2009 Bonds, for deposit in the Series 2009 Bonds Reserve Account, an amount equal to 1/120th of the Series 2009 Bonds Reserve Requirement; provided that, no further payments shall be

made into the Series 2009 Bonds Reserve Account when there shall have been deposited therein, and as long as there shall remain on deposit therein, an amount equal to the Series 2009 Bonds Reserve Requirement, and thereafter the City shall deposit in the Series 2009 Bonds Reserve Account, an amount sufficient to remedy any decrease in value of the Series 2009 Bonds Reserve Account below the Series 2009 Bonds Reserve Requirement or any withdrawal from the Series 2009 Bonds Reserve Account, beginning with the first full calendar month following the date on which (a) the valuation of investments in the Series 2009 Bonds Reserve Account results in a determination that the amount of moneys and the value of the Qualified Investments deposited to the credit of the Series 2009 Bonds Reserve Account is less than the Series 2009 Bonds Reserve Requirement, or (b) any amount is withdrawn from the Series 2009 Bonds Reserve Account for deposit into the Series 2009 Bonds Sinking Fund. To the extent Net Revenues and any other legally available funds are available therefore, the amount so deposited shall be used to restore the amount of moneys on deposit in the Reserve Account to an amount equal to the Series 2009 Bonds Reserve Requirement to the full extent that such Net Revenues are available; provided however, that if the shortfall in the Series 2009 Bonds Reserve Account is due to a decrease in value of investments therein, such shortfall shall be replenished by not less than 6 equal monthly payments, and if such shortfall is due to a withdrawal from the Series 2009 Bonds Reserve Account, such shortfall shall be replenished by not less than 12 equal monthly payments, and provided further, that no payments shall be required to be made into the Series 2009 Bonds Reserve Account whenever and as long as the amount on deposit therein shall be equal to the Series 2009 Bonds Reserve Requirement.

Amounts in the Series 2009 Bonds Reserve Account shall be used only for the purpose of making payments of principal of and interest on the Series 2009 Bonds when due, when amounts in the Series 2009 Bonds Sinking Fund are insufficient therefore and for no other purpose.

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

(5) The City shall next, on the first day of each month, transfer from the monies remaining in the Revenue Fund and remit to the Depository Bank for deposit in 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 accordance with Article VI of the Ordinance. Withdrawals and disbursements may be made from the Renewal and Replacement Fund for replacements, emergency repairs, or improvements or extensions to the System; provided, that any deficiency in any Reserve Account, except to the extent such deficiency exists because the required payments into such account have not, as of the date of determination of a deficiency, funded such account to the maximum extent required hereof, shall be promptly eliminated with monies from the Renewal and Replacement Fund.

(6) If on any monthly payment date the revenues of the System are insufficient to make the required deposits in any of the funds and accounts as hereinabove provided, the deficiency shall be made up on the next ensuing payment dates by payments in addition to the payments which are otherwise required to be made into the funds on such ensuing payment dates.

(7) The City may next, each month, after making the above required transfers of moneys from the Revenue Fund, apply any remaining revenues ("Surplus Revenues") for any lawful purpose of the System.

Enforcement of Collections

The City covenants to diligently enforce and collect all fees, rentals or other charges for the services and facilities of the System, and take all steps, actions and proceedings for the enforcement and collection of such fees, rentals or other charges which shall become delinquent to the full extent permitted or authorized by the laws of the State of West Virginia.

Additional Parity Bonds

No such Additional Bonds, as defined below, shall be issued except for the purpose of financing the costs of the construction of additions, betterments or improvements to the System, refunding all or a portion of one or more series of Bonds issued for the System, to pay claims which may exist against the revenues or facilities of the System or any combination of such purposes.

No such Additional Bonds shall be issued at any time, however, unless and until there has been procured and filed with the Recorder of the City a written statement by an Independent Accountant, reciting the conclusion that the Net Revenues actually derived from the System during any 12 consecutive months in the 18 months immediately preceding the date of the actual issuance of such Additional 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 Maximum Annual Debt Service on the following:

(1) The Bonds then Outstanding;

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

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

Notwithstanding the foregoing, the City shall be permitted to issue bonds which refund any Outstanding Bonds or any additional parity Bonds hereafter issued if, prior to the issuance of such refunding bonds, the City shall have filed with the Recorder: (i) a verification report of the Independent Accountants concluding that present value debt service savings shall be realized by the City as a result of such refunding, after taking into account all costs of issuance of such refunding bonds, and (ii) a certificate of the Independent Accountants reciting the conclusion that the estimated average increased annual Net Revenues to be received in each of the 3 succeeding years after the issuance of such refunding bonds shall not be less than 115% of the Maximum Annual Debt Service on the following:

(1) The Bonds Outstanding after such refunding;

(2) Any Additional Bonds theretofore issued pursuant to the provisions contained in the Ordinance which shall be Outstanding following such refunding; and

(3) The additional parity refunding 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 Additional Bonds any increase in rates enacted by the City, the time for appeal of which shall have expired (without successful appeal) prior to the date of delivery of such Additional Bonds, and shall not exceed the amount to be stated in the aforementioned certificate of Independent Accountants, which shall be filed in the office of the Recorder of the City prior to the issuance of such Additional Bonds.

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

The term "Additional Bonds," as used in this section, shall be deemed to mean additional bonds issued in compliance with the provisions and within the limitations of this section, payable from the Net Revenues of the System on a parity with the Bonds, and all the covenants and other provisions of the Ordinance (except as to details of such Additional Bonds inconsistent herewith) shall be for the equal benefit, protection and security of the Holders of the Bonds and the Holders of any Additional Bonds theretofore or subsequently issued from time to time within the limitations of and in compliance with this section. All such bonds, regardless of the time or times of their issuance, shall rank equally with respect to their lien on the Net Revenues of the System, and their source of and security for payment from said Net Revenues, without preference of any bond over any other. The 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 Additional Bonds, in addition to the payments required for Bonds theretofore issued pursuant to the Ordinance.

The term "Additional Bonds," as used in this section, shall not be deemed to include bonds, notes, certificates or other obligations subsequently issued, the lien on the Net Revenues of the System of which is subject to the prior and superior lien of the Bonds on such Net Revenues. Any such subordinate bonds, notes, certificates or other obligations shall be payable from the Net Revenues remaining after all payments required to be made pursuant to Section 6.03(1), (2) and (3) of the Ordinance have first been paid. The City shall not issue any obligations whatsoever payable from the Revenues of the System, or any part thereof, which rank prior to or equally, as to lien and source of and security for payment from such Revenues, with the Bonds except in the manner and under the conditions provided in this section.

No Additional Bonds, as in this section defined, shall be issued at any time, however, unless all of the payments into the respective funds and accounts provided for in the Ordinance on account of the Bonds then Outstanding, if any (excluding the Renewal and Replacement Fund), and

any other payments provided for in the Ordinance shall have been made in full as required to the date of delivery of the Additional Bonds.

RISK FACTORS

There can be no assurance that a secondary market for the Series 2009 Bonds will develop or, if developed, that such a market could be sustained. The Underwriter assumes no obligation to establish or maintain such a market and is not obligated to repurchase any of the Series 2009 Bonds at the request of the owner thereof. No rating has been assigned to the Series 2009 Bonds, and the absence of a rating could adversely affect the ability of an owner to sell the Series 2009 Bonds or the price received upon such sale.

THE PARKING SYSTEM

The Parking System consists of 12 parking lots. The lots have a total of 729 rental spaces plus 33 2-hour free spaces. Of the 729 spaces, 457 are currently rented and 272 are available for rent. The City Parking System has 320 metered parking spaces within its lots and on streets.

The charge for monthly parking is $20.00-$30.00 per month (up from $12.00-$25.00). The charges for on-street metered parking spaces vary based upon length of term and location of parking space. The fines for overtime parking and other parking violations are as follows: for overtime parking, the fine is $3.00 if paid within 72 hours and $10.00 if paid after 72 hours; for parking illegally in a handicapped zone, the fine is $100.00; and for all other non-moving violations, the amount of any fine varies.

Under the Act, the responsibility for the operation and maintenance of the Parking System is given to the City, and the City is empowered to delegate such responsibility to a board. Pursuant to such authority, the Common Council appointed a special committee designated the "Parking Facilities Committee," and composed of the Mayor, Recorder/Treasurer and members of Common Council. The Parking Facilities Committee promulgates rules and regulations governing the usage of all the parking facilities. It has the responsibility of collecting, receiving and depositing all funds received from the operation of the Parking System.

In addition to parking lots and metered spaces of the Parking System, there are other parking facilities built and operated in conjunction with the banks and/or office buildings and hotels. These facilities, although primarily for their respective tenants and customers, provide some public parking spaces. There are also privately operated surface lots which may be utilized by the general public. The City believes that it provides parking facilities and services at prices competitive with those of other providers of parking facilities.

Council

The City is governed by an elected Council. The Council members, officers, terms and occupations are listed below:

Council	Term	Occupation
Emmett S. Pugh, III, Mayor	7/1/07-6/30/11	Mayor
Gary R. Sutphin, Recorder/Treasurer	Employee	Recorder/Treasurer
A. K. Minter	7/1/07-6/30/11	Retired
Ann Worley	7/1/07-6/30/11	Substitute Teacher
Frank Williams	7/1/07-6/30/11	Retired
Mike Atterson	7/1/07-6/30/11	Retired
Lee Leftwich	7/1/07-6/30/11	Executive Director – Muster Project
Rob Rappold	7/1/07-6/30/11	Vice President, Wells Fargo
Cedric Robertson	7/1/07-6/30/11	Security Guard, IRS

Method of Accounting

The accounts of the Parking System are maintained as a part of the general accounts of the City. With respect to operating revenues and expenses, the City accounts are maintained in accordance with generally accepted accounting principles. Sullivan Webb, PLLC audited the records of the City for the fiscal year ended June 30, 2008. (See Appendix B – "Financial Statements of the City".)

Parking System Budget and Expenditures

An operating budget is prepared annually by the City's Recorder/Treasurer and is approved by the City's Parking Committee prior to the beginning of each new fiscal year. The operating budget is then compared to actual year-to-date revenues and expenditures on a monthly basis.

Operating Results

For a summary of the operations of the Parking System for the fiscal years ended June 30, 2005 through June 30, 2008, see Appendix A- "Economic and Demographic Information Regarding Beckley and Raleigh County, West Virginia." This summary has been compiled from the respective audited financial statements and internal financial records for fiscal years ended June 30, 2005-2008 but does not purport to present such data in accordance with generally accepted accounting principles.

Annual Debt Service Requirements

The following table sets forth for each fiscal year during which the Series 2009 Bonds will be outstanding the amounts payable from Net Revenues as principal of and interest on the Series 2009 Bonds.

DEBT SERVICE REQUIREMENTS

Year Ended June 30	2009 Bonds Principal	2009 Bonds Interest	Total

ABSENCE OF MATERIAL LITIGATION

There is no litigation or other proceeding pending or, to the knowledge of the City, threatened to restrain or enjoin the issuance, sale or delivery of the Series 2009 Bonds, or in any way contesting the validity or enforceability of the Series 2009 Bonds, the proceedings pursuant to which the Series 2009 Bonds are issued, or the collection, application or pledge of the Gross Revenues and other moneys purported to be pledged by the Ordinance.

APPROVAL OF LEGALITY

The authorization and issuance of the Series 2009 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, William H. File, III, Esq., Beckley, West Virginia, and for the Underwriter by its counsel, Vaughan Law Firm, Charleston, West Virginia.

TAX MATTERS

In the opinion of Steptoe & Johnson PLLC, Bond Counsel, under existing laws, regulations, published rulings and judicial decisions of the United States of America, as presently written and applied, the interest on the Series 2009 Bonds (a) is excludable from gross income for federal income tax purposes, (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 2009 Bonds are exempt from all taxation by the State of West Virginia, except inheritance, estate and transfer taxes, and the interest on the Series 2009 Bonds is exempt from personal and corporate income taxes imposed directly thereon by the State West Virginia. It should be noted, however, that interest on the Series 2009 Bonds is included in the adjusted current earnings of certain corporations for purposes of computing the alternative minimum tax that may be imposed with respect to corporations.

The City has designated the Series 2009 Bonds as "qualified tax-exempt obligations" for the purposes of Section 265(b)(3) of the Code, which relates to the ability of certain financial institutions to deduct the interest expense allocable to holding and carrying tax-exempt obligations 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 2009 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 2009 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 2009 Bonds.

The accrual or receipt of the interest on the Series 2009 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 2009 Bonds.

Original Issue Discount

The original issue discount in the selling price of Series 2009 Bonds maturing June 15 in the years 20__ , 20__ and 20__ (the "Discount Bonds"), to the extent properly allocable to each owner of such Discount Bonds, is excluded from gross income for federal income tax purposes with respect to such owner. The original issue discount is the excess of the stated redemption price at maturity of such Discount Bonds over its initial offering price to the public, excluding underwriters and other intermediaries, at which price a substantial amount of such Discount Bonds were sold.

Under Section 1288 of the Code, original issue discount on tax-exempt bonds accrues on a compound basis. The amount of original issue discount that accrues to an owner of a Discount Bond who acquires the Discount Bond in this offering during any accrual period generally equals (i) the issue price of such Discount Bond plus the amount of original issue discount accrued in all prior accrual periods, multiplied by (ii) the yield to maturity of such Discount Bond (determined on the basis of compounding at the close of each accrual period properly adjusted for the length of the accrual period), minus (iii) any interest payable on such Discount Bond during such accrual period. The amount of original issue discount so accrued in a particular accrual period will be considered to be received ratably on each day of the accrual period, will be excluded from gross income for federal income tax purposes, and will increase the owner's tax basis in such Discount Bond. Any gain realized by an owner from a sale, exchange, payment or redemption of a Discount Bond will be treated as gain from the sale or exchange of such Discount Bond.

Holders of Discount Bonds should consult their tax advisors with respect to the treatment of original issue discount for federal income tax purposes, including various special rules

related to thereto, and state and local tax consequences, in connection with the acquisition, ownership and disposition of Discount Bonds.

UNDERWRITING

Crews & Associates, Inc., as Underwriter, has agreed, subject to certain conditions, to purchase the Series 2009 Bonds from the City at a price of $\$$_____. The Underwriter will be obligated to purchase all of the Series 2009 Bonds if any are purchased. The Series 2009 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.

FINANCIAL STATEMENTS OF THE CITY

Included herein as Appendix B are the audited financial statements of the City as of and for the twelve-month period ended June 30, 2008, and the report with respect to the audited financial statements as of and for the twelve-month period ended June 30, 2008, dated March 13, 2009, of Sullivan Webb, PLLC.

CONTINUING DISCLOSURE

The City has agreed in the Ordinance to execute and deliver contemporaneously with the issuance of the Series 2009 Bonds, to provide, in accordance with the Continuing Disclosure Certificate, which shall be delivered in substantially the form attached hereto as Appendix D, for the benefit of the Registered Owners of the Series 2009 Bonds to provide certain financial and operating information of the System (the "Annual Information") not later than one hundred fifty (150) days following the end of the fiscal year of the Authority, commencing in 2009. The Annual Information and each notice of material events will be filed electronically by the City with the Electronic Municipal Markets Access system ("EMMA").

This continuing disclosure obligation is being undertaken by the City to assist the Underwriter in complying with Rule 15c2-12 promulgated by the SEC. The City has agreed to give notice in a timely manner to EMMA of any failure to supply the requested information. However, any such failure will not constitute a default under the terms of the Series 2009 Bonds. Registered Owners may contact the Recorder/Treasurer of the City at 407 South Kanawha Street, Beckley, West Virginia 25801, (304) 256-1750, for more information. Under the Continuing Disclosure Certificate, the sole remedy for such failure is to seek an order for specific performance. See "APPENDIX D – FORM OF CONTINUING DISCLOSURE CERTIFICATE."

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 2009 Bonds.

Copies of the Ordinance and other applicable documents may be obtained from the City at the following address:

City of Beckley
407 South Kanawha Street
Beckley, West Virginia 25801
(304) 256-1750
Attention: Mayor

or, during the offering period for the Series 2009 Bonds, from the Underwriter.

The execution and distribution of this Official Statement has been duly authorized by the City.

CITY OF BECKLEY (WEST VIRGINIA)



By: /s/Emmett S. Pugh, III
Mayor

Appendix A

Economic and Demographic Information Regarding Beckley and Raleigh County, West Virginia

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Introduction

The City of Beckley (the "City"), located in the Southern part of West Virginia, is the county seat of Raleigh County. It encompasses an area of thirteen (13) square miles and had a 1990 U.S. Census population of 18,296. The City's economic base consists of mining, healthcare, tourism, light manufacturing and retailing. Increasing diversity of the area's employment base has been markedly enhanced by vastly improved transportation facilities including the West Virginia Turnpike, the completion of I-64 and improvements to U.S. 19. Principal manufactured products in the Beckley area include a broad range of industrial, mining equipment, petroleum and petroleum products.

The City is the home of a federal prison and the Southern Regional Jail operated by the West Virginia Regional Jail & Correctional Facility Authority. The City has a solid core of industrial, commercial and cultural activities.

Census Information

Population statistics are summarized as follows:

	2008 (est.)	*2000*	*1990*
Beckley	*16,832*	*17,254*	*18,296*
Raleigh County	*79,357*	*79,220*	*76,080*

Government

The present charter of the City is a legislative charter enacted in 1927, which provides for a strong mayor-council form of government. Elected officials are the Mayor and members of Common Council from each of the five (5) wards of the City, plus two (2) members–at-large, all elected to serve concurrent terms on quadrennial basis. In addition, the City has certain appointed officials including: the Recorder/Treasurer, Public Works Director, Chief of Police, City Attorney, Municipal Judge, and Director of Parks and Recreation. All appointive officers have salaries fixed by Council.

The Mayor is the chief executive officer of the City, presiding officer, and a member of Council with the right to vote in order to break ties. The Mayor, with the consent of Council, has the right of appointment and removal of the Recorder/Treasurer, City Attorney, Chief of Police, Municipal Judge, Director of Parks & Recreation and Public Works Director. The City's Chief of Fire Department is not subject to appointment and removal by virtue of being within the civil service system.

Council acts as the legislative body for the City. One of its members presides at Common Council Meetings in the absence of the Mayor. The Recorder/Treasurer is the custodian of all records and papers of the City for which no other custodian is designated.

Governmental Services

The City maintains and operates police and fire departments, a municipal parking system, parks and recreation system, a sewer system, a department of public works and a housing authority. A summary of each department follows:

Police Department

The City's Police Department has 49 uniformed personnel and 21 non-uniformed employees and 49 cars, all of which are utilized for the preservation of life and property, maintenance of public peace, traffic control, and prevention of crime.

Fire Department

Fire protection for the City is provided by 42 uniformed employees and 1 non-uniformed employee, who operate from 3 fire stations. The Fire Department utilizes a variety of emergency vehicles which include pumper and ladder trucks, ladder/pumper and rescue units and various command vehicles.

Sewer System

The City sewer system, pursuant to statute, is operated under the custody, supervision and administration, of the Sanitary Board. It is composed of the Mayor and two persons appointed by Common Council. The Board operates a sewage collection and treatment system with a treatment plant. The system covers approximately 98% of the entire City as well as some adjacent areas. Certain facilities of the sewer system were constructed with funds provided from the sale of sewer user bonds. The bonds are payable from sewer user charges which provide the requisite net revenues for payment of the bonds.

Department of Public Works

The Board of Public Works has 53 employees and a large fleet of equipment dedicated to maintaining the streets, parking lots, parks, and common areas of the city. The department is tasked with maintaining the 540 streets in the city, including paving, drainage, street signage, and snow removal.

Public Works projects are self-sufficient, with all work performed in-house by department employees. Employees perform concrete construction, demolition of structures, paving (both asphalt and brick), maintenance of traffic lights and street lights, streetscape revitalization, and other maintenance and construction tasks. Public Works is also responsible for bi-weekly recycling pickups, the annual spring clean-up, and the fall leaf pick-up.

Parks and Recreation

The City operates an extensive Parks and Recreation system and from its general fund contributes to the department. The Parks and Recreation system is otherwise self-sustaining. The system has 6 full-time employees and up to 50 part-time seasonal employees. The Parks and Recreation system consists of a major recreational park, New River Park, 2 community recreation centers, one water slide, summer playgrounds operated in 5 neighborhoods, 2 public swimming pools, and 12 tennis courts.

Beckley Housing Authority

The Beckley Housing Authority, created by an act of the legislature, is charged with the responsibility of providing decent, safe and sanitary housing for the elderly and low-income citizenry of the City. It operates under the direction of a five (5) member board, each of which services for a five (5) year, staggered term. The Housing Authority owns and operates apartment units for low-income citizens and apartment units for senior citizens.

Accounting Practices

The accounting procedures followed by the City are established pursuant to State statutes under the supervision and direction of the State Tax Commissioner. These procedures amount to a modified accrual method of accounting with the accounts of the City organized on the basis of funds or account groups each of which constitutes a separate entity. Such accounts show the receipt, use and disposition of all public property and the income derived there from; all sources of such public income and the amounts due and received from each source; all receipts, vouchers and other documents kept or required to be kept as necessary to identify and prove the validity of every transaction; statements and reports made or required to be made for the internal administration of the office to which they pertain; and all details of financial administration of such public affairs. The Tax Commissioner requires from every local governmental entity, including the City, financial reports covering a full period of each fiscal year in accordance with the forms and methods prescribed which shall be uniform for all accounts of the same class. The fiscal year begins on July 1 and ends June 30. A post examination is required to be made by the State Tax Commissioner at least once a year.

Budget Process

Proposed budgets are prepared by each department head and submitted to the Recorder/Treasurer who assembles and presents the requests to Common Council for review. Common Council assigns priorities to the requests based on the projected available income. The administration prepares a preliminary budget for Council, which makes any changes before it is finalized by a vote of Council. The budget is then printed and distributed and is considered final subject to the approval of the State Tax Department. After approval of the State Tax Department and before "laying the levy", the budget is published as required by State statute.

The budget is controlled internally through monthly reports by the Recorder/Treasurer. It is the responsibility of each department head to stay within his respective budget. As heretofore stated, a post audit is performed once each year by an independent certified public accounting firm, with the approval of the State Tax Commissioner.

General Fund

The financial operations of the City are conducted primarily through its General Fund. The office of the Recorder/Treasurer collect and receives all taxes, fees, assessments and other charges or debts due the City for which no other City office is designated. The office of the City Recorder/Treasurer deposits the receipts daily with the record of receipts posted to the account specified. The Recorder/Treasurer makes reports monthly to Common Council as to the status of the City's accounts.

Expenditures are initiated by a requisition for the specific department involved and are sent to the Recorder/Treasurer's office for approval. The requisition is then encumbered and a purchase order is finalized. When an invoice is received, it is matched against the purchase order in the Recorder/Treasurer's office and is then approved by the Recorder/Treasurer. After approval, the check is cut and presented to the Mayor and Recorder/Treasurer for required signatures.

Pursuant to the City charter, "under no circumstances shall the City expend or contract for the expenditure of more money than the amount estimated each year in the annual estimate published in March of each year." The budget, however, is subject to approved revisions by Council with subsequent approval by the State Tax Commissioner.

Sources of General Fund Revenues

A brief description of certain general fund revenue sources follows:

Business and Occupation Tax – The largest source of revenue for the City is the business and occupation or privilege tax. The tax is determined by applying different rates against an annual base which has been generated in the classification of business activity or activities in which the taxpayer is engaged. This base may consist of the value of products, the gross proceeds of sales or gross income of the business. The B&O tax is categorized tax; that is to say the law provides business classifications in which defined business activities are taxed at specific rates which may differ from the rates assigned other specifically described forms of business activity. In Beckley, the B&O tax rates per $100 range from $.15 per $100 for wholesalers to a high of $6.00 per $100 for natural gas producers. B&O tax contributed $9,136,974 to the Beckley General Fund in the fiscal year ended June 30, 2008.

Property Tax – The second largest source of funds for the City is an annual ad valorem tax levied on the assessed value of real, personal and public utility property located within the City assessed as of the previous July 1. The ratio of the assessed valuation to true valuation is 60%. Total receipts from this source aggregated $2,426,935 for the fiscal year ended June 30, 2008.

Other Revenues – The primary source of other revenues to the General Fund include amusement taxes, consumer sales tax on liquor, various inspection fees, hotel-motel taxes, various license fees, police fines and court costs, building permits and fees, interest earned cable TV franchise fees, and coal severance tax.

General Fund Expenditures

Expenditures from the City's general fund are broken down into certain major spending categories as prescribed by the State of West Virginia levy estimate form: general government, public safety, health, highways and streets, recreations and special services, with the remainder being designated as unclassified. The largest specific categorized are those of general government and public safety, which latter category primarily encompasses the police and fire departments.

Fund Revenue and Expenditures

Expenditures from the City's general fund are broken down into certain major spending categories as prescribed by the State of West Virginia levy estimate form: general government, public safety, health, highways and streets, recreation and special services, with the remainder being designated as unclassified. The largest specific categories are those of general government and public safety, which latter category primarily encompasses the police and fire departments.

The following is a summary of the combined revenues, expenditures and changes in governmental fund type balances of the City extracted from annual audits performed for fiscal years ended June 30th, 2005, 2006, 2007, and 2008. This summary does not include financial information for proprietary and fiduciary fund types of the City.

CITY OF BECKLEY, WV
STATEMENT OF REVENUES, EXPENDITURE, AND CHANGES IN FUND BALANCES
GOVERNMENTAL FUNDS

	June 30, 2005 Audited	June 30, 2006 Audited	June 30, 2007 Audited	June 30, 2008 Audited
REVENUES - all Funds				
Property Taxes	$2,060,233	$2,090,508	$2,291,366	$2,426,935
B&O Taxes	7,990,537	8,276,105	8,965,510	9,136,974
Alcoholic beverages Tax			230,703	
Excise Tax on Utilities	626,799	680,632	668,454	721,403
Hotel Occupancy Tax			422,696	
Other Taxes	573,301	571,593	346,127	1,067,368
Miscellaneous	139,523	186,005	47,904	246,245
Licenses, Permits and Fees	330,153	443,808	456,279	426,749
Fines and Forfeitures	205,149	260,812	322,706	206,657
Investment Income	39,476	82,415	105,416	70,210
Intergovernmental Programs:				
Federal	1,182,123	798,719	1,420,835	4,863,703
State	1,602,247	4,887,127	2,877,184	2,092,049
TOTAL REVENUES	$14,749,541	$18,277,724	$18,155,180	$21,258,293
EXPENDITURES				
General Government	$4,345,610	$6,961,007	$5,716,349	$5,273,301
Public Safety	6,457,164		7,780,324	
Police		4,166,087	0	4,374,582
Fire		2,711,647	0	2,960,058
Highways and Streets	2,742,412	2,704,037	3,122,235	3,042,838
Health and Sanitation	81,553	92,282	83,880	93,377
Culture and Recreation	370,602	421,638	420,220	816,414
Social Services	101,466	223,109	112,303	113,209
Capital Projects	850,000	739,191	449,025	5,239,942
TOTAL EXPENDITURES	$14,948,807	$18,018,998	$17,684,336	$21,913,721
Excess (deficiency) of revenues over (under) expenditures	($199,266)	$258,726	$470,844	($655,428)

Insurance

The City is insured under a Certificate of Insurance issued by National Union Fire Insurance Co. of Pittsburgh, Pennsylvania. Under this coverage the City is insured for the following coverages:

- Comprehensive General Liability Insurance
- Personal Liability Insurance
- Professional Liability Insurance
- Stop Gap Liability Insurance
- Wrongful Act Liability Insurance
- Comprehensive Auto Liability Insurance
- Auto Physical Damage Insurance, including comprehensive and collision and Garagekeepers Insurance

Pension and Retirement System

All eligible City employees, with the exception of employees within the police and fire departments, participate in the West Virginia Public Employees Retirement System, a multi-employer public retirement system covering employees of the State of West Virginia and participating political subdivision of the State. In addition, the City maintains a Policemen's Pension and Relief Fund and Firemen's Pension and Relief Fund, single-employer, defined benefit plan which cover all eligible police and fire department employees.

West Virginia Public Employees Retirement System

All of the City's full-time general employees participate in the West Virginia Public Employees Retirement System. Employees who retire at or after age 60 with 5 years of contributory service are entitled to a retirement benefit, payable monthly for life, equal to 2 percent of their final average salary for each year of credited service. Final average salary is the average of the employee's annual compensation during the 3 consecutive years of credited service, during the 10 years preceding the employee's termination of employment, that produce that highest such average. Employees who have either attained age 55 and completed 10 years of credited service, or who have completed 20 years of credited service may elect to receive reduced retirement benefits beginning at age 55. The system also provides death and disability benefits. All benefits are established by State statute.

State statute requires each covered employee to contribute 4.5 percent of compensation to the plan. The City is required by State statute to contribute 9.5 percent of each covered employee's compensation.

Policemen's and Firemen's Pension and Relief Funds

The City maintains the Policemen's Pension and Relief Fund and the Firemen's Pension and Relief Fund to provide retirement, death and disability benefits to all policemen and firemen paid on a full-time basis with public funds, as authorized by West Virginia Code Section 8-22-16.

Police and fire department employees attaining the age of 50 who have completed 20 or more years of service are entitled to an annual benefit, payable in 12 monthly installments, in an amount equal to 60% of their average annual earnings received during the three 12 consecutive month periods of employment yielding the highest earnings, or an amount of $500 per month, whichever is greater. An additional two percent is added to the 60 percent for each of the first five additional years of service in excess of 20; one additional percent is added for each year of service in excess of 25, up to a maximum of 75 percent.

Disability benefits are paid for temporary total and permanent total disability in an amount not to exceed the greater of 60 percent of the monthly salary being received by such members at the time of disability plus an additional one percent for each year served in active military duty, up to a maximum of four percent. The funds also provide death benefits to surviving spouses and dependents of member and former members who have completed five or more years of continuous service.

Police and fire department employees are required to contribute 7 percent of their salary to the funds. The City is required to contribute such amounts as will provide funds equal to the normal costs of the funds and amortize any actuarial deficiencies over a period of not more than 40 years, after crediting the total contributions from the members and the West Virginia Municipal Pensions and Protection Fund. Any member who is terminated from employment prior to becoming eligible for a retirement or disability benefit shall be refunded all contributions deducted from his salary without interest.

The pension benefit obligations are determined as part of actuarial valuations of the funds as of July 1, 1987. Significant actuarial assumptions used in determining the pension benefit obligations include: (a) a rate of return on investments of present and future assets of 7.5 percent per year; and (b) projected salary increases of 6.7 percent per year.

The Parking System

The Parking System consists of 12 parking lots. The lots have a total of 729 rental spaces plus 33 2-hour free parking spaces. Of the 729 spaces, 457 are currently rented and 272 are available for rent. The City Parking System has 320 metered parking spaces located within its lots and on streets.

The charge for monthly parking is $20.00-$30.00 per month (up from $12.00-$25.00). The charges for on-street metered parking spaces vary based upon length of term and location of parking space. The fines for overtime parking and other parking violations are as follows: for overtime parking, the fine is $3.00 if paid within 72 hours and $10.00 if paid after 72 hours; for parking illegally in a handicapped zone, the fine is $100.00; and for all other non-moving violations, the amount of any fine varies.

Under the act, the responsibility for the operation and maintenance of the Parking System is given to the City, and the City is empowered to delegate such responsibility to a board. Pursuant to such authority, the Common Council appointed a special committee designated the "Parking Facilities Committee", and compose of the Mayor, Recorder/Treasurer and members of Common Council. The Parking Facilities Committee promulgates rules and regulations governing the usage of all the parking facilities. It has the responsibility of collecting, receiving and depositing all funds received from the operation of the Parking System.

Financial Operations

The accounts of the Parking System are maintained as a separate fund within the general accounts of the City and are maintained in accordance with generally accepted accounting principles. The audited financial statements of the Parking System of the City are included in the City's comprehensive Annual Audit.

Parking System Operating Results

	2008	2007	2006	2005
Revenues:	$ 303,604	$301,490	$426,814	$513,429
Expenditures:				
Interest	$ 91,835	$ 94,035	$ 95,960	$ 97,885
Depreciation	73,775	74,145	67,212	58,334
All Other	106,270	101,560	94,522	134,088
Total	$ 271,880	$269,740	$257,694	$290,307
Profit/Loss:	$ 31,724	$ 31,750	$169,120	$223,122
Cash Available:	$ 197,334	$199,930	$332,292	$379,341
Debt Service:	$ 131,835	$134,035	$130,960	$132,885
Coverage:	150%	149%	254%	285%

Note: 2006 and 2005 revenues included significant grant income.

Parking System Budget and Expenditures

An operating budget will be prepared annually by the Mayor and Recorder/Treasurer which will then be submitted to the Parking Commission and Common Council for their approval. The operating budget will then be compared to actual year-to-date revenues and expenses on a monthly basis.

Annual Debt Service Requirements

The amount required in each such fiscal year for the payment of principle due, whether by maturity or mandatory sinking fund redemption for the payment of interest and for total annual debt service in connection with the Bonds:

Date	Principal	Interest	Total Debt Service
06/15/2010			
06/15/2011			
06/15/2012			
06/15/2013			
06/15/2014			
06/15/2015			
06/15/2016			
06/15/2017			
06/15/2018			
06/15/2019			
06/15/2020			
06/15/2021			
06/15/2022			
06/15/2023			
06/15/2024			
06/15/2025			
06/15/2026			
06/15/2027			
06/15/2028			

Bankruptcy

The United States Bankruptcy Code permits political subdivision that are insolvent or unable to meet their debts to file a petition for relief in federal bankruptcy courts if authorized by state law. Although no West Virginia legislation currently authorizes such a filing, future legislation may permit the City to undertake bankruptcy proceedings.

Bankruptcy proceeding by the City could have additional adverse effects on Bondholders, including a delay in the enforcement of Bondholders' remedies and subordination of the Bondholders' liens to claims of those supplying goods and services to the City after the initiation of bankruptcy proceedings and to the administrative expenses of bankruptcy proceedings and imposition without the consent of all Bondholders of a reorganization plan reducing or delaying payments of the Bonds. The Bankruptcy Code contains provision intended to insure that, in any reorganization plan not accepted by the holders of at least a majority in aggregate principal amount of the Bonds, Bondholders will have the benefit of their original lien or the "indubitable equivalent." The effect of these and other new provisions of the Bankruptcy Code cannot be predicted with any certainty and may be significantly affected by judicial interpretation.

Litigation

There are no actions, suits, proceedings, inquiries or investigations 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 therefore) wherein an unfavorable decision, ruling or finding would adversely affect the validity of the Bonds, the Bond Ordinance, the Supplemental Resolution or any agreements to which the City is party and which are a result of the issuance of the Bonds.

Financial Statements

Included in Appendix B are the audited financial statements of the City which include the June 30, 2008 Parking System Financial statements.

ECONOMIC AND RELATED DATA

Employment

The Beckley metropolitan area's employment structure reveals a diversified economic base. The local economy is not dependant entirely on the coal industry. Completion of the interstate system through the area has enabled Beckley's economy to diversify and become more service oriented.

Unemployment Summary

The total civilian labor force in Raleigh County for June, 2009 was 32,824 of which 29,695 were employed and 3,129 were unemployed. The unemployment rate was 9.5 percent.

Labor force, Employment and Unemployment Statistics

The following are labor force, employment and unemployment information for Raleigh County for June, 2009. The figures are not seasonally adjusted.

	Raleigh County	*West Virginia*	*United States*
Civilian Labor Force	32,824	806,614	155,921,000
Number Employed	29,695	730,703	140,826,000
Number Unemployed	3,129	75,911	15,095,000
Unemployment Rate	9.5%	9.4%	9.7%

Source: Workforce WV

THE TEN LARGEST EMPLOYERS IN THE BECKLEY/RALEIGH COUNTY AREA – MARCH 2008

1. Raleigh County Board of Education
2. Raleigh General Hospital
3. Wal-Mart Associates, Inc.
4. Mountain State University, Inc.
5. Appalachian Regional Healthcare

6. Veterans Administration Medical Center
7. Marfork Coal Company, Inc.
8. U.S. Department of Justice
9. The Kroger Company
10. TRG Insurance Solutions, LLC

Source: WORKFORCE WV

Healthcare

In addition to being an economic hub to southern West Virginia, Beckley is the area's medical center as well. The three hospitals located in Beckley offer 563 acute care beds.

Raleigh General Hospital	300 beds
Appalachian Regional Medical Center	173 beds
Veterans Administration Hospital	90 beds

Transportation

Highways – Beckley is a major hub in Southern West Virginia. Interstates 64 and 77 form a major crossroads south of Beckley. U.S. Route 19, WV 10, WV 210, WV 3, and WV 16 also serve Beckley.

Air – Greater Beckley's only airport is Beckley Raleigh County Memorial Airport. Raleigh County Airport is served by one airline: United Airlines with service to Washington-Dulles and Shenandoah Valley.

Education

Public Schools	*# of Schools*
Elementary	19
Middle or Jr. High	5
High School	4
Vocational Schools	1
2008 Public High School Graduates	739

Colleges (within 50 miles)	*Type*	*Enrollment*	*City*
Mountain State University	4 year	3,170	Beckley
Bluefield State College	4 year	2,648	Bluefield
Concord College	4 year	3,050	Athens
WVU Institute of Technology	4 year	2,311	Montgomery
So WV Comm & Tech College	2 year	NA	Pineville

Recreation & Culture

The Raleigh County area offers multiple cultural and recreational facilities. Grandview State Park is well known for its warm-weather outdoor productions of the historical dramas *Honey in the Rock* and *Hatfield's and McCoy's.* Within the City, there are approximately 1,300 lodging rooms available.

New River Gorge National River, Grandview State Park, Little Beaver State Park, Babcock State Park, Lake Stephens, Twin Falls State Park, Pipestem State Park, and whitewater rafting within minutes from Beckley. The Winterplace Ski Resort is also located within Raleigh County approximately 25 miles south of Beckley on I-77 at Flat Top, West Virginia.

Tamarack, the arts, craft and cultural center, built by the West Virginia Parkways, Economic Development and Tourism Authority is located in the area.

Appendix B

Financial Statements of the City

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CITY OF BECKLEY, WEST VIRGINIA

A CLASS II MUNICIPALITY

FINANCIAL STATEMENTS

FOR THE FISCAL YEAR ENDED
JUNE 30, 2008

CITY OF BECKLEY, WEST VIRGINIA
MUNICIPAL OFFICIALS
FOR THE FISCAL YEAR ENDED JUNE 30, 2008

Office	Name	Term
Mayor:	Emmett S. Pugh III	7/01/07 - 6/30/11
Council Members:	Robert R. Rappold	7/01/07 - 6/30/11
	Albert K. Minter, Jr.	7/01/07 - 6/30/11
	Arnold Lee Leftwich	7/01/07 - 6/30/11
	Frank Williams	7/01/07 - 6/30/11
	Michael Atterson	7/01/07 - 6/30/11
	Cedric Robertson	7/01/07 - 6/30/11
	Ann Worley	7/01/07 - 6/30/11

Appointive

Recorder-Treasurer:	Gary R. Sutphin
City Attorney:	William H. File III
Police Judge:	Darl W. Poling
Fire Chief:	Kevin Taylor
Police Chief:	Tim Deems
Director of Housing and Community Development:	Manuel M. Cartelle
Board of Public Works Chairman:	Robert R. Robinson
Director of Parks & Recreation:	Robert R. Robinson
Director of Exhibition Mine:	Renda Morris
Sanitary Board General Manager:	Luke Richmond

CITY OF BECKLEY, WEST VIRGINIA
FINANCIAL STATEMENTS WITH ACCOMPANYING INFORMATION
YEAR ENDED JUNE 30, 2008
TABLE OF CONTENTS

	Page
INDEPENDENT AUDITOR'S REPORT	1 - 2
BASIC FINANCIAL STATEMENTS:	
Government-wide Financial Statements:	3 - 4
Statement of Net Assets	
Statement of Activities	5 - 6
Fund Financial Statements:	
Balance Sheet - Governmental Funds	7
Reconciliation of the Balance Sheet of Governmental Funds to the Statement of Net Assets	8
Statement of Revenues, Expenditures and Changes in Fund Balances - Governmental Funds	9
Reconciliation of the Statement of Revenues, Expenditures and Changes in Fund Balances of Governmental Funds to to the Statement of Activities	10
Statement of Fund Net Assets - Proprietary Funds	11 - 12
Statement of Revenues, Expenses, and Changes in Fund Net Assets - Proprietary Funds	13
Statement of Cash Flows - Proprietary Funds	14 - 15
Statement of Fiduciary Net Assets - Fiduciary Funds	16
Statement of Changes in Fiduciary Net Assets - Fiduciary Funds	17
Notes to the Financial Statements	18 - 44

CITY OF BECKLEY, WEST VIRGINIA
FINANCIAL STATEMENTS WITH ACCOMPANYING INFORMATION
YEAR ENDED JUNE 30, 2008
TABLE OF CONTENTS (CONTINUED)

	Page
REQUIRED SUPPLEMENTARY INFORMATION:	
Statement of Revenues, Expenditures, and Changes in Fund Balance - Budget and Actual - General Fund	45 - 46
Statement of Revenues, Expenditures, and Changes in Fund Balance - Budget and Actual - Coal Severance Fund	47
Defined Benefit Pension Trusts - Required Supplementary Information	48 - 51
ACCOMPANYING INFORMATION	
Schedule of Expenditures of Federal Awards	52 - 53
Notes to the Schedule of Federal Awards	54 - 55
REPORTS ON COMPLIANCE AND ON INTERNAL CONTROL	
Report on Internal Control Over Financial Statements and on Compliance and Other Matters Based on an Audit of Financial Statements Performed in Accordance with *Government Auditing Standards*	56 - 57
Report on Compliance with Requirements Applicable to Each Major Program and Internal Control Over Compliance in Accordance with OMB Circular A-133	58 - 59
SUMMARY SCHEDULE OF PRIOR YEAR AUDIT FINDINGS	60 - 64
SCHEDULE OF FINDINGS AND QUESTIONED COSTS	65 - 68

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BRUCE I. SULLIVAN, CPA
CHARLES D. WEBB, MBA,CPA

MEMBERS
AMERICAN INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS
WV SOCIETY OF CERTIFIED PUBLIC ACCOUNTANTS

INDEPENDENT AUDITORS' REPORT

To the Honorable Mayor and
Members of City Council
City of Beckley
Beckley, West Virginia

We have audited the accompanying financial statements of the governmental activities, the business-type activities, the aggregate discretely presented component unit, each major fund, and the aggregate remaining fund information, as well as of the aggregate nonmajor governmental funds, of City of Beckley, West Virginia as of and for the year ended June 30, 2008, which collectively comprise the City 's basic financial statements as listed in the table of contents. We also have audited the financial statements of each of the City's nonmajor governmental funds as of and for the year ended June 30, 2008. These financial statements are the responsibility of City of Beckley, West Virginia's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Governmental Auditing Standards,* issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinions.

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the governmental activities, the business-type activities, the aggregate discretely presented component units, each major fund, and the aggregate remaining fund information of the City of Beckley, West Virginia, as of June 30, 2008, and the respective changes in financial position, and cash flows, where applicable, thereof for the year then ended in conformity with accounting principles generally accepted in the United States of America.

In accordance with *Government Auditing Standards*, we have also issued our report dated March 13, 2009, on our consideration of the City of Beckley, West Virginia's internal control over financial reporting and our tests of its compliance with certain provisions of laws, regulations and contracts and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing and not to provide an opinion on the internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* and important for assessing the results of our audit.

The City of Beckley, West Virginia has not presented the Management Discussion and Analysis that the Governmental Accounting Standards Board of the United States has determined is necessary to supplement, although not required to be a part of, the basic financial statements.

The budgetary comparison information and defined benefit trust information on pages 46 through 52 is not a required part of the basic financial statements but is supplementary information required by accounting principles generally accepted in the United States of America. We have applied certain limited procedures, which consisted principally of inquires of management regarding the methods of measurement and presentation of the supplementary information. However, we did not audit the information and express no opinion on it.

Our audit was conducted for the purpose of forming opinions on the financial statements that collectively comprise the City of Beckley, West Virginia's basic financial statements. The accompanying schedule of expenditures of federal awards is presented for purposes of additional analysis as required by U.S. Office of Management and Budget Circular A-133, *Audits of States, Local Governments, and Non-Profit Organizations*, and is also not a required part of the basic financial statements of City of Beckley, West Virginia. The schedule of expenditures of federal awards has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements.

Suttle & Webb, PLLC

March 13, 2009

CITY OF BECKLEY, WEST VIRGINIA
STATEMENT OF NET ASSETS
JUNE 30, 2008

	Primary Government			Component Unit
	Governmental Activities	Business-type Activities	Total	
ASSETS				
Cash and cash equivalents	$ 928,827	$ 607,327	$ 1,536,154	$ 1,149,895
Investments	1,990,048	541,643	2,531,691	-0-
Taxes receivable, net	2,602,655	-0-	2,602,655	3,184
Accounts receivable, net	187,512	42,817	230,329	227,580
Intergovernmental receivable	1,183,789	823	1,184,612	11,238
Inventories	-0-	61,408	61,408	78,171
Restricted assets:				
Cash and cash equivalents	-0-	167,844	167,844	1,102,434
Deferred debt expense, net	-0-	210,339	210,339	114,720
Copyright	-0-	3,500	3,500	-0-
Capital assets:				
Land, capital assets, net of accumulated depreciation	8,002,358	7,574,138	15,576,496	31,621,487
Other real estate holdings	2,779,913	-0-	2,779,913	-0-
TOTAL ASSETS	17,675,102	9,209,839	26,884,941	34,308,709

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THE COMBINED FINANCIAL STATEMENTS

CITY OF BECKLEY, WEST VIRGINIA
STATEMENT OF NET ASSETS (CONTINUED)
JUNE 30, 2008

	Primary Government			Component Unit
	Governmental Activities	Business-type Activities	Total	
LIABILITIES				
Accounts payable and accrued expense	$ 858,568	$ 179,155	$ 1,037,723	$ 143,568
Wages and benefits payable	28,047	-0-	28,047	-0-
Compensated absences, current	81,466	3,915	85,381	10,198
Lease obligations payable, current	104,692	-0-	10 4,692	34,423
Deferred revenue	67,370	2,641	70,011	-0-
Intergovernmental payable	-0-	175,939	175,939	41,210
Liabilities payable from restricted assets	-0-	244,970	244,970	1,127,774
Compensated absences, non-current	874,491	53,019	927,510	50,199
Lease obligation payable, non-current	187,367	-0-	187,367	107,475
Bonds payable, non-current	-0-	3,789,471	3,789,471	15,979,951
Bond anticipation notes, non-current	-0-	-0-	-0-	1,000,000
Escrow and deposits	3,572	-0-	3,572	
Retirement contribution payable	130,296	-0-	130,296	-0-
Net pension obligations	2,254,490	-0-	2,254,490	-0-
TOTAL LIABILITIES	4,590,359	4,449,110	9,039,469	18,494,798
NET ASSETS				
Invested in capital assets, net of related debt	10,490,213	4,327,687	14,817,900	14,524,163
Restricted for:				
Debt service	-0-	137,232	137,232	1,102,434
Unrestricted (deficit)	2,594,530	295,810	2,890,340	187,314
TOTAL NET ASSETS	$ 13,084,743	$ 4,760,729	$ 1,785,472	$ 15,813,911

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THE COMBINED FINANCIAL STATEMENTS

CITY OF BECKLEY, WEST VIRGINIA
STATEMENT OF ACTIVITIES
YEAR ENDED JUNE 30, 2008

FUNCTIONS/PROGRAMS:	Expenses	Program Revenues: Charges for Services	Program Revenues: Operating Grants and Contributions	Program Revenues: Capital Grants and Contributions	Net (Expense) Revenue: Primary Government	Net (Expense) Revenue: Component Unit
Primary Government:						
Governmental Activities:						
General government	$ 5,929,195	$ 135,878	$ -0-	$ 3,651,440	$ (2,141,877)	
Public safety	7,793,652	70,779	431,882	82,522	(7,208,469)	
Highways and streets	3,292,584	-0-	-0-	-0-	(3,292,584)	
Health and sanitation	92,439	-0-	-0-	12,930	(79,509)	
Culture and recreation	808,239	-0-	-0-	2,774,579	1,966,340	
Social services	110,303	-0-	2,399	-0-	(107,904)	
TOTAL GOVERNMENTAL ACTIVITIES	18,026,412	206,657	434,281	6,521,471	(10,864,003)	
BUSINESS-TYPE ACTIVITIES:						
Parking	271,882	283,005	1,910	-0-	13,033	
Parks and recreation	1,041,630	300,397	345,360	-0-	(395,873)	
Building commission	231,337	325,461	-0-	-0-	94,124	
Non-major	252,509	432,288	2,321	-0-	182,100	
TOTAL BUSINESS-TYPE ACTIVITIES	1,797,358	1,341,151	349,591	-0-	(106,616)	
TOTAL PRIMARY GOVERNMENT	$ 19,823,770	$ 1,547,808	$ 783,872	$ 6,521,471	$ (10,970,619)	
COMPONENT UNIT:						
Sanitary Board	$ 4,638,436	$ 4,524,971	$ 150	$ -0-		$ (133,315)

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THE COMBINED FINANCIAL STATEMENTS

CITY OF BECKLEY, WEST VIRGINIA
STATEMENT OF ACTIVITIES (CONTINUED)
YEAR ENDED JUNE 30, 2008

	Primary Government			Component Unit
	Governmental Activities	Business-type Activities	Total	
CHANGE IN NET ASSETS:				
Net (expense) revenue	$ (10,864,003)	$ (106,616)	$ (10,970,619)	$ (113,315)
General Revenues:				
Taxes:				
Property taxes	2,426,935	-0-	2,426,935	-0-
B&O taxes	9,136,974	-0-	9,136,974	-0-
Excise tax on utilities	721,403	-0-	721,403	-0-
Other taxes	1,067,368	-0-	1,067,368	56,153
Interest and investment income	70,210	53,552	123,762	44,427
Other	281,208	58,677	339,885	42,567
License and permits	426,749	-0-	426,749	300
Transfers	516,853	(578,721)	(61,868)	(50,104)
TOTAL GENERAL REVENUES, AND TRANSFERS	14,647,700	(466,492)	14,181,208	93,343
CHANGE IN NET ASSETS	3,783,697	(573,108)	3,210,589	(19,972)
NET ASSETS, BEGINNING (NOTE 18)	9,301,046	5,333,837	14,634,883	15,833,883
NET ASSETS, ENDING	$ 13,084,743	$ 4,760,729	$ 17,845,472	$ 15,813,911

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THE COMBINED FINANCIAL STATEMENTS

CITY OF BECKLEY, WEST VIRGINIA
BALANCE SHEET
GOVERNMENTAL FUNDS
JUNE 30, 2008

	General	Coal Severance Tax	Capital Reserve	Other Governmental Funds	Total Governmental Funds
ASSETS					
Cash and cash equivalents	$ 589,959	$ 93,623	$ 173,703	$ 71,542	$ 928,827
Investments	1,710,207	-0-	279,841	-0-	1,990,048
Receivable net:					
Taxes	2,581,677	20,978	-0-	-0-	2,602,655
Franchise fees	66,015	-0-	-0-	-0-	66,015
Fines	121,497	-0-	-0-	-0-	121,497
Due from other funds	254,684	-0-	-0-	-0-	254,684
Due from other governments	501,600	-0-	790,480	-0-	1,292,080
TOTAL ASSETS	$ 5,825,639	$ 114,601	$ 1,244,024	$ 71,542	$ 7,255,806
LIABILITIES AND FUND BALANCES					
Liabilities					
Accounts payable	$ 506,985	$ 13,364	$ 335,219	$ 3,000	$ 858,568
Wages and benefits payable	28,047	-0-	-0-	-0-	28,047
Compensated absences, current	81,466	-0-	-0-	-0-	81,466
Tower escrow	3,572	-0-	-0-	-0-	3,572
Due to other funds	362,975	-0-	-0-	-0-	362,975
Deferred revenue	67,370	-0-	-0-	-0-	67,370
TOTAL LIABILITIES	1,050,415	13,364	335,219	3,000	1,401,998
Fund Balances (Deficit)					
Unreserved reported in					
General fund	4,775,223	-0-	-0-	-0-	4,775,223
Special revenue funds	-0-	101,237	908,805	68,542	1,078,584
TOTAL FUND BALANCES (DEFICIT)	4,775,223	101,237	908,805	68,542	5,853,807
TOTAL LIABILITIES AND FUND BALANCES	$ 5,825,638	$ 114,601	$ 1,244,024	$ 71,542	$ 7,225,805

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THE COMBINED FINANCIAL STATEMENTS

CITY OF BECKLEY, WEST VIRGINIA
RECONCILIATION OF THE BALANCE SHEET OF GOVERNMENTAL FUNDS
TO THE STATEMENT OF NET ASSETS
JUNE 30, 2008

Total Fund Balance - Total Governmental Funds	$ 5,853,807
Amounts reported for governmental activities in the statement of net assets are different because:	
Capital assets of $22,104,431, net of accumulated depreciation of $11,322,160 are not financial resources and, therefore, are not reported in the funds.	10,782,271
Long-term liabilities are not due and payable in the current period and are not reported in the funds. These include compensated absences of $874,491, other post-employment benefits of $130,296 and lease obligations of $292,059.	(1,296,846)
Long-term net pension obligations are not due and payable in the current period and are not reported in the funds.	(2,254,489)
Net Assets of Governmental Activities	$13,084,743

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THE COMBINED FINANCIAL STATEMENTS

CITY OF BECKLEY, WEST VIRGINIA
STATEMENT OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCES
GOVERNMENTAL FUNDS
YEAR ENDED JUNE 30, 2008

	General	Coal Severance Tax	Capital Reserve	Other Governmental Funds	Total Governmental Funds
REVENUES					
Property taxes	$ 2,426,935	$ -0-	$ -0-	$ -0-	$ 2,426,935
B&O taxes	9,136,974	-0-	-0-	-0-	9,136,974
Excise tax on utilities	721,403	-0-	-0-	-0-	721,403
Other taxes	1,067,368	-0-	-0-	-0-	1,067,368
Miscellaneous	246,245	-0-	-0-	-0-	246,245
Licenses, permits and fees	426,749	-0-	-0-	-0-	426,749
Fines and forfeitures	135,878	-0-	-0-	70,779	206,657
Investment income	48,804	14	21,367	25	70,210
Intergovernmental programs:					
Federal	1,215,259	-0-	3,648,444	-0-	4,863,703
State	1,606,751	70,223	415,075	-0-	2,092,049
TOTAL REVENUES	17,032,366	70,237	4,084,886	70,804	21,258,293
EXPENDITURES					
Current:					
General government	3,951,933	8,104	1,313,264	-0-	5,273,301
Public safety:					
Police	4,371,155	-0-	-0-	3,427	4,374,582
Fire	2,960,058	-0-	-0-		2,960,058
Highways and streets	3,030,852	11,986	-0-	-0-	3,042,838
Health and sanitation	93,377	-0-	-0-	-0-	93,377
Culture and recreation	816,414	-0-	-0-	-0-	816,414
Social services	113,209	-0-	-0-	-0-	113,209
Capital projects	1,371,700	31,845	3,828,066	8,331	5,239,942
TOTAL EXPENDITURES	16,708,698	51,935	5,141,330	11,758	21,913,721
Excess (deficiency) of revenues over (under) expenditures	323,668	18,302	(1,056,444)	59,046	(655,428)
OTHER FINANCING SOURCES (USES)					
Transfers from other funds	14,525	-0-	736,429	-0-	750,954
Transfers from other entities	14,620	-0-	-0-	-0-	14,620
Transfers to other funds	(229,042)	-0-	-0-	(19,679)	(248,721)
Proceeds from sale of fixed assets	34,963	-0-	-0-	-0-	34,963
NET OTHER FINANCING SOURCES (USES)	(164,934)	-0-	736,429	(19,679)	551,816
NET CHANGES IN FUND BALANCES	158,734	18,302	(320,015)	39,367	(103,612)
FUND BALANCE, BEGINNING	4,616,489	82,936	1,228,818	29,175	5,957,418
FUND BALANCE, ENDING	$ 4,775,223	$ 101,238	$ 908,803	$ 68,542	$ 5,853,806

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THE COMBINED FINANCIAL STATEMENTS

CITY OF BECKLEY, WEST VIRGINIA
RECONCILIATION OF THE STATEMENT OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES OF GOVERNMENTAL FUNDS TO THE STATEMENT OF ACTIVITIES
YEAR ENDED JUNE 30, 2008

Net Change in Fund Balances - Total Governmental Funds	$ (103,612)
Amounts reported for governmental activities in the statement of activities are different because:	
Governmental funds report capital outlays as expenditures. However, in the statement of activities, the cost of those assets is allocated over their estimated useful lives and is reported as depreciation expense. This is the amount by which capital outlays exceeded depreciation in the current period.	4,585,310
Some expenses reported in the statement of activities do not require the use of current financial resources and are not reported as expenditures in governmental funds.	(391,877)
The current years additions to the net pension obligation increased the net expenses of pensionable function on the statement of activities.	(306,124)
Change in Net Assets of Governmental Activities	$ 3,783,697

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THE COMBINED FINANCIAL STATEMENTS

CITY OF BECKLEY, WEST VIRGINIA
STATEMENT OF FUND NET ASSETS - PROPRIETARY FUNDS
JUNE 30, 2008

	Parking Revenue Fund	Parks and Recreation	Building Commission	Non-major Funds	Total
CURRENT ASSETS:					
Cash	$ 177,291	$ 131,240	$ 114,776	$ 184,020	$ 607,327
Investments (cash equivalents)	335,194	206,449	-0-	-0-	541,643
Accounts receivable	-0-	320	-0-	42,497	42,817
Due from other funds	-0-	-0-	-0-	-0-	-0-
Due from other governments	-0-	823	-0-	-0-	823
Inventory, at cost	-0-	61,408	-0-	-0-	61,408
TOTAL CURRENT ASSETS	512,485	400,240	114,776	226,517	1,254,018
RESTRICTED ASSETS:					
Reserve for Building Commission	-0-	-0-	-0-	-0-	-0-
Reserve for system replacement (cash equivalents)	136,133	-0-	-0-	-0-	136,133
Sinking fund (cash equivalents)	31,711	-0-	-0-	-0-	31,711
TOTAL RESTRICTED ASSETS	167,844	-0-	-0-	-0-	167,844
PROPERTY AND EQUIPMENT:					
Land	2,521,234	112,434	370,008	15,000	3,018,676
Buildings	1,469,927	196,761	2,867,456	177,695	4,711,839
Machinery and equipment	207,115	276,458	-0-	50,187	533,760
Construction in progress	-0-	-0-	-0-	3,307	3,307
Improvements	726,881	1,181,616	15,714	21,367	1,945,578
Less accumulated depreciation	(716,443)	(868,569)	(982,857)	(71,153)	(2,639,022)
NET PROPERTY AND EQUIPMENT	4,208,714	898,700	2,270,321	196,403	7,574,138
OTHER ASSETS:					
Unamortized bond discount and issue costs	114,546	-0-	95,793	-0-	210,339
Copyright	-0-	3,500	-0-	-0-	3,500
TOTAL OTHER ASSETS	114,546	3,500	95,793	-0-	213,839
TOTAL ASSETS	5,003,589	1,302,440	2,480,890	422,920	9,209,839

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THE COMBINED FINANCIAL STATEMENTS

CITY OF BECKLEY, WEST VIRGINIA
STATEMENT OF FUND NET ASSETS - PROPRIETARY FUNDS (CONTINUED)
JUNE 30, 2008

	Parking Revenue Fund	Parks and Recreation	Building Commission	Non-major Funds	Total
CURRENT LIABILITIES:					
Accounts payable	$ 1,863	$ 62,321	$ -0-	$ 58,870	$ 123,054
Accrued expenses	2,813	53,288	-0-	-0-	56,101
Due to other funds	-0-	150,000	-0-	25,939	175,939
Accrued leave	1,018	1,336	-0-	1,561	3,915
Deferred revenue	2,641	-0-	-0-	-0-	2,641
TOTAL CURRENT LIABILITIES	8,335	266,945	-0-	86,370	361,650
CURRENT LIABILITIES PAYABLE FROM RESTRICTED ASSETS:					
Revenue bonds payable	40,000	-0-	196,515	-0-	236,515
Deposits	8,455	-0-	-0-	-0-	8,455
TOTAL CURRENT LIABILITIES PAYABLE FROM RESTRICTED ASSETS	48,455	-0-	196,515	-0-	244,970
LONG-TERM LIABILITIES NET OF CURRENT PORTION:					
Revenue bonds payable	1,485,000	-0-	2,389,619	-0-	3,874,619
Deferred amount on bond refunding	-0-	-0-	(85,148)	-0-	(85,148)
NET REVENUE BONDS PAYABLE	1,485,000	-0-	2,304,471	-0-	3,789,471
Accrued leave	21,749	22,149	-0-	9,121	53,019
TOTAL LONG-TERM LIABILITIES	1,506,749	22,149	2,304,471	9,121	3,842,490
TOTAL LIABILITIES	1,563,539	289,094	2,500,986	95,491	4,449,110
NET ASSETS:					
Invested in capital assets, net of related debt	2,722,390	885,559	568,706	151,032	4,327,687
Restricted	137,232	-0-	-0-	-0-	137,232
Unreserved (deficit)	580,428	127,787	(588,802)	176,397	295,810
TOTAL NET ASSETS	$ 3,440,050	$ 1,013,346	$ (20,096)	$ 327,429	$ 4,760,729

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THE COMBINED FINANCIAL STATEMENTS

CITY OF BECKLEY, WEST VIRGINIA
STATEMENT OF REVENUES, EXPENSES AND
CHANGES IN FUND NET ASSETS - PROPRIETARY FUNDS
YEAR ENDED JUNE 30, 2008

	Parking Revenue Fund	Parks and Recreation	Building Commission	Non-major Funds	Total
OPERATING REVENUES:					
Charges for services and penalties	$ 283,005	$ 300,397	$ 325,461	$ 432,287	$ 1,341,150
Retail sales	-0-	51,656	-0-	-0-	51,656
Miscellaneous	492	5,782	-0-	747	7,021
TOTAL OPERATING REVENUES	283,497	357,835	325,461	433,034	1,399,827
OPERATING EXPENSES:					
Personnel services	84,828	534,896	-0-	115,531	735,255
Contractual services	3,006	79,972	-0-	17,620	100,598
Utilities	9,094	88,916	-0-	3,570	101,580
Depreciation	73,775	109,635	97,153	7,712	288,275
Amortization	2,995	-0-	21,062	-0-	24,057
Maintenance	-0-	27,323	-0-	2,064	29,387
Administrative and general	-0-	86,052	24	28,781	114,857
Miscellaneous expense	710	-0-	-0-	45	755
Compensated absences	1,018	1,336	-0-	1,561	3,915
Purchases for resale	-0-	47,534	-0-	-0-	47,534
Materials and supplies	4,621	58,515	-0-	66,928	130,064
Rents	-0-	7,451	-0-	8,696	16,147
TOTAL OPERATING EXPENSES	180,047	1,041,630	118,239	252,508	1,592,424
NET OPERATING INCOME (LOSS)	103,447	(683,795)	207,222	180,526	(192,597)
NONOPERATING REVENUES (EXPENSES):					
Operating grants	-0-	12,197	-0-	627	12,824
Interest and dividends	18,200	11,722	23,630	-0-	53,552
Interest and fiscal charges	(91,835)	-0-	(113,098)	-0-	(204,933)
Contributions - other entities	1,910	333,163	-0-	1,694	336,767
TOTAL NONOPERATING REVENUES (EXPENSES) - NET	(71,725)	357,082	(89,468)	2,321	198,210
INCOME (LOSS) BEFORE TRANSFERS	31,725	(326,713)	117,754	182,847	5,613
TRANSFERS FROM (TO) OTHER FUNDS	-0-	170,847	(749,568)	-0-	(578,721)
CHANGE IN NET ASSETS	31,725	(155,866)	(631,814)	182,847	(573,108)
NET ASSETS, BEGINNING OF YEAR	3,408,325	1,169,212	611,718	144,582	5,333,837
NET ASSETS, END OF YEAR	$ 3,440,050	$ 1,013,346	$ (20,096)	$ 327,429	$ 4,760,729

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THE COMBINED FINANCIAL STATEMENTS

CITY OF BECKLEY, WEST VIRGINIA
STATEMENT OF CASH FLOWS - PROPRIETARY FUNDS
YEAR ENDED JUNE 30, 2008

	Parking Revenue	Parks and Recreation	Building Commission	Non-major Funds	Total
CASH FLOWS FROM OPERATING ACTIVITIES:					
Cash received from customers	$ 285,536	$ 393,686	$ 325,461	$ 407,672	$ 1,412,355
Other cash receipts	-0-	-0-	-0-	-0-	-0-
Cash paid for goods and services	(18,696)	(361,130)	(24)	(69,019)	(448,869)
Other cash payments	-0-	-0-	-0-	-0-	-0-
Cash paid to employees	(85,592)	(551,339)	-0-	(106,410)	(743,341)
NET CASH PROVIDED (USED) BY OPERATING ACTIVITIES	181,248	(518,783)	325,437	232,243	220,145
CASH FLOWS FROM NONCAPITAL FINANCING ACTIVITIES:					
Capital grants	-0-	-0-	-0-	627	627
Operating grants	-0-	12,197	-0-	-0-	12,197
Contributions	1,910	551,209	(749,568)	6,545	(189,904)
NET CASH PROVIDED BY NONCAPITAL FINANCING ACTIVITIES	1,910	563,406	(749,568)	7,172	(177,080)
CASH FLOWS FROM CAPITAL AND RELATED FINANCING ACTIVITIES:					
Bond refinance proceeds	-0-	-0-	585,363	-0-	585,363
Principal payments - debt	(40,000)	-0-	-0-	-0-	(40,000)
Interest paid	(91,835)	-0-	(113,098)	-0-	(204,933)
Purchase of fixed assets	(112,384)	(122,776)	-0-	(57,934)	(293,094)
NET CASH (USED) BY CAPITAL AND RELATED FINANCING ACTIVITIES	(244,219)	(122,776)	472,265	(57,934)	47,336
CASH FLOWS FROM INVESTING ACTIVITIES:					
Interest received	18,200	11,722	23,630	-0-	53,552
NET CASH PROVIDED BY INVESTING ACTIVITIES	18,200	11,722	23,630	-0-	53,552
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(42,864)	(66,376)	71,764	181,481	144,005
CASH AND CASH EQUIVALENTS, JULY 1, (INCLUDING $160,204 RESTRICTED ACCOUNTS)	723,193	404,065	43,012	2,539	1,172,809
CASH AND CASH EQUIVALENTS, JUNE 30, (INCLUDING $167,844 RESTRICTED ACCOUNTS)	$ 680,329	$ 337,689	$ 114,776	$ 184,020	$ 1,316,814

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THE COMBINED FINANCIAL STATEMENTS

CITY OF BECKLEY, WEST VIRGINIA
STATEMENT OF CASH FLOWS - PROPRIETARY FUNDS (CONTINUED)
YEAR ENDED JUNE 30, 2008

RECONCILIATION OF NET OPERATING
INCOME TO NET CASH
PROVIDED BY (USED IN) OPERATING ACTIVITIES

	Parking Revenue	Parks and Recreation	Building Commission	Non-major Funds	Total
Net operating income (loss)	$ 103,450	$ (683,795)	$ 207,222	$ 180,526	$ (192,597)
Adjustments to reconcile net operating income (loss) to net cash provided by operating activities:					
Depreciation and amortization	76,770	109,635	118,215	7,712	312,332
Decrease (increase) in assets:					
Accounts receivable	-0-	-0-	-0-	(42,497)	(42,497)
Inventory	-0-	(5,073)	-0-	-0-	(5,073)
Increase (decrease) in liabilities:					
Customer deposits	(647)	-0-	-0-	-0-	(647)
Accounts payable	(1,265)	34,638	-0-	75,820	109,193
Accrued expenses	299	25,812	-0-	10,682	36,793
Deferred revenue	2,641	-0-	-0-	-0-	2,641
TOTAL ADJUSTMENTS	77,798	165,012	118,215	51,717	412,742
NET CASH PROVIDED (USED) BY OPERATING ACTIVITIES	$ 181,248	$ (518,783)	$ 325,437	$ 232,243	$ 220,145

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THE COMBINED FINANCIAL STATEMENTS

CITY OF BECKLEY, WEST VIRGINIA
STATEMENT OF FIDUCIARY NET ASSETS - FIDUCIARY FUNDS
JUNE 30, 2008

	Pension Trust Funds		
	Police Pension and Relief Fund	Fire Pension and Relief Fund	Agency Funds
ASSETS:			
Cash	$ 9,234	$ 9,666	$ 40,857
Insurance surtax receivable	1,105,374	1,152,335	-0-
Investments, at fair value (cash equivalents)	2,696,729	1,323,176	90,632
Investments, at fair value (non-cash equivalents)	12,008,685	12,139,525	-0-
Accrued interest receivable	67,010	98,101	-0-
Police fines receivable of $868,849, less allowance of $803,113	-0-	-0-	65,736
TOTAL ASSETS	15,887,032	14,722,803	197,225
LIABILITIES:			
Accounts payable	-0-	400	4,116
Intergovernmental	-0-	-0-	61,381
Due to other governments	-0-	-0-	106,933
TOTAL LIABILITIES	-0-	400	172,430
NET ASSETS HELD IN TRUST	$ 15,887,032	$ 14,722,403	$ 24,795

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THE COMBINED FINANCIAL STATEMENTS

CITY OF BECKLEY, WEST VIRGINIA
STATEMENT OF CHANGES IN FIDUCIARY NET ASSETS -
FIDUCIARY FUNDS
YEAR ENDED JUNE 30, 2008

	Pension Trust Funds	
	Police Pension and Relief Fund	Fire Pension and Relief Fund
ADDITIONS:		
Contributions:		
Employer	$ 310,778	$ 342,353
Plan members	128,673	117,909
Insurance premium tax allocation	394,377	401,406
Total contributions	833,828	861,668
Investment income:		
Interest and dividends	763,049	775,488
Net appreciation in fair value of investments	335,970	210,855
Less investment expenses	(38,292)	(35,512)
Realized (loss) gain on securities	(1,271,636)	(1,157,673)
NET INVESTMENT INCOME	(210,909)	(206,842)
TOTAL ADDITIONS	622,918	654,826
DEDUCTIONS:		
Benefit payments	1,135,510	1,397,054
Professional services	6,124	8,619
Pension refunds	30,624	-0-
Bank charges	718	499
TOTAL DEDUCTIONS	1,171,976	1,406,172
CHANGE IN NET ASSETS	(549,057)	(751,347)
NET ASSETS HELD IN TRUST AT BEGINNING OF YEAR	16,436,090	15,473,749
NET ASSETS HELD IN TRUST AT END OF YEAR	$ 15,887,033	$ 14,722,402

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THE COMBINED FINANCIAL STATEMENTS

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

INTRODUCTION - The financial statements of City of Beckley, West Virginia are prepared in accordance with Generally Accepted Accounting Principles (GAAP). The City's reporting entity applies all relevant Governmental Accounting Standards Board (GASB) pronouncements. Proprietary funds apply Financial Accounting Standards Board (FASB) pronouncements and Accounting Principles Board (APB) opinions issued on or before November 30, 1989, unless those pronouncements conflict with or contradict GASB pronouncements, in which case, GASB prevails.

The accounting and reporting framework and the more significant accounting principles and practices are discussed in subsequent sections of this Note. The remainder of the Notes are organized to provide explanations, including required disclosures, of the City's financial activities for the fiscal year ended June 30, 2008.

REPORTING ENTITY - City of Beckley is a charter city in which citizens elect the mayor at large and seven council members by wards. As required by generally accepted accounting principles, these financial statements present the City and its component unit, entity for which the City is considered to be financially accountable. The criteria for inclusion in or exclusion from the financial reporting entity is outlined in Governmental Accounting Standards Board Statement Number 14 and includes oversight responsibility over agencies, boards and commissions by the City's Council. Oversight responsibilities include financial accountability, including selection of the governing authority, fiscal dependence and the ability for the council to impose its will on the potential component unit. See Note 15 for information describing related organizations not included in the City's reporting entity.

BLENDED COMPONENT UNIT - Although legally separate entities, these are, in substance, part of the primary governments operations and so data from these units should be combined with the primary government.

The Building Commission serves the City of Beckley and is governed by a three member board. The bond issuance authorizations are approved by the government's elected council. The Building Commission is reported as an enterprise fund.

DISCRETELY PRESENTED COMPONENT UNIT - These are legally separate organizations for which elected officials of the primary government are financially accountable. The component unit (Beckley Sanitary Board) is reported in a separate column in the financial statements to emphasize it is legally separate from the primary government.

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

The Sanitary Board serves all the citizens of the City of Beckley and is governed by a three member board comprised of members appointed by the mayor. The rates for user charges and bond issuance authorizations are approved by the government's elected council. The Sanitary Board is reported as a proprietary fund.

Complete financial statements for the individual component unit can be obtained at the entity's administrative offices.

GOVERNMENT-WIDE FINANCIAL STATEMENTS - The government-wide financial statements include the statement of net assets and the statement of activities. These statements report financial information for the city as a whole excluding fiduciary activities such as employee pension plans. Individual funds are not displayed but the statements distinguish governmental activities, generally supported by taxes and City general revenues, from business-type activities, generally financed in whole or in part with fees charged to external customers.

The statement of activities reports the expenses of a given function offset by program revenues directly connected with the functional program. A function is an assembly of similar activities and may include portions of a fund or summarize more than one fund to capture the expenses and program revenues associated with a distinct functional activity. Program revenues include: (1) charges for services which report fees, fines and forfeitures, and other charges to users of the City's services; (2) operating grants and contributions which finance annual operating activities including restricted investment income; and (3) capital grants and contributions which fund the acquisition, construction, or rehabilitation of capital assets and include fees to developers. These revenues are subject to externally imposed restrictions to these program uses. Taxes and other revenue sources not properly included with program revenues are reported as general revenues.

FUND FINANCIAL STATEMENTS - Fund financial statements are provided for governmental, proprietary, and fiduciary funds. Major individual governmental and enterprise funds are reported in separate columns with composite columns for non-major funds.

MEASUREMENT FOCUS, BASIS OF ACCOUNTING, AND FINANCIAL STATEMENT PRESENTATION - The financial statements of the City are prepared in accordance with generally accepted accounting principles (GAAP). The City's reporting entity applies all relevant Government Accounting Standards Board (GASB) pronouncements and applicable Financial Accounting Standards Board (FASB) pronouncements and Accounting Principles Board (APB) opinions issued on or before November 30, 1989, unless they conflict with GASB pronouncements. The City's reporting entity does not apply FASB pronouncements or APB opinions issued after November 30, 1989.

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

The government-wide statements report using the economic resources measurement focus and the accrual basis of accounting generally including the reclassification or elimination of internal activity (between or within funds). Reimbursements are reported as reductions to expenses. Proprietary and fiduciary fund financial statements also report using this same focus and basis of accounting although internal activity is not eliminated in these statements. Revenues are recorded when earned and expenses are recorded when a liability is incurred, regardless of the timing of related cash flows. Property tax revenues are recognized in the year for which they are levied while grants are recognized when grantor eligibility requirements are met.

Pension trust funds recognize employer and participant contributions in the period in which contributions are due and the City has made a formal commitment to provide the contributions. Retirement benefits and refunds are recognized when due and payable in accordance with the terms of the plan.

Governmental fund financial statements report using the current financial resources measurement focus and the modified accrual basis of accounting. Revenues are recognized when they are both measurable and available. Available means collectible within the current period or soon enough thereafter to pay current liabilities. With the exception of refuse fees and police and fire service fees, the City considers revenues to be available if they are collected within 60 days of the end of the fiscal year. Expenditures are recorded when the related fund liability is incurred, except for general obligation bond principal and interest which are reported as expenditures in the year due.

Major revenue sources susceptible to accrual include: property taxes, excise taxes on utilities, B&O taxes, hotel taxes, wine and liquor taxes, and intergovernmental revenues. In general, other revenues are recognized when cash is received.

Operating income reported in proprietary fund financial statements includes revenues and expenses related to the primary, continuing operations of the fund. Principal operating revenues for proprietary funds are charges to customers for sales or services. Principal operating expenses are the costs of providing goods or services and include administrative expenses and depreciation of capital assets. Other revenues and expenses are classified as non-operating in the financial statements.

FUND TYPES AND MAJOR FUNDS - The following describes fund types and major funds:

Governmental Funds - The City reports the following major governmental funds:

General Fund - reports as the primary fund of the City. This fund is used to account for all financial resources not reported in other funds.

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Coal Severance Tax Fund - established by City ordinance to account for coal severance taxes received from the State of West Virginia designated for purchases as allowed by State Code.

Proprietary Funds - The City reports the following enterprise funds:

Beckley Building Commission
Parking Revenue
Parks and Recreation
Wildwood House
Stormwater Utility

Other Fund Types - The City also reports the following fund types:

Pension Trust Funds - report fiduciary resources held in trust and the receipt, investment, and distribution of retirement contributions. The City's pension trust funds are limited to uniformed employees (policemen and firemen).

Agency Fund - accounts for fiduciary assets held by the City in a custodial capacity as an agent on behalf of others.

DEPOSITS AND INVESTMENTS - The City of Beckley, West Virginia's cash and cash equivalents are considered to be cash on hand, demand deposits and short-term investments with original maturities of less than three months from the date of acquisition. For purposes of the Statement of Cash Flows, restricted assets may be considered cash equivalents based on liquidity.

In accordance with GASB Statement No. 31, "Accounting and Financial Reporting for Certain Investments and for External Investment Pools", the City reports its investments at fair value, except for non-participating investment contracts (certificates of deposit and repurchase agreements) which are reported at cost, which approximates fair value. All investment income, including changes in fair value of investments, are recognized as revenue in the operating statement. Fair value is determined by quoted market prices.

Short-term investments are reported as cost, which approximates fair value. Securities traded on a national or international exchange are valued at the last reported sales price at current exchange rates. Managed funds related to the retirement systems not listed on an established market are reported at estimated fair value as determined by the respective fund managers based on quoted sales prices of underlying securities. Cash deposits are reported at carrying amount which reasonably estimates fair value. The composition of investments and fair values are presented in Note 3.

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

State statutes authorize the government to invest in the State Investment Pool or the Municipal Bond Commission or to invest such funds in the following classes of securities: Obligations of the United States or any agency thereof, certificates of deposit (which mature in less than one year), general and direct obligations of the State of West Virginia; obligations of the federal mortgage association; indebtedness secured by first lien deeds of trust for property situated within this state if the payment is substantially insured or guaranteed by the federal government; pooled mortgage trusts (subject to limitations); indebtedness of any private corporation that is properly graded by Standard & Poor and/or Moody's as A or higher; interest earning deposits which are fully insured or collateralized; and mutual funds registered with S.E.C. which have fund assets over three hundred million dollars.

State statute limitations concerning the aforementioned investments include the following: at no time can investment portfolios consist of more than seventy-five percent of the indebtedness of any private corporation nor can the portfolio have over twenty-five percent of its portfolio consisting of the indebtedness of a private corporation's debt which matures in less than one year; at no time may more than five percent of the portfolio be invested in securities issued by a single private corporation or association; and at no time can more than sixty percent of the portfolio be invested in equity mutual funds.

Municipal Pension Funds are governed as to type of investments by *West Virginia Code 8-22-22*. Pension funds are permitted to invest in all of the above mentioned types of investments with the exceptions of (1) Direct and general obligations of the state and (2) Pooled mortgage trusts. Additionally, pension funds are permitted to invest funds in the following categories of investments; (1) Repurchase agreements and (2) Common stock, securities convertible into common stocks, or warrants and rights to purchase such securities. Pension funds have different rules concerning the purchase of marketable debt securities.

The following restrictions apply only to pension portfolios and are separate and distinct from the limitations mentioned above: (1) fixed income securities which are issued by one issuer (with the exception of the United States government) are not to exceed five percent of the total pension fund assets; and (2) at no time can the equity portion of the portfolio exceed sixty percent of the total portfolio.

INVENTORIES AND PREPAIDS - Inventories in governmental funds which consist of materials and supplies are considered to be immaterial and, therefore, expended at the time of purchase. Material proprietary fund materials and supplies inventories are recorded at the lower of cost or market on a first-in, first-out basis. An expense is recorded at the time individual inventory items are used.

Prepaids record payments to vendors that benefit future reporting periods and are also reported on the consumption basis. Both inventories and prepaids are similarly reported in government-wide and fund financial statements.

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

CAPITAL ASSETS AND DEPRECIATION - The City's property, plant, equipment, and proprietary fund infrastructure with useful lives of more than one year are stated at historical cost, or estimated historical cost, if actual cost is unavailable, and are comprehensively reported in the government-wide financial statements. Proprietary capital assets are also reported in their respective fund financial statements. Donated assets are stated at fair value on the date donated. The costs of normal maintenance and repairs that do not add to the asset value or materially extend useful lives are not capitalized. Capital assets are depreciated using the straight-line method. When capital assets are disposed, the cost and applicable accumulated depreciation are removed from the respective accounts, and the resulting gain or loss is recorded in operations.

With the exception of the proprietary funds, the City has elected, under the transition rules of GASB 34, to report infrastructure assets in the accompanying government-wide financial statements. The City is in the process of recording these assets.

The City has not valued or capitalized all of its land holdings. Generally accepted accounting principles require these assets be capitalized. The effect of this departure from generally accepted accounting principles is not believed by management to be material to the financial statements.

Estimated useful lives, in years, for depreciable assets are as follows:

Land improvements	5 - 20
Buildings and improvements	10 - 50
General plant	5 - 67
Furniture, machinery, and equipment	4 - 10

LONG-TERM DEBT, DEFERRED DEBT EXPENSE, AND BOND DISCOUNTS/PREMIUMS- In the government-wide and proprietary financial statements, outstanding debt is reported as liabilities. Bond issuance costs, bond discounts or premiums, and the difference between the reacquisition price and the net carrying value of refunded debt are capitalized and amortized over the terms of the respective bonds using a method that approximates the effective interest method.

The governmental fund financial statements recognize the proceeds of debt and premiums as other financing sources of the current period. Issuance costs are reported as expenditures.

COMPENSATED ABSENCES - Full-time, permanent employees are granted vacation and other paid time off benefits in varying amounts to specified maximums depending on tenure with the City. Employees are entitled to their accrued vacation leave upon termination. The estimated liabilities include required salary-related payments. Compensated absences are reported as accrued in the government-wide and proprietary financial statements. The current portion of this debt is estimated based on historical trends. Governmental funds report only the compensated absence liability payable from expendable, available financial resources in the fund financial statements.

NOTE 2 - STEWARDSHIP, COMPLIANCE AND ACCOUNTABILITY

BUDGET POLICY AND PRACTICE - The Mayor and Recorder Treasurer submit an annual budget for the General Fund and Coal Severance Tax Fund to the City Council in accordance with the City Charter and state law. The budgets are prepared on prescribed forms and submitted for approval to the State Auditor's Office. These budgets are prepared in accordance with the following procedures:

1. The governing body of the municipality is required to hold a meeting or meetings between the seventh and twenty-eighth days of March to ascertain the financial condition of the municipality and to prepare the levy estimate (budget) for the fiscal year commencing July 1.

2. The budget is then forthwith submitted to the State Auditor's Office for approval.

3. The governing body then reconvenes on the third Tuesday in April to hear objections from the public and to formally lay the levy.

Revisions are authorized only with the prior written approval of the State Auditor's Office. The budgeted amounts reflected in the accompanying financial statements are such approved amounts.

BASIS OF BUDGETING - The General Fund and Coal Severance Tax Fund's appropriated budget is prepared on a detailed line item basis. This detail is then submitted to the West Virginia State Auditor's Office, Chief Inspector Division, for approval. Revenues are budgeted by source. Expenditures are budgeted by department. This constitutes the legal level of control. Expenditures may not exceed appropriations at this level. All budget revisions require approval by the City Council. Revisions that change a "departmental total" must also have approval of the West Virginia State Auditor, Chief Inspector. Revisions to the budget were made throughout the year.

The budgets for the General Fund and Coal Severance Tax Fund are prepared on the cash and expenditures/encumbrances basis. Revenues are budgeted in the year receipt is expected; and expenditures, which include encumbrances, are budgeted in the year that the applicable purchase orders are expected to be issued. The budget and actual financial statements are reported on this bases. Unencumbered appropriations for annually budgeted funds lapse at fiscal year-end.

NOTE 2 - STEWARDSHIP, COMPLIANCE AND ACCOUNTABILITY (CONTINUED)

Deficit in Net Changes in Fund Balances:

The following fund had deficit in net changes in fund balances for the year ended June 30, 2008:

Fund	Amount
Capital Reserve	$ 320,015

Funds were transferred from other funds to the Capital Reserve Fund to assist in paying for capital projects.

NOTE 3 - DEPOSITS AND INVESTMENTS

At year end, the government had the following investments:

	Fair Value	Credit Risk Rating: Moody's Investment Services
Primary Government		
Cash equivalent	$ 1,003,254	N/A
Federal Government Securities	421,398	Aaa to Aa3
Repurchase Agreements	251,797	Not Rated
Mutual Funds	855,797	Not Rated
Total	$ 2,531,691	
Interest Risk Rate	0 - 5 years	
Federal Government Securities	421,398	
Repurchase Agreements	251,242	
Mutual Funds	855,797	
Total	$ 1,528,437	
Component Unit		
Cash equivalent	$ 21,098	N/A
Repurchase agreements	86,372	Not Rated
	$ 107,470	

NOTE 3 - DEPOSITS AND INVESTMENTS (CONTINUED)

	Fair Value	Credit Risk Rating: Moody's Investment Services
Policemen's Pension and Relief		
Federal Government Securities	$ 6,006,672	Aaa
Mutual Funds	3,088,205	Not Rated
Corporate Bonds and Notes	2,283,612	Aaa to Baa2
Preferred Stocks	706,040	Aaa to A-
Common Stock	2,615,455	Not Rated
Total	$ 14,699,983	

Interest Risk Rate

	0 - 5 years	5 - 10 years	over 10 years
Federal Government Securities	$ 4,809,811	$ 1,196,861	$ -0-
Mutual Funds	3,088,205	-0-	-0-
Corporate Bonds	1,743,454	540,158	-0-
Preferred Stocks	706,040	-0-	-0-
Total	$ 10,347,510	$ 1,737,019	$ -0-

	Fair Value	Credit Risk Rating: Moody's Investment Services
Firemen's Pension and Relief		
Federal Government Securities	$ 4,633,117	Aaa
Mutual Funds	3,327,790	Not Rated
Corporate Bonds and Notes	2,089,548	Aaa to Baa1
Preferred Stocks	888,520	Aaa to A -
Common Stock	2,518,294	Not Rated
Total	$ 13,457,269	

Interest Risk Rate

	0 - 5 years	5 - 10 years	over 10 years
Federal Government Securities	$ 3,436,257	$ 1,196,860	$ -0-
Mutual Funds	3,327,790	-0-	-0-
Corporate Bonds	1,549,390	540,158	-0-
Preferred Stocks	888,520	-0-	-0-
Total	$ 9,201,957	$ 1,737,018	$ -0-

NOTE 3 - DEPOSITS AND INVESTMENTS (CONTINUED)

Interest Rate Risk
The government does not have a policy for interest rate risk.

Credit Risk
The government does not have a policy for credit risk in addition to state regulations. As of June 30, 2008, the government's investments were rated using Moody's Investment Services.

Concentration of Credit Risk
The government does not have a policy for concentration of credit risk. In accordance with GASB Statement No. 40, "Deposit and Investment Risk Disclosures", requires disclosure when the investment in any one issuer equals or exceeds 5% of the total amount of investments. At year end, the government had the following investments held with these issuers:

	Issuer	Fair Value	Percent
Primary Government			
	Federated Government Obligation Fund	$ 855,797	33.8%
Policemen's Pension and Relief			
	Washington Mutual Investors	956,458	6.5%
Firemen's Pension and Relief			
	Washington Mutual Investors	1,289,397	9.6%

Custodial Credit Risk
For deposits, the government could be exposed to risk in the event of a bank failure where the government's deposits may not be returned. The government does not have a deposit policy for custodial credit risk. At year end, the primary government's and fiduciary funds' reconciled bank balances were $1,555,054. All amounts were collateralized with securities held by the pledging financial institutions's trust department or agent in the government's name.

A reconciliation of cash and investments as shown on the Statement of Net Assets of the primary government and Statement of Net Assets of the Fiduciary Funds is as follows:

Primary Government	
Cash and cash equivalents	$ 1,536,154
Investments - uncollateralized	2,531,691
Total	$ 4,067,845
Fiduciary Funds	
Cash and cash equivalents	$ 18,900
Investments	24,148,209
Total	$24,167,109

NOTE 4 - RECEIVABLES, UNCOLLECTIBLE ACCOUNTS, AND DEFERRED REVENUE

ENTERPRISE RECEIVABLES AND UNCOLLECTIBLE ACCOUNTS

Significant receivables include amounts due from customers primarily for services and penalties. These receivables are due within one year. Certain enterprise funds report accounts receivable net of an allowance for uncollectible accounts and revenues net of uncollectibles. The allowance amount is estimated using accounts receivable past due more than 90 days. Related amounts are shown in the following table:

	Primary Government			
	Parks and Recreation	Stormwater Utility	Total	Component Unit
Unrestricted Accounts Receivable	$ 320	$ 42,497	$ 42,817	$ 333,244
Less: Allowance for Uncollectible Accounts	-0-	-0-	-0-	(3,332)
Net Accounts Receivable	$ 320	$ 42,497	$ 42,817	$ 329,912
Uncollectible Amounts Netted With Revenues	$ -0-	$ -0-	$ -0-	$ -0-

GOVERNMENTAL RECEIVABLES AND UNCOLLECTIBLE ACCOUNTS

Significant receivables include amounts due from customers for franchise fees and police fines. These receivables are due within one year. Certain funds report accounts receivable net of an allowance for uncollectible accounts and revenues net of uncollectibles. The allowance is estimated using accounts receivable past due more than 90 days. Related amounts are shown in the following table:

	Major Governmental Funds		
	General	Coal Severance	Total
Unrestricted Accounts Receivable	$ 2,769,189	$ 20,978	$ 2,790,167
Less: Allowance for Uncollectible Accounts	-0-	-0-	-0-
Net Accounts Receivable	$ 2,769,189	$ 20,978	$ 2,790,167

NOTE 4 - RECEIVABLES, UNCOLLECTIBLE ACCOUNTS, AND DEFERRED REVENUE (CONTINUED)

Governmental funds report deferred revenue in connection with receivables for revenue that are not considered to be available to liquidate liabilities of the current period. Governmental funds also defer revenue recognition in connections with resources that have been received, but not yet earned. At the end of the current fiscal year, the various components of deferred and unearned revenue reported in the governmental funds were as follows:

Delinquent property taxes receivable (general fund)	$ 67,370
Total deferred/unearned revenue for governmental funds	$ 67,370

PROPERTY TAXES RECEIVABLE, UNCOLLECTIBLE TAXES, DEFERRED REVENUE, AND PROPERTY TAX CALENDAR

The taxes on real property and the interest and other charges upon such taxes attach as an enforceable lien on the first day of July. There is no lien denominated as such on personal property; however, statutes provide that the sheriff of a county may distrain for delinquent taxes any goods and chattels belonging to a person assessed. All current taxes assessed on real and personal property may be paid in two installments; the first installment is payable on September first of the year for which the assessment is made, and becomes delinquent on October first, and the second installment is payable on the first day of the following March and becomes delinquent on April first. Taxes paid on or before the date when they are payable, including both first and second installments, are subject to a discount of two and one-half percent. If taxes are not paid on or before the date on which they become delinquent, including both first and second installments, interest at the rate of nine percent per annum is added from the date they become delinquent until paid. All municipalities within the state are authorized to levy taxes not in excess of the following maximum levies per $100 of assessed valuation: On Class I property, twelve and one-half cents (12.5¢); on Class II property, twenty-five cents (25.0¢); and on Class IV property, fifty cents (50.0¢). In addition, municipalities may provide for an election to lay an excess levy, the rates not to exceed fifty percent of such authorized maximum levies, provided that at least sixty percent of the voters cast ballots in favor of the excess levy.

The levy rates levied by City of Beckley, West Virginia, per $100 of assessed valuation for each class of property for the fiscal year ended June 30, 2008 were as follows:

Class of Property	Assessed Valuations For Tax Purposes	Current Expense	Taxes Levied
Class II	$ 191,111,574	25.00 ¢	$ 477,779
Class III	386,044,830	50.00 ¢	1,930,225

NOTE 4 - RECEIVABLES, UNCOLLECTIBLE ACCOUNTS, AND DEFERRED REVENUE (CONTINUED)

In the governmental fund financial statements, property taxes receivable are recorded in the General Fund once the levy is approved. At fiscal year-end, the receivables represent delinquent taxes. If delinquent taxes are not paid within 60 days of year end, they are recorded as deferred revenue. Deferred property taxes recorded in the accompanying governmental fund financial statements totaled $67,370. An allowance totaling $180,642 for uncollectible taxes has been established at year end. The allowance amount is estimated based on past experience.

In the government-wide financial statements, property taxes receivable and related revenue include all amounts due the City regardless of when cash is received.

INTERGOVERNMENTAL RECEIVABLES, GRANTS RECEIVABLE AND DEFERRED REVENUE

Intergovernmental receivables are primarily comprised of amounts due from other governmental entities. Revenue is recorded as earned when eligibility requirements are met. Grants receivable are recorded for expenses incurred in excess of grant funds received. Deferred revenues in the governmental fund financial statements also include unearned revenue and revenue received more than 60 days following year-end (unavailable to pay liabilities of the current period). Other deferred revenue consists of other taxes and intergovernment revenue received after 60 days. Deferred revenue received after 60 days is fully recognized as revenue in the government-wide statements if eligibility requirements are met.

NOTE 5 - RESTRICTED ASSETS

Certain proprietary fund assets are restricted for debt service and repair and replacement of capital assets. Total restricted assets, which consist of interest bearing checking accounts and deposits with the West Virginia Municipal Bond Commission, amounted to $167,844.

NOTE 6 - CAPITAL ASSETS

CHANGES IN CAPITAL ASSETS

Capital asset activity for the fiscal year ended June 30, 2008 was as follows:

	Primary Government			
	Beginning Balance	Increases	Decreases	Ending Balance
Governmental activities:				
Capital assets, not being depreciated:				
Land	$ 3,034,766	$ -0-	$ -0-	$ 3,034,766
Construction in progress	441,091	3,828,065	-0-	4,269,156
Total capital assets not being depreciated:	3,475,857	3,828,065	-0-	7,303,922
Capital assets being depreciated:				
Structures and improvements	1,711,074	-0-	-0-	1,711,074
Machinery and equipment	10,729,122	824,094	-0-	11,553,216
Infrastructure	1,342,631	193,590	-0-	1,536,221
Total accumulated depreciation	(10,667,528)	(654,632)	-0-	(11,322,160)
Total capital assets being depreciated, net	3,115,299	363,052	-0-	3,478,351
Governmental activities capital assets, net	6,591,156	4,191,117	-0-	10,782,273
Business-type activities:				
Capital assets, not being depreciated:	$ 2,953,574	$ 65,102	$ -0-	$ 3,018,676
Land	3,317	3,307	(3,317)	3,307
Construction in progress				
Total capital assets not being depreciated:	2,956,891	68,409	(3,317)	3,021,983
Capital assets being depreciated:				
Buildings	4,707,339	4,500	-0-	4,711,839
Structures and improvements	1,831,331	114,247	-0-	1,945,578
Machinery and equipment	429,099	104,661	-0-	533,760
Less: accumulated depreciation	(2,350,748)	(288,274)	-0-	(2,639,022)
Total capital assets being depreciated, net	4,617,021	(64,866)	-0-	4,552,155
Business-type activities capital assets, net	7,573,912	3,543	(3,317)	7,574,138
Primary Government Capital Assets, Net	$ 14,165,068	$ 4,194,660	$ (3,317)	$ 18,356,411

NOTE 6 - CAPITAL ASSETS (CONTINUED)

Depreciation expense was charged to functions/programs of the primary government as follows:

Governmental activities:	
General government	$ 36,445
Public safety	335,146
Highways and streets, including depreciation of general infrastructure assets	283,040
Total depreciation expense-governmental activities	$ 654,631
Business-type activities:	
Wildwood house	$ 6,765
Parking revenue	73,775
Parks & recreation	109,635
Building commission	97,153
Stormwater utility	946
Total depreciation expense-business-type activities	$ 288,274

	Beginning Balance	Increases	Decreases	Ending Balance
Component Unit:				
Capital assets, not being depreciated:	$ 2,953,574	$ 65,102	$ -0-	$ 3,018,676
Land	3,317	3,307	(3,317)	3,307
Construction in Progress				
Total capital assets not being depreciated:	2,956,891	68,409	(3,317)	3,021,983
Capital assets being depreciated:				
Buildings	4,707,339	4,500	-0-	4,711,839
Structures and improvements	1,831,331	114,247	-0-	1,945,578
Machinery and Equipment	429,099	104,661	-0-	533,760
Less: accumulated depreciation	(2,350,748)	(288,274)	-0-	(2,639,022)
Total Capital assets being depreciated, net	4,617,021	(64,866)	-0-	4,552,155
Component Unit capital assets, net	7,573,912	3,543	(3,317)	7,574,138

NOTE 7 - LEASE COMMITMENTS

CAPITAL LEASES

The City's outstanding lease agreements include the 2004 acquisition of a fire truck at a cost of $242,775 and the 2007 acquisition of a pumper truck at a cost of $256,490. The City has also entered into lease agreements as Lessee for financing the acquisition of vehicles and equipment for the Sanitary Board at a cost of $209,492. These lease agreements qualify as capital leases for accounting purposes, and, therefore have been recorded at the present value of the future minimum lease payments as of the inception dates.

The debt service for capital leases are:

	Governmental Activities General Fund		Component Unit	
Year Ending June 30,	Principal	Interest	Principal	Interest
2009	$ 104,691	$ 11,494	$ 34,423	$ 5,319
2010	77,533	7,095	35,825	3,647
2011	53,635	4,226	37,284	2,188
2012	56,200	1,661	34,366	402
Thereafter	-0-	-0-	-0-	-0-
Totals	$ 292,059	$ 24,476	$ 141,898	$ 11,556

Interest rates on capital leases vary from 3.88% to 4.92% and are based on the lower of the City's incremental borrowing rate at the inception of each lease or the lessor's implicit rate of return.

Total interest expense on capital leases for the fiscal year ended June 30, 2008 amounted to $22,798, all of which was expensed.

OPERATING LEASES

The government leases certain vehicles and other equipment under noncancellable operating leases. Total costs for such leases were $42,889 for the year ended June 30, 2008. The future minimum lease payments for these leases are as follows:

Year Ending June 30,	Amount
2009	$ 48,011
2010	33,408
2011	15,698
Total	$ 97,117

NOTE 8 - LONG-TERM DEBT

REVENUE BONDS

Revenue bonds outstanding as of June 30, 2008 consist of debt issued by the City for its Building Commission, Parking and Sewer facilities. The debt is payable solely from and secured by a pledge of the gross revenues to be derived from the operations of these activities.

Bond indentures contain significant requirements for annual debt service and flow of funds through various restricted accounts. The reporting entity is in compliance with all significant requirements of the various bond covenants.

RATE COVENANTS

	Net Gross Revenues	Amount Annual Debt Service	Percentage	Percentage Required
Parking Revenue	$ 303,607	$ 131,835	230%	125%

The provisions of the parking revenue bond covenant require that assets be accumulated in restricted accounts for the payment of future debt service. The covenant requires, at a minimum, that an amount equivalent to one third of the current year's debt service payment be maintained in a revenue account. A reserve account must also be funded with one-tenth of the highest debt service payment in any given year. The City held $136,133 in the reserve accounts to comply with the bond provisions.

	Net Gross Revenues	Amount Annual Debt Service	Percentage	Percentage Required
Beckley Sanitary Board	$ 1,974,321	$ 1,583,707	125%	115%

In addition, the Board is required to comply with the provisions of the bond agreements to meet reserve requirements.

NOTE 8 - LONG-TERM DEBT (CONTINUED)

CHANGES IN LONG-TERM DEBT

The following is a summary of changes in long-term debt for the year ended June 30, 2008:

Description and Purpose	Balance July 1, 2007	Issued	Retired	Balance June 30, 2008	Due Within One Year
Primary Government					
Governmental Activities					
Compensated Absences	$ 1,136,413	$ -0-	$ 180,456	$ 955,957	$ 81,466
Lease Obligations Payable	395,494	-0-	103,435	292,059	104,692
Net pension obligations	1,948,366	306,124	-0-	2,254,490	2,254,490
Other post employment benefits	-0-	130,295	-0-	130,295	130,295
Total Governmental Activities	3,480,273	436,419	283,891	3,632,801	2,570,943
Business-type Activities					
Revenue Bonds:					
Major Enterprise Fund					
Parking Fund	1,565,000	-0-	40,000	1,525,000	40,000
Building Commission	1,980,500	850,000	233,013	2,597,487	207,868
Less deferred amounts	(107,855)	-0-	(11,353)	(96,502)	(11,353)
Total Revenue Bonds	3,437,645	850,000	261,660	4,025,985	236,515
Compensated Absences	61,165	56,934	61,165	56,934	3,915
Total Business-type Activities	3,498,810	906,934	322,825	4,082,919	240,430
Total Primary Government Long-term Debt	$ 6,979,083	$ 1,343,353	$ 606,716	$ 7,715,720	$ 2,811,373

Description and Purpose	Balance July 1, 2007	Issued	Retired	Balance June 30, 2008	Due Within One Year
Revenue Bonds:					
Component Unit					
Sanitary Board					
Revenue Bonds	$ 18,396,091	$ -0-	$ 1,075,094	$ 17,320,997	$ 1,054,634
Less deferred amounts	(338,487)	-0-	(26,038)	(312,449)	(26,038)
Total Revenue Bonds	18,057,604	-0-	1,049,056	17,008,548	1,028,596
Bond Anticipation Notes	-0-	1,000,000	-0-	1,000,000	-0-
Lease Obligations Payable	180,216	-0-	38,318	141,898	34,101
Compensated Absences	102,366	-0-	41,970	60,396	10,198
Total Component Unit Long-Term Debt	$ 18,340,186	$ 1,000,000	$ 1,129,344	$ 18,210,842	$ 1,072,895

NOTE 8 - LONG-TERM DEBT (CONTINUED)

ADDITIONAL DEBT DISCLOSURE

Outstanding Bonds, Maturity Dates, and Interest Rates

Description and purpose	Issue Date	Maturity Date	Amount of Interest Rate(s)	Original Issue
Primary Government				
Business-type activities				
Revenue Bonds:				
Major Enterprise Funds				
Parking	06/15/98	12/01/28	5.90%	$ 1,840,000
Building Commission (Series 2005)	06/22/05	12/01/16	3.72%	2,300,000
Building Commission (Series 2007)	07/02/07	07/01/22	4.43%	850,000
Total				$ 4,990,900
Component Unit:				
Sanitary Board (Series 1998-A)	03/18/98	03/01/20	2.00%	11,000,000
Sanitary Board (Series 2004-A)	09/29/04	06/01/26	2.00%	9,039,000
Sanitary Board (Series 2005-A)	07/20/05	07/01/20	3.91%	2,045,000
Total				$ 22,084,000

In June 2008, City of Beckley issued Sewer System Bond Anticipation Note Series 2008A. The proceeds of the notes, net of issuance costs of $37,500 are to be used for construction projects. Bond anticipation notes outstanding at the end of year are as follows:

	Issue Date	Maturity Date	Interest Rate(s)	Amount of Original Issue	July 1, 2007	Issued	Retired	June 30, 2008
Bond Anticipation Notes Payable: Sanitary Board Series 2008A	06/05/08	06/05/10	2.48%	$ 1,000,000	$ -0-	$ 1,000,000	$ -0-	$ 1,000,000
Total					$ -0-	$ 1,000,000	$ -0-	$ 1,000,000

NOTE 8 - LONG-TERM DEBT (CONTINUED)

The annual debt service requirements to maturity, including principal and interest and administrative fees for bonds payable as of June 30, 2008 are as follows:

	BUSINESS TYPE ACTIVITIES				COMPONENT UNIT	
	Parking		Building Commission		Sanitary Board	
Year Ending June 30,	Principal	Interest	Principal	Interest	Principal	Interest and Fees
2009	$ 40,000	$ 89,635	$ 207,868	$ 99,116	$ 1,054,634	$ 480,717
2010	45,000	87,435	235,223	90,138	1,078,541	457,079
2011	45,000	84,960	244,452	81,009	1,103,033	435,914
2012	50,000	80,830	254,044	71,416	1,128,135	410,815
2013	55,000	77,733	264,016	61,445	1,153,855	385,096
2014 - 2018	310,000	336,890	1,102,271	168,265	6,132,570	1,563,214
2019 - 2023	425,000	229,362	289,614	27,518	3,974,170	682,258
2024 - 2028	555,000	85,403	-0-	-0-	1,696,059	198,617
Thereafter	-0-	-0-	-0-	-0-	-0-	-0-
Subtotal	1,525,000	1,072,248	2,597,488	598,907	17,320,997	4,613,710
Unamortized Deferred Loss	-0-	-0-	(96,502)	-0-	(312,449)	-0-
Total	$ 1,525,000	$ 1,072,248	$ 2,500,986	$ 598,907	$ 17,008,548	$ 4,613,710

In July, 2005, the City of Beckley, West Virginia issued Sewerage Refunding Revenue Bonds, Series 2005A ($2,405,000 par value) with an interest rate of 3.91% to advance refund the 1995A Sewer Revenue Bond issue. The Series 1995A Bonds carry an interest rate ranging from 4.7% to 6.75% and mature on October 1, 2025.

The Series 2005A Bonds were issued at a par value and issue costs totaled $103,451. At the time of refinancing, the Series 1995A Bonds had a net carrying amount of $2,387,769. The reacquisition price of the Series 1995A Bonds, which is the amount required to pay the principal and interest of the 1995A Bonds, totaled $2,778,331. The difference of $390,562 has been deferred and is being recognized as interest expense over the life of the Series 2005A Bonds. The advance refunding met the requirements of an in-substance debt defeasance and the Series 1995A Bonds were removed from the Sanitary Board's balance sheets.

NOTE 9 - CONTINGENT LIABILITIES

FEDERAL AND STATE GRANTS

In the normal course of operations, the City receives grant funds from various federal and state agencies. The grant programs are subject to audit by the granting authority, the purpose of which is to ensure compliance with conditions precedent to the granting of funds. Any liabilities for reimbursement which may arise as a result of these audits is not believed to be material in the opinion of the administration.

LITIGATION

The City is the defendant in a number of lawsuits arising principally in the normal course of operations. In the opinion of the administration the outcome of these lawsuits will not have a materially adverse effect on the accompanying financial statements and accordingly, no provision for losses has been recorded.

NOTE 10 - RECEIVABLES AND PAYABLES

Generally, outstanding balances between funds reported as "due to/from other funds" include outstanding charges by one fund to another for services or goods, subsidy commitments outstanding at year-end, activity between funds that are representative of lending/borrowing arrangements outstanding at the end of the fiscal year and other miscellaneous receivables/payables between funds.

The following schedule reports receivables and payables within the reporting entity at fiscal year-end:

Due From: Primary Government	Due To: Governmental Activities — Major Governmental Fund — General	Due To: Component Unit — Beckley Sanitary Board	Total Due From
Governmental Activities:			
Major Governmental Funds			
General	$ -0-	$ -0-	$ -0-
Other Governmental Funds	-0-	-0-	-0-
Business-type Activities:			
Major Enterprise Funds			
Parking Revenue	2,365	-0-	2,365
Parks and Recreation	196,409	-0-	196,409
Other Enterprise Funds	14,701	11,238	25,939
Component Unit			
Sanitary Board	41,210	-0-	41,210
Total Due To	$ 254,685	$ 11,238	$ 265,923

NOTE 11 - TRANSFERS AND PAYMENTS

Transfers and payments within the reporting entity are substantially for the purposes of subsidizing operating functions, funding capital projects and asset acquisitions, or maintaining debt service on a routine basis. Resources are accumulated in a fund to support and simplify the administration of various projects or programs.

The government-wide statement of activities eliminates transfers as reported within the segregated governmental and business-type activities columns. Only transfers *between* the two columns appear in this statement.

The following schedule reports transfers and payments within the reporting entity:

Transfer From	Transfers to		
	Governmental Activities Major Government Funds	Business-Type Activities Major Proprietary Funds	
	Capital Reserve	Parks & Recreation	Total Transfers From
Primary Government			
Governmental Activities:			
General Fund	$ -0-	$ 170,847	$ 170,847
Business-Type Activities:			
Building Commission	736,429	-0-	736,429
Total Transfers To	$ 736,429	$ 170,847	$ 907,276

NOTE 12 - RETIREMENT PLANS

SINGLE EMPLOYER PLANS

The City reporting entity participates in two single-employer, defined benefit, public employee retirement systems. Assets are held separately and may be used only for the payment of benefits to the members of the respective plans, as follows:

Primary Government: Policemen's Pension and Relief Fund provides benefits for all eligible employees of the City's Police Department paid on a full-time basis. Firemen's Pension and Relief Fund provides benefits for all eligible employees of the City's Fire Department paid on a full-time basis. The information contained in this Note is provided as of the latest actuarial valuation, July 1, 2007.

NOTE 12 - RETIREMENT PLANS (CONTINUED)

For additional information relating to basis of accounting and reporting investment values, see Notes 1 and 3.

	Policemen's Pension and Relief Fund	Firemen's Pension and Relief Fund
Memberships of the plans are as follows:		
Non-vested active members	40	38
Fully vested active members	5	3
Retirees and beneficiaries currently receiving benefits	42	47
Terminated plan members entitled to but not yet receiving benefits	1	-0-
Total	88	88

The following is a summary of funding policies, contribution methods, and benefit provisions:

	Policemen's Pension and Relief Fund	Firemen's Pension and Relief Fund
Determination of contribution requirements	Actuarially determined	Actuarially determined
Employer and state	Contribute annually an amount which, together with contributions from the members and the allocable portion of the state premium tax fund, will be sufficient to meet the normal cost of the fund and amortize any unfunded past service liability by the year 2031. Municipalities may utilize an alternative contribution method which allows the municipality to contribute no less than 107% of the prior years contribution provided the actuary certifies in writing that the fund will be solvent over the next 15 years under this method. In no event can the employer contribution be less than the normal cost as determined by the actuary.	Contribute annually an amount which, together with contributions from the members and the allocable portion of the state premium tax fund, will be sufficient to meet the normal cost of the fund and amortize any unfunded past service liability by the year 2031. Municipalities may utilize an alternative contribution method which allows the municipality to contribute no less than 107% of the prior years contribution provided the actuary certifies in writing that the fund will be solvent over the next 15 years under this method. In no event can the employer contribution be less than the normal cost as determined by the actuary.
Plan members	7% of covered payroll	7% of covered payroll
Funding of administrative costs	Investment earnings	Investment earnings
Period required to vest	No vesting occurs, if separation from employment occurs the member is entitled to a refund of his/her contributions only.	No vesting occurs, if separation from employment occurs the member is entitled to a refund of his/her contributions only.
Post-retirement benefit increases	Cost of living adjustments after employee has been retired for 2 years; adjustment calculated on the first $15,000 of the total annual benefit calculated by the percentage increase benefit shall not exceed four percent per year.	Cost of living adjustments after employee has been retired for 2 years; adjustment calculated on the first $15,000 of the total annual benefit calculated by the percentage increase benefit shall not exceed four percent per year.
Eligibility for distribution	20 years of credited service or age 65	20 years of credited service or age 65
Provisions for:		
Disability benefits	Yes	Yes
Death benefits	Yes	Yes

NOTE 12 - RETIREMENT PLANS (CONTINUED)

ANNUAL REQUIRED CONTRIBUTIONS

Actuarial assumptions and other information used to determine the annual required contributions (ARC) for both plans are located in the Required Supplementary Information on pages 49 through 52.

RESERVES

There are no assets legally reserved for purposes other than the payment of plan member benefits for either plan. The plans held no individual investments (other than U.S. government and U.S. government guaranteed obligations) whose market value exceeds five percent or more of net assets available for benefits. There are no long-term contracts for contributions.

Trend information is as follows:

	Policemen's Pension and Relief Fund			Firemen's Pension and Relief Fund		
Fiscal Year	Annual Pension Cost	Percentage Contributed	Net Pension Obligation(NPO)	Annual Pension Cost	Percentage Contributed	Net Pension Obligation (NPO)
2008	$ 204,109	152%	$ (239,006)	$ 517,296	66%	$ 2,254,490
2007	168,891	121%	(65,975)	571,547	60%	1,948,366
2006	163,000	102%	(14,737)	459,449	65%	1,696,773
2005	163,019	101%	(13,901)	456,011	61%	1,536,349
2004	160,602	34%	(13,083)	512,021	51%	1,359,800
2003	161,174	116%	(119,355)	505,680	48%	1,109,779
2002	161,382	108%	(94,219)	399,475	57%	848,191
2001	129,784	125%	(81,480)	394,978	54%	676,840

COST SHARING, MULTI-EMPLOYER PLAN

West Virginia Public Employees Retirement System

All City employees, with the exception of part-time employees and uniformed employees, participate in this cost sharing, multi-employer defined benefit public employees retirement system which covers employees of the State of West Virginia and its participating political subdivisions. The system is administered by the State of West Virginia and is funded by contributions from participants and employers, and state appropriations, as necessary.

NOTE 12 - RETIREMENT PLANS (CONTINUED)

The following is a summary of eligibility factors, contribution methods, and benefit provisions.

Eligibility to participate	All full time employees by a municipality other than uniformed employees
Authority establishing contribution obligations and benefit provisions	State statute
Plan members' contribution rate	4.5% of covered payroll
City's contribution rate	10.5% of covered payroll
Period required to vest	5 years
Benefits and eligibility for distribution (full-time)	2% of final average (highest 3 years out of the last 10 years) salary multiplied by years of service; 5 years age 60 or at least age 55 with age and service to equal 80
Deferred retirement option	Yes, 5 years credited service, including at least three years of contributing service age 62
Provisions for:	
Cost of living adjustments (normal retirement)	No
Death (duty, non-duty, post retirement)	Yes
Disability (duty, non-duty)	Yes
Cost of living allowances	No

Contributions required by State statute (City's portion):

Fiscal Year	Required Contribution	Percentage Contributed
2008	$	
2007	416,524	100%
2006	398,968	100%
2005	391,811	100%
2004	364,727	100%
2003	312,422	100%
2002	289,058	100%

NOTE 12 - RETIREMENT PLANS (CONTINUED)

The Public Employees' Retirement System issues a publicly available financial report that includes financial statements and required supplementary information. That information may be obtained by writing the Public Employees' Retirement System, Building 5, Room 1000, 1900 Kanawha Boulevard East, Charleston, WV 25305.

NOTE 13 - DEFERRED COMPENSATION PLAN

The City offers its employees a deferred compensation plan created in accordance with Internal Revenue Code Section 457. The plan, available to all full-time government employees at their option, permits participants to defer a portion of their salary until future years. The deferred compensation is not available to participants until termination, retirement, death or unforeseeable emergency.

All amounts of compensation deferred under the plan, all property and rights purchased with those amounts, and all income attributable to those amounts, property or rights are held for the exclusive benefit of the participants and their beneficiaries.

NOTE 14 - OTHER POSTEMPLOYMENT BENEFITS

In addition to the pension benefits described in Note 12, the City provides post retirement health benefits for certain retirees and their dependents. The government finances the plan on a pay-as-you-go basis. For the year ended June 30, 2008, the City recognized and incurred $141,754 of expenditures to the Retiree Health Benefit Trust Fund.

Additionally, the City has recorded a liability of $130,291 to the Public Employees Insurance Agency for seven previously retired employees or surviving dependents, which is to be paid in ten equal annual installments beginning fiscal year 2010.

NOTE 15 - RELATED PARTY TRANSACTION

The financial statements for the City of Beckley do not include the activities of the Beckley Housing Authority or the Beckley-Raleigh County Convention and Visitors Bureau. In accordance with the criteria established by the Governmental Accounting Standards Board, these agencies are considered completely separate reporting entities.

Financial information for the Beckley Housing Authority and Beckley-Raleigh County Convention and Visitors Bureau may be obtained by contacting the administrative offices at 100 Beckwoods Drive, Beckley, WV and 511 Ewart Avenue, Beckley, WV.

NOTE 16 - CONCENTRATION OF CREDIT RISK

The Sanitary Board is a supplier of sewer services to the residents and businesses of Beckley, West Virginia. The Parking Revenue Board provides parking in downtown Beckley and issues parking tickets. The aforementioned charges are provided on a credit basis without requiring collateral or any other security. Accounts receivable have been adjusted for all known uncollectible accounts. Accounts receivable are recorded net of an allowance for bad debts of $2,299 for the Sanitary Board. Accounts receivable for the Parking Board have been adjusted for all known uncollectible accounts. An allowance for bad debts in those funds has not been set up as the amount is not considered material.

NOTE 17 - RISK MANAGEMENT

The City is exposed to various risks of loss related to torts; theft of; damage to; destruction of assets; errors and omissions; and natural disasters for which the City carries insurance coverage for these various risks.

NOTE 18 - PRIOR PERIOD ADJUSTMENT

The following net asset balances required restatement at the beginning of the year as follows:

	Governmental Activities
Net assets, as previously stated	$ 9,431,342
Less: Retirement contributions payable	(130,296)
Net assets, restated	$ 9,301,046

REQUIRED SUPPLEMENTARY INFORMATION

CITY OF BECKLEY, WEST VIRGINIA
STATEMENT OF REVENUES, EXPENDITURES, AND CHANGES
IN FUND BALANCE - BUDGET AND ACTUAL
GENERAL FUND
FOR THE FISCAL YEAR ENDED JUNE 30, 2008

	Original	Final	Actual Amounts Budget Basis	Variance with Final Budget Positive (Negative)
REVENUES				
Taxes:				
Ad valorem property taxes	$ 2,298,933	$ 2,298,933	$ 2,426,935	$ 128,002
Business & occupation tax	8,255,000	8,255,000	9,136,974	881,974
Alcoholic beverages tax	185,000	185,000	171,114	(13,886)
Utility services tax	650,000	650,000	721,403	71,403
Hotel occupancy tax	500,000	800,000	848,767	48,767
Gas and oil severance tax	15,000	15,000	17,177	2,177
Other taxes	-0-	-0-	30,309	30,309
Licenses and permits	406,950	406,950	399,559	(7,391)
Intergovernmental:				
Federal	50,000	1,194,865	1,215,259	20,394
State	50,000	1,153,116	1,606,751	453,635
Charges for services	-0-	-0-	-0-	-0-
Fines and forfeits	20,000	200,000	135,878	(64,122)
Interest earnings	47,000	47,000	48,804	1,804
Refunds	-0-	-0-	670	670
Reimbursements	75,000	75,000	83,683	8,683
Contributions and donations	-0-	-0-	-0-	-0-
Miscellaneous	27,000	27,000	89,454	62,454
Accident reports	10,000	10,000	68,414	58,414
Recycling program	3,000	3,000	450	(2,550)
Video lottery	45,000	45,000	59,132	14,132
TOTAL REVENUES	12,817,883	15,365,864	17,060,733	1,694,869
EXPENDITURES				
Current:				
General government	2,408,207	4,775,648	4,067,387	708,261
Public safety	6,850,950	7,964,035	7,331,213	632,822
Streets and transportation	3,037,200	3,431,625	3,030,852	400,773
Health and sanitation	89,650	89,848	93,377	(3,529)
Culture and recreation	500,000	800,000	816,414	(16,414)
Social services	123,235	133,065	113,209	19,856
Capital projects	402,000	2,275,598	1,371,700	903,898
TOTAL EXPENDITURES	13,411,242	19,469,819	16,824,152	2,645,667
EXCESS (DEFICIENCY) OR REVENUES OVER (UNDER) EXPENDITURES	(593,359)	(4,103,955)	236,581	4,340,536

CITY OF BECKLEY, WEST VIRGINIA
STATEMENT OF REVENUES, EXPENDITURES, AND CHANGES
IN FUND BALANCE - BUDGET AND ACTUAL
GENERAL FUND (CONTINUED)
FOR THE FISCAL YEAR ENDED JUNE 30, 2008

	Original	Final	Actual Amounts Budget Basis	Variance with Final Budget Positive (Negative)
OTHER FINANCING SOURCES (USES)				
Transfers (out)	$ -0-	$ -0-	$ (229,042)	$ (229,042)
Transfers in	-0-	-0-	29,145	29,145
TOTAL OTHER FINANCING SOURCES (USES)	-0-	-0-	(199,897)	(199,897)
Net change in fund balance	(593,359)	(4,103,955)	36,684	4,140,639
Fund balances, beginning	593,359	4,103,955	4,616,489	512,531
Fund balances, ending	$ -0-	$ -0-	$ 4,653,173	$ 4,653,173

CITY OF BECKLEY, WEST VIRGINIA
STATEMENT OF REVENUES, EXPENDITURES, AND CHANGES
IN FUND BALANCE - BUDGET AND ACTUAL
COAL SEVERANCE FUND
FOR THE FISCAL YEAR ENDED JUNE 30, 2008

	Original	Final	Actual Amounts Budget Basis	Variance with Final Budget Positive (Negative)
REVENUES				
Taxes:				
Coal Severance Tax	$ 25,000	$ 25,000	$ 70,223	$ 45,223
Intergovernmental:				
Interest earnings	-0-	-0-	14	14
Reimbursements	-0-	-0-	-0-	-0-
TOTAL REVENUES	25,000	25,000	70,237	45,237
EXPENDITURES				
Current:				
General government	10,000	35,000	8,104	26,896
Streets and transportation	15,000	40,424	11,986	28,438
Capital projects	-0-	-0-	31,845	(31,845)
TOTAL EXPENDITURES	25,000	75,424	51,935	23,489
Net change in fund balance	-0-	(50,424)	18,302	68,726
Fund balances, beginning	-0-	50,424	82,936	32,512
Fund balances, ending	$ -0-	$ -0-	$ 101,238	$ 101,238

CITY OF BECKLEY, WEST VIRGINIA
REQUIRED SUPPLEMENTARY INFORMATION
DEFINED BENEFIT PENSION TRUSTS -
POLICEMEN'S PENSION AND RELIEF
YEAR ENDED JUNE 30, 2008

I. SCHEDULES OF FUNDING PROGRESS

Actuarial Valuation Date	Actuarial Value of Assets (a)	Actuarial Accrued Liability (AAL) -entry age (b)	Unfunded AAL (UAAL) (b-a)	Funded Ratio (a/b)	Covered Payroll ©	UAAL as a Percentage of Covered Payroll ((b-a)/©)
07/01/95	$ 8,259,909	$ 9,948,856	$ 1,688,947	83%	$ 1,251,390	135%
07/01/97	$ 9,609,366	$ 12,308,512	$ 2,699,146	78%	$ 1,490,732	181%
07/01/98	$ 10,850,981	$ 12,224,739	$ 1,373,758	89%	$ 1,621,645	85%
07/01/00	$ 12,075,267	$ 14,388,980	$ 2,313,713	84%	$ 1,536,875	151%
07/01/02	$ 13,020,182	$ 15,577,440	$ 2,557,258	84%	$ 1,361,100	188%
07/01/04	$ 14,258,456	$ 16,843,940	$ 2,585,484	85%	$ 1,720,590	150%
07/01/06	$ 15,193,871	$ 20,959,700	$ 5,765,829	72%	$ 1,700,890	339%
07/01/07	$ 16,348,122	$ 21,299,490	$ 4,951,368	77%	$ 1,668,520	297%

II. SCHEDULES OF EMPLOYER CONTRIBUTIONS

Fiscal Year	Annual Required Contribution	Percentage Contributed
06/30/96	$ 116,117	100%
06/30/97	124,127	100%
06/30/98	244,285	54%
06/30/99	149,972	100%
06/30/00	130,936	124%
06/30/01	130,936	133%
06/30/02	163,316	121%
06/30/03	163,316	33%
06/30/04	163,316	100%
06/30/05	142,055	115%
06/30/06	169,636	97%
06/30/07	318,803	64%
06/30/08	204,109	152%

The City makes contributions to the pension plan equal to the amount required by State Statute. The funding formula for 1999 was changed by the State resulting in the above 1999 percentage contributed.

III. NOTES TO REQUIRED SUPPLEMENTARY INFORMATION

In the Schedule of City Contributions, the ARC is based on the H.B. 2625 minimnm funding method for periods beginning before July 1, 1997.

In the Schedule of Employer Contributions, for periods beginning July 1, 1997 and after, the Annual Required Contribution is based on the Projected Unit Credit Actuarial Cost Method as calculated above.

III. NOTES TO REQUIRED SUPPLEMENTARY INFORMATION (CONTINUED)

The table below summarizes certain information about this actuarial report.

Valuation date	July 1, 2007
Actuarial cost method	Projected unit credit
Amortization method	Level percentage open
Remaining amortization period	30 years (Level percentage)
Asset valuation method	Market value
Actuarial assumptions:	
Investment rate of return*	6.75%
Projected salary increases*	12.00% per year first four years, 4.5% thereafter
*Includes inflation at	3.0%
Cost of living adjustments	$15,000 of annual pension is increased by the lesser of inflation and 4%, but 75% of purchasing power is maintained.

CITY OF BECKLEY, WEST VIRGINIA
REQUIRED SUPPLEMENTARY INFORMATION
DEFINED BENEFIT PENSION TRUSTS -
FIREMEN'S PENSION AND RELIEF
YEAR ENDED JUNE 30, 2008

I. SCHEDULES OF FUNDING PROGRESS

Actuarial Valuation Date	Actuarial Value of Assets (a)	Actuarial Accrued Liability (AAL) -entry age (b)	Unfunded AAL (UAAL) (b-a)	Funded Ratio (a/b)	Covered Payroll c	UAAL as a Percentage of Covered Payroll ((b-a)/c)
07/01/95	$ 9,868,588	$ 14,174,052	$ 4,305,464	70%	$ 1,274,910	338%
07/01/97	$ 11,143,263	$ 16,710 635	$ 5,567,372	67%	$ 1,344,725	414%
07/01/98	$ 12,723,954	$ 17,448,577	$ 4,724,623	73%	$ 1,394,005	339%
07/01/00	$ 13,402,146	$ 19,460,620	$ 6,058,474	69%	$ 1,321,280	459%
07/01/02	$ 13,766,701	$ 21,230,420	$ 7,643,719	65%	$ 1,523,950	490%
07/01/04	$ 14,308,058	$ 22,800,570	$ 8,492,512	63%	$ 1,500,840	566%
07/01/06	$ 14,496,459	$ 25,303,910	$ 10,834,451	57%	$ 1,667,880	650%
07/01/07	$ 15,393,310	$ 25,336,980	$ 9,943,670	61%	$ 1,697,630	586%

II. SCHEDULES OF EMPLOYER CONTRIBUTIONS

Fiscal Year	Annual Required Contribution	Percentage Contributed
06/30/95	$ 141,800	100%
06/30/96	151,725	100%
06/30/97	162,346	105%
06/30/98	405,126	43%
06/30/99	322,157	58%
06/30/01	382,731	56%
06/30/03	485,122	50%
06/30/04	485,122	54%
06/30/05	429,526	65%
06/30/06	429,526	70%
06/30/07	530,421	60%
06/30/08	517,296	66%

The City makes contributions to the pension plan equal to the amount required by State Statute. The funding formula for 1999 was changed by the State resulting in the above 1999 percentage contributed.

III. NOTES TO REQUIRED SUPPLEMENTARY INFORMATION

In the Schedule of City Contributions, the ARC is based on the H.B. 2625 minimum funding method for periods beginning before July 1, 1997.

In the Schedule of Employer Contributions, for periods beginning July 1, 1997 and after, the Annual Required Contribution is based on the Projected Unit Credit Actuarial Cost Method as calculated above.

CITY OF BECKLEY, WEST VIRGINIA
REQUIRED SUPPLEMENTARY INFORMATION
DEFINED BENEFIT PENSION TRUSTS -
FIREMEN'S PENSION AND RELIEF (CONTINUED)
YEAR ENDED JUNE 30, 2008

III. NOTES TO REQUIRED SUPPLEMENTARY INFORMATION (CONTINUED)

The table below summarizes certain information about this actuarial report.

Valuation date	July 1, 2007
Actuarial cost method	Projected unit credit
Amortization method	Level percentage open
Remaining amortization period	30 years (Level percentage)
Asset valuation method	Market value
Actuarial assumptions:	
Investment rate of return*	7.00%
Projected salary increases*	11.00% per year first four years, 5.0% thereafter
*Includes inflation at	3.0%
Cost of living adjustments	$15,000 of annual pension is increased by the lesser of inflation and 4%, but 75% of purchasing power is maintained.

ACCOMPANYING INFORMATION

CITY OF BECKLEY, WEST VIRGINIA
SCHEDULE OF EXPENDITURES OF FEDERAL AWARDS
YEAR ENDED JUNE 30, 2008

Federal Grantor/ Pass-Through Grantor Program Title	Federal CFDA Number	Pass-Through Entity Number	Total Grantor Expenditures
U.S. Department of Housing and Urban Development			
Direct Programs:			
Brownsfield Economic Development Initiative	14.246	N/A	$ 775,438
Total U.S. Department of Housing and Urban Development			775,438
U.S. Department of Justice			
Direct Programs:			
Digital Video Forensics Project	16.579	N/A	22
Bulletproof Vest Partnership	16.607	N/A	3,493
Pass Through West Virginia Department of Motor Vehicles			
Digital In-Car Cameras	16.710	F07 COPS-129	76,000
Total Department of Justice			79,515
U.S. Department of Interior			
Direct Program:			
Coal Heritage Authority	15.N/A		250,000
Pass Through West Virginia Development Office			
Outdoor Recreation Grant	15.916	07WFC0454	15,865
Total U.S. Department of Interior			265,865
U.S. Department of Transportation			
Direct Programs:			
Beckley Intermodal Gateway	20.500	N/A	506,283
Pass Through West Virginia Department of Transportation			
Highway Safety Cluster:			
State and Community Highway Safety	20.600	Note 2	206,561
Traffic Safety and Drunk Driving Prevention	20.601	Note 2	356,982
Occupant Protection	20.602	Note 2	91,061
Federal Highway Safety Data Improvement Incentive	20.603	Note 2	40,018
I-64Transfer Funds/Alcohol	20.608	F08-HS-09-164 AL	37,548
Safety Belt Performance Grants	20.609	Note 2	67,212
Incentive Grants to Prohibit Racial Profiling	20.611	Note 2	171,981
Child Safety and Booster Seat Incentive	20.613	Note 2	45,030
Highway Planning and Construction	20.205	Note 2	2,507,953
Total Department of Transportation			4,030,629

CITY OF BECKLEY, WEST VIRGINIA
SCHEDULE OF EXPENDITURES OF FEDERAL AWARDS (CONTINUED)
YEAR ENDED JUNE 30, 2008

Federal Grantor/ Pass-Through Grantor Program Title	Federal CFDA Number	Pass-Through Entity Number	Total Grantor Expenditures
Department of Homeland Security			
Pass through West Virginia			
Office of Emergency Services			
Homeland Security Grant	97.067	06-SHS-28	$ 129,215
Total Department of Homeland Security			129,215
TOTAL FEDERAL ASSISTANCE			$ 5,280,662

CITY OF BECKLEY, WEST VIRGINIA
NOTES TO THE SCHEDULE OF EXPENDITURES OF FEDERAL AWARDS
FOR THE FISCAL YEAR ENDED JUNE 30, 2008

NOTE 1 - BASIS OF PRESENTATION

The accompanying Schedule of Expenditures of Federal Awards includes the federal grant activity of the City of Beckley and is presented on the modified accrual basis of accounting. The information in this schedule is presented in accordance with the requirements of OMB Circular A-133, *Audits of States, Local Governments, and Non-Profit Organizations*. Therefore, some amounts presented in this schedule may differ from amounts presented in, or used in the preparation of, the financial statements.

NOTE 2 - PASS-THROUGH ENTITY IDENTIFYING NUMBERS

The following programs have multiple pass-through entity identifying numbers.

Program Title	Federal CFDA Number	Entity Identifying Number	
State and Community Highway Safety	20.600	F07-HS-09	F08-HS-09-410
		F07-HS-07-402	F07-HS-14-402
		F08-HS-07-402	F08-HS-14-402
Traffic Safety and Drunk Driving Prevention	20.601	F08-HS-14-154	F07-AL-04
		F08-HS-14-410	F07-HS-14-154
		F08-HS-09-410	F08-HS-07-154
		F07-HS-07-154	F08-HS-07-410
Occupant Protection	20.602	F08-HS-15-DOH	
		F07-157-ONCOP-03-20	
		F07-157INV5-20	
Federal Highway Safety Data Improvement Incentive	20.603	F08-HS-14-408	
		F08-HS-09-408	
Safety Belt Performance Grants	20.609	F08-HS-09-OP157	
		F08-HS-14-163/157	
		F08-HS-09-DOT/DOH163/157	
		F08-HS-07-163/157	
		F07-DOT-OBLIG6	
Incentive Grants to Prohibit Racial Profiling	20.611	F08-HS-14-1906	
		F08-HS-07-1906	
		F08-HS-09-1906	

CITY OF BECKLEY, WEST VIRGINIA
NOTES TO THE SCHEDULE OF EXPENDITURES
OF FEDERAL AWARDS (CONTINUED)
FOR THE FISCAL YEAR ENDED JUNE 30, 2008

NOTE 2 - PASS-THROUGH ENTITY IDENTIFYING NUMBERS (CONTINUED)

Child Safety and Child Booster Seat Incentive	20.613	F07-CS-02 F08-HS-07-2011 F08-HS-14-2011
Highway Planning and Construction	20.205	TECH-2006 (033)E STP-2006 (034)E

REPORTS ON COMPLIANCE AND INTERNAL CONTROL

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CHARLES D. WEBB, MBA,CPA

MEMBERS
AMERICAN INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS
WV SOCIETY OF CERTIFIED PUBLIC ACCOUNTANTS

REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING AND ON COMPLIANCE AND OTHER MATTERS BASED ON AN AUDIT OF FINANCIAL STATEMENTS PERFORMED IN ACCORDANCE WITH *GOVERNMENT AUDITING STANDARDS*

The Honorable Mayor and Council
City of Beckley
Beckley, West Virginia

We have audited the financial statements of the government activities, the business-type activities, the aggregate discretely presented component units, each major fund, and the aggregate remaining fund information of City of Beckley, West Virginia, as of and for the year ended June 30, 2008, which collectively comprise the City of Beckley, West Virginia's basic financial statements and have issued our report thereon dated March 13, 2009. We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States.

Internal Control Over Financial Reporting

In planning and performing our audit, we considered City of Beckley, West Virginia's internal control over financial reporting as a basis for designing our auditing procedures for the purpose of expressing our opinions on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the City of Beckley, West Virginia's internal control over financial reporting. Accordingly, we do not express an opinion on the effectiveness of the City of Beckley, West Virginia's internal control over financial reporting.

A control deficiency exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent or detect misstatements on a timely basis. A significant deficiency is a control deficiency, or combination of control deficiencies, that adversely affects the City of Beckley, West Virginia's ability to initiate, authorize, record, process or report financial data reliably in accordance with generally accepted accounting principles such that there is more than a remote likelihood that a misstatement of the City of Beckley, West Virginia's financial statements that is more than inconsequential will not be prevented or detected by the City of Beckley, West Virginia's internal control.

A material weakness is a significant deficiency, or combination of significant deficiencies, that results in more than a remote likelihood that a material misstatement of the financial statements will not be prevented or detected by the City of Beckley, West Virginia's internal control.

Our consideration of internal control over financial reporting was for the limited purpose described in the first paragraph of this section and would not necessarily identify all deficiencies in internal control that might be significant deficiencies or material weaknesses. We did not identify any deficiencies in internal control over financial reporting that we consider to be material weaknesses, as defined above.

Compliance and Other Matters

As part of obtaining reasonable assurance about whether the City of Beckley, West Virginia's financial statements are free of material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements, noncompliance with which could have a direct and material effect on the determination of financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our audit, and accordingly, we do not express such an opinion. The results of our tests disclosed instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards* which were described in the accompanying Schedule of Findings and Questioned Costs as items (2008-1 through 2008-3).

We noted certain matters that we reported to management of City of Beckley, West Virginia in a separate letter dated March 13, 2009.

This report is intended solely for the information and use of the management, City Council, others within the entity, and federal awarding agencies and pass-through entities and is not intended to be and should not be used by anyone other than these specified parties.

Sheldon Webb, Pllc

March 13, 2009

[FORM OF OPINION OF BOND COUNSEL]

[Date of Delivery]

$1,500,000*
CITY OF BECKLEY (WEST VIRGINIA)
PARKING SYSTEM REFUNDING REVENUE BONDS,
SERIES 2009 (BANK QUALIFIED)

City of Beckley
Beckley, West Virginia

Crews & Associates, Inc.
Charleston, West Virginia

Ladies and Gentlemen:

We have examined a record of proceedings relating to the issuance by the City of Beckley, West Virginia (the "Issuer") of its $1,500,000* aggregate principal amount of Parking System Refunding Revenue Bonds, Series 2009 (the "Series 2009 Bonds").

The Series 2009 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 16 and Chapter 13, Article 2E of the West Virginia Code of 1931, as amended (collectively, the "Act"), and a Bond Ordinance duly enacted by the Issuer on July 14, 2009, as supplemented by a Supplemental Parameters Resolution duly adopted by the Issuer on July 14, 2009 (collectively, the "Ordinance"), and are subject to all the terms and conditions of the Ordinance. All capitalized terms used herein and not otherwise defined shall have the meanings set forth in the Ordinance when used herein.

The Series 2009 Bonds are issued in fully registered form, are dated _____, 2009, upon original issuance, mature on June 15 in the years and amounts and bear interest payable each June 15 and December 15, commencing December 15, 2009, as set forth in the Certificate of Determinations.

The Series 2009 Bonds shall be subject to optional and mandatory sinking fund redemption prior to maturity on the dates, in the amounts and at the redemption prices, all as set forth in the Certificate of Determinations.

*Preliminary, subject to change.

The Ordinance provides that the Series 2009 Bonds are issued for the purpose of currently refunding the Issuer's Parking System Revenue Bonds, Series 1998 (the "Series 1998 Bonds"), funding a debt service reserve account for the Series 2009 Bonds and paying costs of issuance of the Series 2009 Bonds and related costs.

The Series 2009 Bonds have been sold to Crews & Associates, Inc. (the "Original Purchaser"), pursuant to a Bond Purchase Agreement dated _____, 2009, and accepted by the Issuer (the "Bond Purchase Agreement").

As to questions of fact material to our opinion, we have relied upon representations of the Issuer, the Original Purchaser and other entities contained in the Ordinance, the Certificate of Determinations, the Bond Purchase Agreement, the Continuing Disclosure Agreement, the Tax Certificate and in the certified proceedings and other certifications of certain officials furnished to us without undertaking to verify the same by independent investigation.

Based upon the foregoing, and assuming compliance with the covenants and representations of the Issuer and others set forth in the Ordinance, the Bond Purchase Agreement, the Continuing Disclosure Agreement, the Tax Certificate and such certifications, we are of the opinion, under existing law, that:

1. The Issuer is a duly organized and validly existing municipal corporation under and pursuant to the laws of the State of West Virginia, with full power and authority to adopt and enact the Ordinance, execute the Certificate of Determinations, enter into the Bond Purchase Agreement and the Continuing Disclosure Agreement, deliver the Tax Certificate, perform its obligations under the terms and provisions thereof and to issue and sell the Series 2009 Bonds, all under the provisions of the Act and other applicable provisions of law.

2. The Issuer, through its governing body, has legally and effectively adopted and enacted the Ordinance, has authorized, executed and delivered the Certificate of Determinations, Bond Purchase Agreement, the Continuing Disclosure Agreement, the Tax Certificate, has authorized the distribution of the Official Statement in connection with the marketing and sale of the Series 2009 Bonds, and has issued and delivered the Series 2009 Bonds to the Original Purchaser pursuant to the Bond Purchase Agreement. The Ordinance is in full force and effect as of the date hereof.

3. Assuming due authorization, execution and delivery by the other parties thereto, the Bond Purchase Agreement, the Continuing Disclosure Agreement and the Tax Certificate constitute valid, legal, binding and enforceable instruments of the Issuer in accordance with their respective terms.

4. The Series 2009 Bonds have been duly authorized, executed and delivered by the Issuer and, assuming proper authentication, constitute valid and legally enforceable limited obligations of the Issuer, payable from, and secured by a lien on, the Net Revenues of the System. The Series 2009 Bonds are enforceable in accordance with their terms and the terms of the Ordinance, and are entitled to the benefits of the Ordinance and the Act.

5. The Series 1998 Bonds have been paid within the meaning and with the effect expressed in the ordinance, as supplemented, pursuant to which they were issued, and the covenants, agreements and other obligations of the Issuer to the holders and owners of the Series 1998 Bonds have been satisfied and discharged.

6. Under existing laws, regulations, published rulings and judicial decisions of the United States of America, as presently written and applied, the interest on the Series 2009 Bonds (including any original issue discount properly allocable to owners of the Bonds) is excludable from gross income of the holders thereof for federal income tax purposes and is not an item of tax preference for purposes of the federal alternative minimum tax imposed upon individuals and corporations. It should be noted, however, that for the purpose of computing the alternative minimum tax on corporations (as defined for federal income tax purposes), such interest is taken into account in determining adjusted current earnings. Ownership of tax-exempt obligations, including the Series 2009 Bonds, may result in collateral federal income tax consequences to certain taxpayers, including without limitation, financial institutions, property and casualty insurance companies, individual recipients of Social Security or Railroad Retirement benefits, and taxpayers who may be deemed to have incurred or continued indebtedness to purchase or carry such obligations. We offer no opinion as to such collateral tax consequences or any other federal tax consequences arising with respect to the Series 2009 Bonds. Prospective purchasers of the Series 2009 Bonds should consult their own tax advisors as to such consequences. The opinions set forth above are subject to the condition that the Issuer comply, on a continuing basis, with all requirements of the Internal Revenue Code of 1986, as amended, and regulations thereunder (collectively, the "Code") that must be satisfied subsequent to issuance of the Series 2009 Bonds for interest thereon to be or continue to be excludable from gross income for federal income tax purposes and with all certifications, covenants and representations which may affect the excludability from gross income of the interest on the Series 2009 Bonds set forth in the Ordinance, the Tax Certificate and the certifications of the Issuer and others. Failure to comply with such Code provisions or such certifications, covenants and representations could cause the interest on the Series 2009 Bonds to be includable in gross income retroactive to the date of issuance of the Series 2009 Bonds.

7. Under the Act, the Series 2009 Bonds and the interest thereon are exempt from all taxation by the State of West Virginia or any county, municipality, political subdivision or agency thereof.

8. The Issuer has designated the Series 2009 Bonds as "qualified tax-exempt obligations" for purposes of Section 265(b)(3)(B) of the Code.

9. The Series 2009 Bonds are exempted securities within the meaning of Section 3(a)(2) of the Securities Act of 1933, as amended, and the West Virginia Uniform Securities Act, as amended, and it is not necessary, in connection with the public offering and sale of the Series 2009 Bonds, to register any securities under said Securities Acts.

It is to be understood that the rights of the holders of the Series 2009 Bonds and the enforceability of the Series 2009 Bonds, the Ordinance, the Bond Purchase Agreement, the Continuing Disclosure Agreement, the Tax Certificate, and the liens, pledges, rights or remedies with respect thereto, are subject to and may be limited by any applicable bankruptcy, reorganization, insolvency, moratorium or other similar laws heretofore or hereafter enacted affecting creditors' rights or remedies generally and that their enforcement may also be subject to the application of public policy, general principles of equity and the exercise of judicial discretion in appropriate cases.

We have examined the executed and authenticated Series 2009 Bonds of said issue, and in our opinion, said Series 2009 Bonds are in proper form and have been duly executed and authenticated.

Very truly yours,

STEPTOE & JOHNSON PLLC

Appendix D

Form of Continuing Disclosure Certificate

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Form of Continuing Disclosure Certificate

$1,500,000*
CITY OF BECKLEY (WEST VIRGINIA)
PARKING SYSTEM REFUNDING REVENUE BONDS
SERIES 2009 (BANK QUALIFIED)

CONTINUING DISCLOSURE CERTIFICATE

This Continuing Disclosure Certificate (this "Certificate") is executed and delivered this ____ day of _____, 2009, by the City of Beckley (the "City"), in connection with the issuance of its $1,500,000* Parking System Refunding Revenue Bonds, Series 2009 (the "Series 2009 Bonds"). The Series 2009 Bonds are being issued pursuant to a bond ordinance enacted by the Common Council of the City on July 14, 2009, and a supplemental resolution adopted by the Common Council of the City on July 14, 2009 (collectively, the "Ordinance"). The City covenants and agrees as follows:

SECTION 1. Purpose of Certificate. This Certificate is being executed and delivered by the City for the benefit of the holders and beneficial owners of the Series 2009 Bonds and in order to assist the Underwriter in complying with SEC Rule 15c2-12(b)(5).

SECTION 2. Definitions. In addition to the definitions set forth in the Ordinance and the Bond Purchase Agreement, which apply to any capitalized term used in this Certificate unless otherwise defined in this Section, the following capitalized terms shall have the following meanings:

"Annual Financial Information" means the financial information (which shall be based on financial statements prepared in accordance with generally accepted accounting principles ("GAAP")), provided at least annually, of the type included in those sections of the final official statement with respect to the Series 2009 Bonds attached thereto as Appendix B, which Annual Financial Information shall include Audited Financial Statements if available on the due date set forth herein, and, if not then available, unaudited financial statements.

"Audited Financial Statements" means the City's annual financial statements, prepared in accordance with GAAP, which financial statements shall have been audited by a firm of independent certified public accountants.

"Beneficial Owner" shall mean any person who has the power, directly or indirectly, to vote or consent with respect to, or to dispose of ownership of, any the Series 2009 Bonds (including persons holding the Series 2009 Bonds through nominees, depositories or other intermediaries).

*Preliminary, subject to change.

"Dissemination Agent" shall initially mean the City and any later appointed Dissemination Agent or any successor Dissemination Agent designated in writing by the City and which has filed with the City a written acceptance of such designation.

"EMMA" means the Electronic Municipal Market Access system described in 1934 Act Release No. 59062 and maintained by the Municipal Securities Rulemaking Board for purposes of the Rule.

"Listed Events" shall mean any of the events listed in Section 5(a) of this Certificate.

"National Repository" shall mean the Municipal Securities Rulemaking Board, Washington, D.C., the sole Nationally Recognized Municipal Securities Information Repository for purposes of the Rule, effective as of July 1, 2009.

"Purchase Contract" shall mean the Bond Purchase Agreement dated _____, 2009, between the Underwriter and the City, by which the Underwriter offered to purchase the Series 2009 Bonds from the City upon the terms set forth therein.

"Repository" shall mean each National Repository and the State Repository.

"Rule" shall mean Rule 15c2-12(b)(5) adopted by the Securities and Exchange Commission under the Securities Exchange Act of 1934, as the same may be amended from time to time.

"Series 2009 Bonds" shall mean the $1,500,000* Parking System Refunding Revenue Bonds, Series 2009.

"State" shall mean the State of West Virginia.

"State Repository" shall mean any public or private repository or entity designated by the State as the state repository for the purpose of the Rule and recognized as such by the Securities and Exchange Commission. As of the date of this Certificate, there is no State Repository.

"Underwriter" shall mean Crews & Associates, Inc., the original underwriter of the Series 2009 Bonds, who is required to comply with the Rule in connection with offering of the Series 2009 Bonds.

*Preliminary, subject to change.

SECTION 3. Provision of Annual Reports.

(a) The City shall, or shall cause the Dissemination Agent to, not later than 150 days after the end of the City's fiscal year (presently June 30), commencing with the report for the Fiscal Year ending June 30, 2009, provide to each Repository Annual Financial Information and Audited Financial Statements, which are consistent with the requirements of Section 4 of this Certificate. The Annual Financial Information and Audited Financial Statements may be submitted as a single document or as separate documents comprising a package, and may cross-reference other information as provided in Section 4 of this Certificate. If the City's fiscal year changes, the City shall give notice of such change in the same manner as for a Listed Event under Section 5(a).

(b) Not later than fifteen (15) Business Days prior to said date, the City shall provide the Annual Financial Information and Audited Financial Statements to the Dissemination Agent (if other than the City). If the City is unable to provide to the Repositories its Annual Financial Information and Audited Financial Statements by the date required in subsection (a), the City shall send a notice to the Repositories, in substantially the form attached as Exhibit A.

(c) The Dissemination Agent shall:

(i) determine each year prior to the date for providing the Annual Financial Information and Audited Financial Statements the name and address of each Repository; and

(ii) if the Dissemination Agent is other than the City, file a report with the City certifying that the Annual Financial Information and Audited Financial Statements have been provided pursuant to this Certificate, stating the date it was provided and listing the Repositories to which it was provided.

(d) Effective on July 1, 2009 and thereafter, all documents provided to the Municipal Securities Rulemaking Board shall be provided in an electronic formant and shall be accompanied by identifying information as prescribed by the Municipal Securities Rulemaking Board.

SECTION 4. Content of Annual Financial Information and Audited Financial Statements. The City's Annual Financial Information and Audited Financial Statements shall contain or include by reference the following:

(a) Within ninety (90) days after receipt by the City of the City's fiscal year ended June 30, 2009 fiscal year and each subsequent fiscal year, for delivery to each Repository in the format required by the Rule, unaudited general purpose financial statements of the City, and

(b) Within one hundred fifty (150) days of the City's fiscal year ended June 30, 2009, and each subsequent fiscal year, for delivery to each Repository in the format required by the Rule, such information and data of the City for the prior fiscal year, including the audited

financial statements, prepared in accordance with generally accepted accounting principles in effect from time to time.

Any or all of the items listed above may be included by specific reference to other documents, including official statements of debt issues of the City or related public entities, which have been submitted to each of the Repositories or the Securities and Exchange Commission. If the document included by reference is a final official statement it must be available from the Municipal Securities Rulemaking Board. The City shall clearly identify each such other document so included by reference.

SECTION 5. Reporting of Significant Events.

(a) Pursuant to the provisions of this Section 5, the City shall give, or cause to be given, notice of the occurrence of any of the following events, if applicable, with respect to the Series 2009 Bonds, if material:

1. principal and interest payment delinquencies;

2. non-payment related defaults;

3. unscheduled draws on debt service reserves reflecting financial difficulties;

4. unscheduled draws on credit enhancements reflecting financial difficulties;

5. substitution of credit or liquidity providers, or their failure to perform;

6. adverse tax opinions or events affecting the tax-exempt status of the security;

7. modifications to rights of security holders;

8. bond calls;

9. defeasances;

10. release, substitution, or sale of property securing repayment of the securities, except as provided by the Ordinance;

11. rating changes.

(b) Whenever the City obtains knowledge of the occurrence of any of the Listed Events, the City shall as soon as possible determine if such event would be material under applicable federal securities laws.

(c) If the City determines that knowledge of the occurrence of any of the Listed Events would be material under applicable federal securities laws, the City shall promptly file a notice of such occurrence with each Repository. Notwithstanding the foregoing, notice of Listed Events described in subsections (a) (4) and (5) need not be given under this subsection any earlier than the notice (if any) of the underlying event is given to holders of affected the Series 2009 Bonds pursuant to the Ordinance.

SECTION 6. Termination of Reporting Obligation. The City's obligations under this Certificate shall terminate upon the legal defeasance, prior redemption or payment in full of all of the Series 2009 Bonds. If such termination occurs prior to the final maturity of the Series 2009 Bonds, the City shall give notice of such termination in the same manner as for any of the Listed Events under Section 5(a).

SECTION 7. Dissemination Agent. The City may, from time to time, appoint or engage a Dissemination Agent to assist it in carrying out its obligations under this Certificate. The Dissemination Agent shall not be responsible in any manner for the content of any notice or report prepared by the City pursuant to this Certificate.

SECTION 8. Amendment, Waiver. Notwithstanding any other provision of this Certificate, the City may amend this Certificate, and any provision of this Certificate may be waived, provided that the following conditions are satisfied:

(a) If the amendment or waiver relates to the provisions of Sections 3(a), 4 or 5(a), it may only be made in connection with a change in circumstances that arises from a change in legal requirements, change in law, or change in the identity, nature or status of an obligated person with respect to the Series 2009 Bonds, or the type of business conducted;

(b) The undertaking, as amended or taking into account such waiver, would, in the opinion of nationally recognized bond counsel, have complied with the requirements of the Rule at the time of the original issuance of the Series 2009 Bonds, after taking into account any amendments or interpretations of the Rule, as well as any change in circumstances, and

(c) The amendment or waiver either (i) is approved by the Holders of the Series 2009 Bonds in the same manner as provided in the Ordinance for amendments to the Ordinance with the consent of holders of the Series 2009 Bonds, or (ii) does not, in the opinion of nationally recognized bond counsel, materially impair the interests of the holders or beneficial owners of the Series 2009 Bonds.

In the event of any amendment or waiver of a provision of this Certificate, the City shall describe such amendment in the next Annual Financial Information and Audited Financial Statements, and shall include, as applicable, a narrative explanation of the reason for the amendment or waiver and its impact on the type (or in the case of a change of accounting principles, on the presentation) of financial information or operating data being presented. In

addition, if the amendment relates to the accounting principles to be followed in preparing financial statements, (i) notice of such change shall be given in the same manner as for any of the Listed Events under Section 5(a), and (ii) the Annual Financial Information and Audited Financial Statements for the year in which the change is made should present a comparison (in narrative form and also, if feasible, in quantitative form) between the financial statements as prepared on the basis of the new accounting principles and those prepared on the basis of the former accounting principles.

SECTION 9. Additional Information. Nothing in this Certificate shall be deemed to prevent the City from disseminating any other information, using the means of dissemination set forth in this Certificate or any other means of communication, or including any other information in any Annual Financial Information and Audited Financial Statements or notice of occurrence of any of the Listed Events, in addition to that which is required by this Certificate. If the City chooses to include any information in any Annual Financial Information and Audited Financial Statements or notice of occurrence of any of the Listed Events in addition to that which is specifically required by this Certificate, the City shall have no obligation under this Certificate to update such information or include it is any future Annual Financial Information and Audited Financial Statements or notice of occurrence of any of the Listed Events.

SECTION 10. Default. In the event of a failure of the City to comply with any provision of this Certificate (and, at the request of the Original Purchaser), any Holder or Beneficial Owner of the Series 2009 Bonds may take such actions as may be necessary and appropriate, including seeking mandate or specific performance by court order, to cause the City to comply with its obligations under this Certificate. A default under this Certificate shall not be deemed an Event of Default under the Ordinance, and the sole remedy under this Certificate in the event of any failure of the City to comply with this Certificate shall be an action to compel performance.

SECTION 11. Beneficiaries. This Certificate shall inure solely to the benefit of the City, the Underwriter and holders and beneficial owners from time to time of the Series 2009 Bonds, and shall create no rights in any other person or entity.

Date: _____, 2009

CITY OF BECKLEY (WEST VIRGINIA)

By: _____
Mayor

EXHIBIT A

NOTICE TO REPOSITORIES OF FAILURE TO FILE ANNUAL REPORT

Name of Issuer: City of Beckley (West Virginia)

Name of Issue: $1,500,000* City of Beckley Parking System
Refunding Revenue Bonds, Series 2009 (Bank Qualified)

Date of Issuance: _____, 2009

Notice is hereby given that the City has not provided an Annual Report with respect to the above-named bonds as required by its covenant made in connection with the above-referenced bond issue. The City anticipates that the Annual Report will be filed by _____.

Dated this ___ day of _____, 20__.

CITY OF BECKLEY (WEST VIRGINIA)

By: _____
Mayor

*Preliminary, subject to change.

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NEW ISSUE-FULL BOOK ENTRY

In the opinion of Bond Counsel, under existing laws, regulations, published rulings and judicial decisions of the United States of America, as presently written and applied, the interest on the Series 2009 Bonds is excludable from gross income of the holders thereof for federal income tax purposes, and under the laws of the State of West Virginia, the Series 2009 Bonds are exempt from all taxation by the State of West Virginia, except inheritance, estate and transfer taxes, and the interest on the Series 2009 Bonds is exempt from personal and corporate income taxes imposed directly thereon by the State of West Virginia (see "Tax Matters" herein). The City has designated the Series 2009 Bonds as "qualified tax-exempt obligations" for purposes of Section 265 of the Internal Revenue Code of 1986, as amended.

$1,485,000
CITY OF BECKLEY
(WEST VIRGINIA)
PARKING SYSTEM REFUNDING REVENUE BONDS
SERIES 2009 (BANK QUALIFIED)

Dated: Date of Delivery **Due: June 15, as shown below**

The Series 2009 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 2009 Bonds will not receive physical delivery of bond certificates. So long as DTC or its nominee is the registered owner of the Series 2009 Bonds, payments of the principal of and interest on such Series 2009 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 2009 BONDS--Book-Entry Only System" herein).

The Series 2009 Bonds are being issued to provide funds, together with other moneys available therefor, to refund certain outstanding parking system revenue bonds of the City of Beckley (the "City"); to fund a debt service reserve account for the Series 2009 Bonds; and to pay certain costs of issuance and related costs.

THE SERIES 2009 BONDS ARE PAYABLE FROM AND FURTHER SECURED BY THE NET REVENUES DERIVED FROM THE EXISTING PARKING SYSTEM AND ANY ADDITIONS, BETTERMENTS AND IMPROVEMENTS THERETO AND FROM FUNDS ON DEPOSIT IN THE SINKING FUND CREATED THEREFOR, INCLUDING THE SERIES 2009 BONDS RESERVE ACCOUNT ESTABLISHED THEREIN. THE SERIES 2009 BONDS DO NOT CONSTITUTE A CORPORATE INDEBTEDNESS OF THE CITY WITHIN THE MEANING OF ANY CONSTITUTIONAL OR STATUTORY PROVISIONS OR LIMITATIONS, AND THE CITY SHALL NOT BE OBLIGATED TO PAY THE SERIES 2009 BONDS, OR ANY PREMIUM OR THE INTEREST THEREON, EXCEPT FROM SUCH GROSS REVENUES AND SUCH FUNDS ON DEPOSIT. 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 PREMIUM, IF ANY, OR INTEREST ON THE SERIES 2009 BONDS.

MATURITIES, AMOUNTS, INTEREST RATES AND PRICES OR YIELDS

$105,000 Serial Bonds

Year (June 15)	Principal Amount	Interest Rate	CUSIP
2026	$105,000	4.700%	075797BK5

$310,000 3.750% Term Bonds Due June 15, 2014 at 100.000% CUSIP: 075797BG4
$425,000 4.250% Term Bonds Due June 15, 2019 at 100.000% CUSIP: 075797BH2
$645,000 4.500% Term Bonds Due June 15, 2025 at 98.882% CUSIP: 075797BJ8

The Series 2009 Bonds are subject to redemption prior to maturity as more fully stated herein.

United Bank, Inc., Charleston, West Virginia, is the Registrar and the West Virginia Municipal Bond Commission is the Paying Agent. Interest on the Series 2009 Bonds is payable semiannually on each June 15 and December 15, commencing December 15, 2009.

The Series 2009 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 William H. File, III, Esq., Beckley, West Virginia, counsel to the City. Certain legal matters will be passed upon for the Underwriter by Vaughan Law Firm, Charleston, West Virginia, as counsel to the Underwriter.

It is expected that the Series 2009 Bonds will be available for delivery at DTC, New York, New York, on or about September 17, 2009.

Crews&Associates
Member First Security Bancorp

September 2, 2009

CITY OF BECKLEY, WEST VIRGINIA

MAYOR

Emmet S. Pugh, III*

COMMON COUNCIL and PARKING COMMITTEE

A.K. Minter*
Ann Worley*
Arnold Lee Leftwich*
Cedric Robertson*
Frank Williams*
Mike Atterson*
Robert Rappold*

CITY ADMINISTRATION

Gary B. Sutphin, Recorder-Treasurer
William H. File, III, City Attorney

BOND COUNSEL

Steptoe & Johnson PLLC
Charleston, West Virginia

UNDERWRITER

Crews & Associates, Inc.
Charleston, West Virginia

UNDERWRITER'S COUNSEL

Vaughan Law Firm
Charleston, West Virginia

*Denotes members of the Parking Committee.

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 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 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 by the Underwriter from 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 City since the date hereof. This Official Statement is submitted in connection with the sale of securities referred to herein and may not be reproduced or used, in whole or in part, for any other purposes.

The information contained in this Official Statement has been obtained by the Underwriter from sources believed to be reliable, but the accuracy or completeness of such information is not guaranteed by, and should not be construed as a promise by any of the foregoing. The presentation of such information is intended to show recent historic information and is not intended to indicate future or continuing trends. No representation is made that the past experience, as shown by such financial and other information, will necessarily continue or be repeated in the future. This Official Statement contains, in part, estimates and matters of opinion, whether or not expressly stated to be such, which are not intended as statements or representations of fact or certainty, and no representation is made as to the correctness of such estimates and opinions, or that they will be realized. The information and expressions 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.

THE SERIES 2009 BONDS ARE PAYABLE FROM AND FURTHER SECURED BY THE NET REVENUES DERIVED FROM THE EXISTING PARKING SYSTEM AND ANY ADDITIONS, BETTERMENTS AND IMPROVEMENTS THERETO AND FROM FUNDS ON DEPOSIT IN THE SINKING FUND CREATED THEREFOR, INCLUDING THE SERIES 2009 BONDS RESERVE ACCOUNT ESTABLISHED THEREIN. THE SERIES 2009 BONDS DO NOT CONSTITUTE A CORPORATE INDEBTEDNESS OF THE CITY WITHIN THE MEANING OF ANY CONSTITUTIONAL OR STATUTORY PROVISIONS OR LIMITATIONS, AND THE CITY SHALL NOT BE OBLIGATED TO PAY THE SERIES 2009 BONDS, OR ANY PREMIUM OR THE INTEREST THEREON, EXCEPT FROM SUCH GROSS REVENUES AND SUCH FUNDS ON DEPOSIT. 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 PREMIUM, IF ANY, OR INTEREST ON THE SERIES 2009 BONDS.

Forward-Looking Statements

This Official Statement, and particularly the information contained in the caption "FINANCING PLAN," contains statements relating to future results that are "forward-looking statements" as defined in the Private Securities Litigation Reform Act of 1995. When used in this Official Statement, the words "estimated," "forecasted," "intended," "expected," "anticipated," "projected" and similar expressions identify forward-looking statements. Such statements are subject to risks and uncertainties that could cause actual results to differ materially from those contemplated in such forward-looking statements. Any forecast is subject to such uncertainties. Inevitably, some assumptions used to develop the forecasts will not be realized and unanticipated events and circumstances may occur. Therefore, there are likely to be differences between forecasts and actual results, and those differences may be material. For a discussion of certain of such risks and possible variations in results, see the information under "RISK FACTORS."

The following sentence has been provided by the Underwriter for inclusion in this Official Statement: The Underwriter has reviewed the information in this Official Statement in accordance with, and as a part of, its responsibilities to investors under the federal securities laws as applied to the facts and circumstances of this transaction, but the Underwriter does not guarantee the accuracy or completeness of such information.

The Bonds will not be registered under the Securities Act of 1933, as amended, or any state securities law, and will not be listed on any stock or other securities exchange. Neither the Securities and Exchange Commission nor any other federal, state or other governmental entity or agency has determined or confirmed the accuracy of this Official Statement.

IN CONNECTION WITH THIS OFFERING, THE UNDERWRITER MAY OVERALLOT OR EFFECT TRANSACTIONS WHICH STABILIZE OR MAINTAIN THE MARKET PRICE OF THE BONDS AT A LEVEL ABOVE THAT WHICH MIGHT OTHERWISE PREVAIL IN THE OPEN MARKET. SUCH STABILIZING, IF COMMENCED, MAY BE DISCONTINUED AT ANY TIME.

** CUSIP data on the cover page is provided by Standard & Poor's CUSIP Service Bureau, a division of the McGraw-Hill Companies, Inc. The CUSIP numbers on the cover page hereof are being provided solely for the convenience of the Owners of the Bonds only at the time of issuance of the Bonds and neither the Underwriter nor the City make any representation with respect to such numbers or undertake any responsibility for their accuracy now or at any time in the future. The CUSIP number for a specific maturity is subject to being changed after the issuance of the Bonds.

TABLE OF CONTENTS

	Page No.
INTRODUCTION	1
FINANCING PLAN	2
THE SERIES 2009 BONDS	4
BOOK-ENTRY ONLY SYSTEM	6
SECURITY FOR THE SERIES 2009 BONDS	10
RISK FACTORS	16
THE PARKING SYSTEM	16
ABSENCE OF MATERIAL LITIGATION	18
APPROVAL OF LEGALITY	19
TAX MATTERS	19
UNDERWRITING	20
FINANCIAL STATEMENTS OF THE CITY	20
CONTINUING DISCLOSURE	21
MISCELLANEOUS	21

Appendices:

Appendix A - Economic and Demographic Information Regarding Beckley and Raleigh County, West Virginia	A-1
Appendix B - Financial Statements of the City	B-1
Appendix C - Form of Bond Counsel Opinion	C-1
Appendix D - Form of Continuing Disclosure Certificate	D-1

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OFFICIAL STATEMENT

relating to

$1,485,000

CITY OF BECKLEY (WEST VIRGINIA) PARKING SYSTEM REFUNDING REVENUE BONDS, SERIES 2009 (BANK QUALIFIED)

INTRODUCTION

This Official Statement, including the cover page and appendices, is provided for the purpose of setting forth certain information concerning the City of Beckley (the "City"), the City's parking system hereinafter described and defined and the City's $1,485,000 in aggregate principal amount of Parking System Refunding Revenue Bonds, Series 2009 (Bank Qualified) (the "Series 2009 Bonds" or the "Bonds"). The Series 2009 Bonds are being issued pursuant to the Constitution and laws of the State of West Virginia (the "State"), specifically Chapter 8, Article 16 of the Code of West Virginia, 1931, as amended (the "Revenue Bond Act") and Chapter 13, Article 2E of the Code of West Virginia, 1931, as amended (the "Refunding Act" and along with the Revenue Bond Act, collectively, the "Act"), and a bond ordinance enacted by the Common Council of the City on July 14, 2009, and a supplemental resolution adopted by the Common Council of the City on July 14, 2009 (collectively, the "Ordinance").

The proceeds of the Series 2009 Bonds, together with other funds available therefor, will be used as follows: (i) to refund the entire outstanding principal balance and all accrued interest on the City's outstanding Parking System Revenue Bonds, Series 1998, dated June 15, 1998, issued in the original aggregate principal amount of $1,840,000 (the "Refunded Bonds"); (ii) to fund a debt service reserve account (the "Series 2009 Bonds Reserve Account") in the sinking fund (the "Sinking Fund") established with the West Virginia Municipal Bond Commission for the Series 2009 Bonds in an amount equal to 50% of the Maximum Annual Debt Service on the Series 2009 Bonds; and (iii) to pay certain costs of issuance of the Series 2009 Bonds and related costs.

The Series 2009 Bonds are payable from and secured by the Net Revenues, as defined in the Ordinance, derived from the parking system of the City and any additions, betterments and improvements thereto (the "System"), and from funds on deposit in the Sinking Fund, including the Series 2009 Bonds Reserve Account therein. The Series 2009 Bonds do not constitute a corporate indebtedness of the City within the meaning of any constitutional or statutory provisions or limitations, and the City shall not be obligated to pay the Series 2009 Bonds or any premium or the interest thereon except from such Gross Revenues and such funds on deposit. 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 as will produce for each fiscal year Net Revenues, as defined in the Ordinance, equal to at least 115% of the maximum amount required in any year to pay the principal of and interest on the Series 2009 Bonds and any bonds subsequently issued on a parity therewith, in each fiscal year. See "SECURITY FOR THE SERIES 2009 BONDS - Rate Covenant." The payment of the principal or redemption price of and interest

on the Refunded Bonds will be made as described hereinafter under the heading "FINANCING PLAN."

The City may issue additional bonds on a parity with the Series 2009 Bonds for the purpose of (i) financing the cost of the construction or acquisition of extensions, additions, improvements or betterments to the System, (ii) refunding the Series 2009 Bonds, or (iii) all of such purposes, subject, in each case, to certain tests and conditions provided for by the Ordinance. See "SECURITY FOR THE SERIES 2009 BONDS - Additional Parity Bonds."

Brief descriptions of the Series 2009 Bonds, the Ordinance, the refunding of the Refunded Bonds, the System, the City, ongoing disclosure 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, 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 2009 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 shall have the respective meanings given them in the Ordinance. Copies of the Ordinance and other applicable documents may be obtained from the City or, during the period of offering the Series 2009 Bonds, from the Underwriter.

FINANCING PLAN

The Series 2009 Bonds are being issued for the purpose of refunding the Refunded Bonds. The Refunded Bonds will be redeemed on their first redemption date subsequent to the issuance of the Series 2009 Bonds, being November 1, 2009, at a redemption price of 101% of the principal amount outstanding, plus interest accrued to the date fixed for redemption.

The refunding is being undertaken to effect a savings in aggregate debt service for the City. The moneys required to refund the Refunded Bonds will be deposited with the West Virginia Municipal Bond Commission, serving as paying agent (the "Paying Agent"). The funds to be held by the Paying Agent in trust for the payment of the Refunded Bonds and for the benefit of the holders thereof.

The Paying Agent will cause to be given notice of the call for redemption prior to maturity of the Refunded Bonds designated for prior redemption and will disburse funds to the designated paying agent for the Refunded Bonds such amount as shall be necessary to pay the redemption prices thereof on the applicable redemption date, as noted above.

Upon the deposit of the cash with the Paying Agent, the pledge of the Revenues, the moneys in the funds and accounts created under the ordinances pursuant to which the Refunded Bonds were issued (collectively, the "Prior Ordinances") and any other funds pledged by the Prior Ordinances will be discharged and satisfied.

Sources and Uses of Funds

Sources of Funds

Principal Amount of Series 2009 Bonds	$1,485,000.00
Transfer from Prior Issue DSR Funds	134,665.03
Transfer from Prior Issue Debt Service Funds	58,330.61
Less Original Issue Discount	(8,417.55)
TOTAL	$1,669,578.09

Uses of Funds

Deposit with Paying Agent	$1,532,881.00
Deposit to Series 2009 Bonds Reserve Account (1)	66,323.75
Underwriter's Discount	29,700.00
Costs of Issuance (2)	37,000.00
Rounding Amount	3,673.34
TOTAL	$1,669,578.09

(1) An amount equal to the reserve fund requirement for the Series 2009 Bonds.

(2) Costs of issuance include: bond issuance, legal fees and other fees and expenses associated with the issuance of the bonds.

THE SERIES 2009 BONDS

General

The aggregate principal amount of the Series 2009 Bonds is $1,485,000. The Series 2009 Bonds are dated the date set forth on the cover hereof, and the Series 2009 Bonds bear interest at the rates and mature in the amounts and on the dates listed on the cover page of this Official Statement. Interest is payable on December 15 and June 15 of each year, commencing December 15, 2009, in an amount equal to the interest accrued from the date of the Series 2009 Bonds (computed on the basis of a year of 360 days consisting of 12 months of 30 days each) until payment of principal had been made or provided for, except that Bonds which are reissued upon transfer, exchange or other replacement shall bear interest from the most recent Interest Payment Date to which interest has been paid or duly provided for, or if not interest has been paid, from the date of the Series 2009 Bonds. All Series 2009 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 Series 2009 Bonds has been paid, from the date thereof; provided however, that, if, as shown by the records of the Registrar, interest on such Series 2009 Bonds shall be in default, Series 2009 Bonds issued in exchange for Series 2009 Bonds surrendered for transfer or exchange shall bear interest from the date to which interest has been paid in full on the initial Series 2009 Bonds surrendered. The principal of and the premium, if any, on the Series 2009 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 Series 2009 Bonds shall be paid by check or draft made payable and mailed to the Registered Owner thereof at his address as it appears in the Bond Register at the close of business on the Record Date, or, if requested, in the case of a Registered Owner of $1,000,000 or more of the Series 2009 Bonds, by wire transfer to a domestic bank account specified in writing at least 5 days prior to such interest payment date by such Registered Owner. In the event any Series 2009 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 Registered Owner thereof, another Series 2009 Bond in the principal amount of said Series 2009 Bond then Outstanding.

Bonds - Optional Redemption

The Bonds maturing on or after June 15, 2019 are subject to redemption prior to maturity at the option of the City on and after June 15, 2016, in whole or in part at any time, in such order of maturity as shall be designated to the Registrar by the City and by lot within a maturity, at the following redemption prices (expressed as percentages of the principal amount of Bonds to be redeemed), plus interest accrued thereon to the date fixed for redemption:

Period During Which Redeemed (Dates Inclusive)	Redemption Price
June 15, 2016 and thereafter	100%

Bonds - Mandatory Redemption

The Series 2009 Bonds are subject to annual mandatory redemption prior to maturity by random selection on June 15 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 June 15, 2014

Year	Principal Amount
2010	25,000.00
2011	65,000.00
2012	70,000.00
2013	75,000.00
2014	75,000.00

Bonds Maturing June 15, 2019

Year	Principal Amount
2015	80,000.00
2016	80,000.00
2017	85,000.00
2018	90,000.00
2019	90,000.00

Bonds Maturing June 15, 2025

Year	Principal Amount
2020	95,000.00
2021	100,000.00
2022	105,000.00
2023	110,000.00
2024	115,000.00
2025	120,000.00

If less than all the Series 2009 Bonds are to be redeemed, the Series 2009 Bonds to be redeemed shall be identified by reference to the Series designation, date of issue, CUSIP numbers and Maturity Dates.

Notice of Redemption

Notice of any redemption of the Series 2009 Bonds, 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 Registered Owner of the Bond or Bonds to be redeemed at the address shown on the Bond Register or at such other address as is furnished in writing by such Registered Owner to the Registrar. Notice

of redemption having been given as aforesaid, the Bonds or portions of Bonds so to be redeemed shall, on the Redemption Date, become due and payable at the redemption price therein specified, and from and after such date (unless the 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 the Series 2009 Bonds.

BOOK-ENTRY ONLY SYSTEM

The information in this section has been obtained from sources that the City and the Underwriter believe to be reliable, but neither the City nor the Underwriter takes any responsibility for the accuracy thereof.

The Depository Trust Company

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 the Securities, in the aggregate principal amount of such issue, and will be deposited with DTC.

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 2.2 million issues of U.S. and non-U.S. equity, corporate and municipal debt issues, and money market instrument from over 100 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, Fixed Income Clearing Corporation, and Emerging Markets Clearing Corporation (NSCC, FICC, 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 and www.dtc.org.

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 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 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.

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 such other DTC nominee) will consent or vote with respect to the Securities unless authorized by a Direct Participant in accordance with DTC's Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to 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 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 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, nor its nominee, Paying Agent, or City, 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 City or Paying 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. DTC may discontinue providing its services as securities depository with respect to the Securities at any time by giving reasonable notice to City or Paying Agent. Under such circumstances, in the event that a successor securities depository is not obtained, Security certificates are required to be printed and delivered.

10. The City may decide to discontinue use of the system of book-entry-only transfers through DTC (or a successor securities depository). In that event, Security certificates will be printed and delivered to DTC.

11. The information in this section concerning DTC and DTC's book-entry system has been obtained from sources that City believes to be reliable, but City takes no responsibility for the accuracy thereof.

THE INFORMATION PROVIDED IMMEDIATELY ABOVE UNDER THIS HEADING HAS BEEN PROVIDED BY DTC. NO REPRESENTATION IS MADE BY THE CITY OR THE UNDERWRITER AS TO THE ACCURACY OR ADEQUACY OF SUCH INFORMATION PROVIDED BY DTC OR AS TO THE ABSENCE OF MATERIAL ADVERSE CHANGES IN SUCH INFORMATION SUBSEQUENT TO THE DATE HEREOF.

For so long as the Bonds are registered in the name of DTC or its nominee, Cede & Co., the City, the Registrar and the Paying Agent will recognize only DTC or its nominee, Cede & Co., as the registered owner of the Bonds for all purposes, including payments, notices and voting.

Neither the City, the Registrar nor the Paying Agent shall have any responsibility or obligation to any DTC Participant or Indirect Participant with respect to:

(i) the accuracy of the records of DTC, its nominee or any DTC participant or indirect participant with respect to any beneficial ownership interest in any bonds;
(ii) the delivery to any DTC participant or indirect participant or any other person, other than the registered owner of a bond, as shown in the bond register, of any notice with respect to any bond, including, without limitation, any notice of redemption;
(iii) the selection by DTC or any DTC participant or indirect participant of any person to receive payment in the event of a partial redemption of bonds;
(iv) the payment to any DTC participant or indirect participant or any other person other than the registered owner of a bond, as shown in the bond register, of any amount with respect to the principal of, redemption price, or interest on, any bond; or
(v) any consent given by DTC as registered owner.

Prior to the discontinuation of the book-entry only system as described above, the City, the Registrar and the Paying Agent may treat DTC and any successor securities depository to be the absolute owner of the bonds for all purposes, including, without limitation:

(i) The payment of principal of redemption price or interest on the bonds;
(ii) giving notices of redemption and other matters with respect to the bonds;
(iii) registering transfers with respect to the bonds; and
(iv) the selection of bonds for redemption.

The Beneficial Owners of the Bonds have no right to a securities depository for the Bonds. DTC or any successor securities depository may resign as depository for the Bonds by giving notice to the City and Paying Agent and discharging its responsibilities under applicable law. In addition, the City, may remove DTC or a successor securities depository for any reason at any time. In such event, the City shall (i) appoint a securities depository qualified to act as such under Section 17(a) of the Securities Exchange Act of 1934, notify the prior securities depository of the appointment of such successor depository and transfer separate bond certificates to such successor securities depository or (ii) notify the securities depository of the availability through the securities depository of bond certificates and transfer one or more separate bond certificates to Depository Participants having Bonds credited to their accounts at the securities depository. In such event, such Bonds shall no longer be restricted to being registered in the registration books of the City in the name of the securities depository or its nominee, but may be registered in the name of the successor securities depository or its nominee, or in whatever name or names the Depository Participants receiving such Bonds shall designate.

The book-entry system for registration of the ownership of the Bonds may be discontinued at any time if: (i) DTC determines to resign as securities depository for the 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 interests of the Beneficial Owners. In either such event (unless the City appoints a successor securities depository), Bonds will then 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 for the accuracy of such designation. Whenever DTC requests the City to do so, the City shall cooperate with DTC in taking appropriate action after reasonable notice to arrange for another securities depository to maintain custody of certificates evidencing the Bonds.

SECURITY FOR THE SERIES 2009 BONDS

The Series 2009 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 2009 Bonds except from said sources.

Sources of Payment

The payment of the debt service of all of the Series 2009 Bonds shall be secured forthwith equally and ratably by a first lien on the Net Revenues derived from the ownership or operation of the System. The Net Revenues derived from the System, in an amount sufficient to pay the principal of and interest on the Series 2009 Bonds, and all other payments provided for in the Ordinance, are irrevocably pledged in the manner provided in the Ordinance to the payment of the principal of and interest on the Series 2009 Bonds as the same become due and for the other purposes provided in the Ordinance.

Rate Covenant

Rates or charges for the use of the services and facilities of the System are fixed and established, all in the manner and form required by law, and a copy of such rates and charges so fixed and established shall at all times be kept on file in the office of the Recorder of the City, which copy will be open to inspection by all interested parties. The schedule or schedules of rates and charges shall at all times be adequate to produce Gross Revenues from the System sufficient to make the prescribed payments into the funds and accounts created in 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 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 that the schedule or schedules of rates or charges from time to time in effect shall be sufficient, together with other revenues of the System, (i) to provide for all Operating Expenses of the System and (ii) to leave a balance each year equal to at least 115% of the Maximum Annual Debt Service on the Series 2009 Bonds, and all obligations issued on a parity with the Series 2009 Bonds. All such rates and charges, if not paid when due, shall constitute a lien upon the premises served by the System.

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

Series 2009 Bonds Reserve Account

Pursuant to the Ordinance there will be created with the Commission, the Series 2009 Bonds Reserve Account established in the Sinking Fund, in an amount equal to the Series 2009 Bonds Reserve Requirement. The Series 2009 Bonds Reserve Requirement is 50% of the Maximum Annual Debt Service on the Series 2009 Bonds. Moneys in the Series 2009 Bonds Reserve Account shall be used only to pay principal of or interest on the Series 2009 Bonds as due when other moneys in the Sinking Fund are insufficient therefor; provided, that no payments shall be required to be made into the Series 2009 Bonds Reserve Account whenever and as long as the amount deposited therein shall be equal to the Series 2009 Bonds Reserve Requirement. The City is required to restore any withdrawals from the Series 2009 Bonds Reserve Account which have the effect of reducing the assets therein below the Series 2009 Bonds Reserve Requirement first from the next available Revenues available after all other required payments to the Series 2009 Bonds Sinking Fund, including any deficiencies for prior payments, have been made in full, and then from the Renewal and Replacement Fund. Such restoration is not required when the aggregate amount of funds in the Series 2009 Bonds Sinking Fund, including the Series 2009 Bonds Reserve Account therein, is at least equal to the aggregate amount of Bonds then Outstanding, plus the amount of interest due or thereafter to become due on said Bonds then Outstanding.

Renewal and Replacement Fund

The City is required after the payments into the Sinking Fund described above and payment of the operating expenses, on the first day of each month, to transfer to the Renewal and Replacement Fund a sum equal to not less than 2 1/2% of the Gross Revenues each month, exclusive of any payments for account of any Reserve Account.

Withdrawals from the Renewal and Replacement Fund may be made to pay for replacements, emergency repairs or improvements to the System, and to make up any deficiencies in the Reserve Accounts.

Application of Revenues

The Gross Revenues shall be deposited by the City in the Revenue Fund. The Revenue Fund 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. All Gross Revenues at any time remaining on deposit in the Revenue Fund shall be disposed of only in the following manner and order of priority:

(1) The City shall first, on the first day of each month, transfer from the Revenue Fund and simultaneously remit to the Bond Commission commencing 7 months prior to the first interest payment date of the Series 2009 Bonds, for deposit in the Series 2009 Bonds Sinking Fund, a sum equal to 1/6th of the amount of interest which will become due on the Series 2009 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 2009 Bonds Sinking Fund and the next ensuing semiannual interest payment date is more or less than 7 months, then such monthly payments shall be decreased or increased proportionately to provide, 1 month prior to the next ensuing semiannual

interest payment date, the required amount of interest coming due on such date; provided further that, the initial amount required to be transferred from the Revenue Fund and deposited in the Series 2009 Bonds Sinking Fund shall be reduced by the amount of accrued interest on the Series 2009 Bonds deposited therein, and subsequent amounts required to be transferred from the Revenue Fund and deposited in the Series 2009 Bonds Sinking Fund shall be reduced by the amount of any earnings credited to the Series 2009 Bonds Sinking Fund.

(2) The City shall next, on the first day of each month, transfer from the Revenue Fund and simultaneously remit to the Bond Commission commencing 13 months prior to the first principal payment date or mandatory Redemption Date of the Series 2009 Bonds, for deposit in the Series 2009 Bonds Sinking Fund and in the Series 2009 Bonds Redemption Account therein in the case of the Term Series 2009 Bonds which are to be redeemed, a sum equal to 1/12th of the amount (or 1/6th of the amount if the Series 2009 Bonds mature semiannually rather than annually) of principal which will mature or be redeemed and become due on the Series 2009 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 2009 Bonds Sinking Fund and the next ensuing principal payment date or mandatory Redemption Date is more or less than 13 months (or 7 months if the Series 2009 Bonds mature semiannually rather than annually), then such monthly payments shall be decreased or increased proportionately to provide, 1 month prior to the next ensuing principal payment date or mandatory Redemption Date, the required amount of principal coming due on such date, and provided further, that the amount of such deposits shall be reduced by the amount of any earnings credited to the Series 2009 Bonds Sinking Fund and not previously credited pursuant to the preceding paragraph.

Moneys in the Series 2009 Bonds Sinking Fund shall be used only for the purposes of paying principal of and interest on the Series 2009 Bonds, whether by maturity or redemption prior to maturity. Moneys on deposit in the Series 2009 Bonds Reserve Account shall be used only for the purpose of paying principal of and interest on the Series 2009 Bonds when the funds on deposit in the Series 2009 Bonds Sinking Fund are insufficient therefore, and for no other purpose. Pending such use, such moneys shall be invested in accordance with Article VI of the Ordinance.

The City shall not be required to make any further payments into the Series 2009 Bonds Sinking Fund when the aggregate amount of funds therein, including the Series 2009 Bonds Reserve Account therein, is at least equal to the aggregate principal amount of Series 2009 Bonds then Outstanding, plus the amount of interest due or thereafter to become due on such Series 2009 Bonds then Outstanding.

As and when additional Series 2009 Bonds ranking on a parity with the Series 2009 Bonds are issued, provision shall be made for additional deposits into the respective Sinking Funds sufficient to pay the interest on such additional parity Series 2009 Bonds and accomplish retirement thereof at maturity and to accumulate a balance in the respective reserve account in an amount equal to the requirement thereof.

The payments into the Series 2009 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 the Ordinance.

(3) The City shall next, on the first day of each month, transfer from the Revenue Fund and simultaneously remit to the Bond Commission commencing 13 months prior to the first date of payment of principal of the Series 2009 Bonds, if not fully funded upon issuance of the Series 2009 Bonds, for deposit in the Series 2009 Bonds Reserve Account, an amount equal to 1/120th of the Series 2009 Bonds Reserve Requirement; provided that, no further payments shall be made into the Series 2009 Bonds Reserve Account when there shall have been deposited therein, and as long as there shall remain on deposit therein, an amount equal to the Series 2009 Bonds Reserve Requirement, and thereafter the City shall deposit in the Series 2009 Bonds Reserve Account, an amount sufficient to remedy any decrease in value of the Series 2009 Bonds Reserve Account below the Series 2009 Bonds Reserve Requirement or any withdrawal from the Series 2009 Bonds Reserve Account, beginning with the first full calendar month following the date on which (a) the valuation of investments in the Series 2009 Bonds Reserve Account results in a determination that the amount of moneys and the value of the Qualified Investments deposited to the credit of the Series 2009 Bonds Reserve Account is less than the Series 2009 Bonds Reserve Requirement, or (b) any amount is withdrawn from the Series 2009 Bonds Reserve Account for deposit into the Series 2009 Bonds Sinking Fund. To the extent Net Revenues and any other legally available funds are available therefore, the amount so deposited shall be used to restore the amount of moneys on deposit in the Reserve Account to an amount equal to the Series 2009 Bonds Reserve Requirement to the full extent that such Net Revenues are available; provided however, that if the shortfall in the Series 2009 Bonds Reserve Account is due to a decrease in value of investments therein, such shortfall shall be replenished by not less than 6 equal monthly payments, and if such shortfall is due to a withdrawal from the Series 2009 Bonds Reserve Account, such shortfall shall be replenished by not less than 12 equal monthly payments, and provided further, that no payments shall be required to be made into the Series 2009 Bonds Reserve Account whenever and as long as the amount on deposit therein shall be equal to the Series 2009 Bonds Reserve Requirement.

Amounts in the Series 2009 Bonds Reserve Account shall be used only for the purpose of making payments of principal of and interest on the Series 2009 Bonds when due, when amounts in the Series 2009 Bonds Sinking Fund are insufficient therefore and for no other purpose.

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

(5) The City shall next, on the first day of each month, transfer from the monies remaining in the Revenue Fund and remit to the Depository Bank for deposit in 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 accordance with Article VI of the Ordinance. Withdrawals and disbursements may be made from the Renewal and Replacement Fund for replacements, emergency repairs, or improvements or extensions to the System; provided, that any deficiency in any Reserve Account, except to the extent such deficiency exists because the required payments into such account have not, as of the date of determination of a deficiency, funded such account to the maximum extent required hereof, shall be promptly eliminated with monies from the Renewal and Replacement Fund.

(6) If on any monthly payment date the revenues of the System are insufficient to make the required deposits in any of the funds and accounts as hereinabove provided, the deficiency shall be made up on the next ensuing payment dates by payments in addition to the payments which are otherwise required to be made into the funds on such ensuing payment dates.

(7) The City may next, each month, after making the above required transfers of moneys from the Revenue Fund, apply any remaining revenues ("Surplus Revenues") for any lawful purpose of the System.

Enforcement of Collections

The City covenants to diligently enforce and collect all fees, rentals or other charges for the services and facilities of the System, and take all steps, actions and proceedings for the enforcement and collection of such fees, rentals or other charges which shall become delinquent to the full extent permitted or authorized by the laws of the State of West Virginia.

Additional Parity Bonds

No such Additional Bonds, as defined below, shall be issued except for the purpose of financing the costs of the construction of additions, betterments or improvements to the System, refunding all or a portion of one or more series of Bonds issued for the System, to pay claims which may exist against the revenues or facilities of the System or any combination of such purposes.

No such Additional Bonds shall be issued at any time, however, unless and until there has been procured and filed with the Recorder of the City a written statement by an Independent Accountant, reciting the conclusion that the Net Revenues actually derived from the System during any 12 consecutive months in the 18 months immediately preceding the date of the actual issuance of such Additional 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 Maximum Annual Debt Service on the following:

(1) The Bonds then Outstanding;

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

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

Notwithstanding the foregoing, the City shall be permitted to issue bonds which refund any Outstanding Bonds or any additional parity Bonds hereafter issued if, prior to the issuance of such refunding bonds, the City shall have filed with the Recorder: (i) a verification report of the Independent Accountants concluding that present value debt service savings shall be realized by the City as a result of such refunding, after taking into account all costs of issuance of such refunding bonds, and (ii) a certificate of the Independent Accountants reciting the conclusion that the estimated average increased annual Net Revenues to be received in each of the 3 succeeding

years after the issuance of such refunding bonds shall not be less than 115% of the Maximum Annual Debt Service on the following:

(1) The Bonds Outstanding after such refunding;

(2) Any Additional Bonds theretofore issued pursuant to the provisions contained in the Ordinance which shall be Outstanding following such refunding; and

(3) The additional parity refunding 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 Additional Bonds any increase in rates enacted by the City, the time for appeal of which shall have expired (without successful appeal) prior to the date of delivery of such Additional Bonds, and shall not exceed the amount to be stated in the aforementioned certificate of Independent Accountants, which shall be filed in the office of the Recorder of the City prior to the issuance of such Additional Bonds.

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

The term "Additional Bonds," as used in this section, shall be deemed to mean additional bonds issued in compliance with the provisions and within the limitations of this section, payable from the Net Revenues of the System on a parity with the Bonds, and all the covenants and other provisions of the Ordinance (except as to details of such Additional Bonds inconsistent herewith) shall be for the equal benefit, protection and security of the Holders of the Bonds and the Holders of any Additional Bonds theretofore or subsequently issued from time to time within the limitations of and in compliance with this section. All such bonds, regardless of the time or times of their issuance, shall rank equally with respect to their lien on the Net Revenues of the System, and their source of and security for payment from said Net Revenues, without preference of any bond over any other. The 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 Additional Bonds, in addition to the payments required for Bonds theretofore issued pursuant to the Ordinance.

The term "Additional Bonds," as used in this section, shall not be deemed to include bonds, notes, certificates or other obligations subsequently issued, the lien on the Net Revenues of the System of which is subject to the prior and superior lien of the Bonds on such Net Revenues. Any such subordinate bonds, notes, certificates or other obligations shall be payable from the Net Revenues remaining after all payments required to be made pursuant to Section 6.03(1), (2) and (3) of the Ordinance have first been paid. The City shall not issue any obligations whatsoever payable from the Revenues of the System, or any part thereof, which rank prior to or equally, as to lien and

source of and security for payment from such Revenues, with the Bonds except in the manner and under the conditions provided in this section.

No Additional Bonds, as in this section defined, shall be issued at any time, however, unless all of the payments into the respective funds and accounts provided for in the Ordinance on account of the Bonds then Outstanding, if any (excluding the Renewal and Replacement Fund), and any other payments provided for in the Ordinance shall have been made in full as required to the date of delivery of the Additional Bonds.

RISK FACTORS

There can be no assurance that a secondary market for the Series 2009 Bonds will develop or, if developed, that such a market could be sustained. The Underwriter assumes no obligation to establish or maintain such a market and is not obligated to repurchase any of the Series 2009 Bonds at the request of the owner thereof. No rating has been assigned to the Series 2009 Bonds, and the absence of a rating could adversely affect the ability of an owner to sell the Series 2009 Bonds or the price received upon such sale.

THE PARKING SYSTEM

The Parking System consists of 12 parking lots. The lots have a total of 729 rental spaces plus 33 2-hour free spaces. Of the 729 spaces, 457 are currently rented and 272 are available for rent. The City Parking System has 320 metered parking spaces within its lots and on streets.

The charge for monthly parking is $20.00-$30.00 per month (up from $12.00-$25.00). The charges for on-street metered parking spaces vary based upon length of term and location of parking space. The fines for overtime parking and other parking violations are as follows: for overtime parking, the fine is $3.00 if paid within 72 hours and $10.00 if paid after 72 hours; for parking illegally in a handicapped zone, the fine is $100.00; and for all other non-moving violations, the amount of any fine varies.

Under the Act, the responsibility for the operation and maintenance of the Parking System is given to the City, and the City is empowered to delegate such responsibility to a board. Pursuant to such authority, the Common Council appointed a special committee designated the "Parking Facilities Committee," and composed of the Mayor, Recorder/Treasurer and members of Common Council. The Parking Facilities Committee promulgates rules and regulations governing the usage of all the parking facilities. It has the responsibility of collecting, receiving and depositing all funds received from the operation of the Parking System.

In addition to parking lots and metered spaces of the Parking System, there are other parking facilities built and operated in conjunction with the banks and/or office buildings and hotels. These facilities, although primarily for their respective tenants and customers, provide some public parking spaces. There are also privately operated surface lots which may be utilized by the general public. The City believes that it provides parking facilities and services at prices competitive with those of other providers of parking facilities.

Council

The City is governed by an elected Council. The Council members, officers, terms and occupations are listed below:

Council	Term	Occupation
Emmett S. Pugh, III, Mayor	7/1/07-6/30/11	Mayor
Gary R. Sutphin, Recorder/Treasurer	Employee	Recorder/Treasurer
A. K. Minter	7/1/07-6/30/11	Retired
Ann Worley	7/1/07-6/30/11	Substitute Teacher
Frank Williams	7/1/07-6/30/11	Retired
Mike Atterson	7/1/07-6/30/11	Retired
Lee Leftwich	7/1/07-6/30/11	Executive Director – Muster Project
Rob Rappold	7/1/07-6/30/11	Vice President, Wells Fargo
Cedric Robertson	7/1/07-6/30/11	Security Guard, IRS

Method of Accounting

The accounts of the Parking System are maintained as a part of the general accounts of the City. With respect to operating revenues and expenses, the City accounts are maintained in accordance with generally accepted accounting principles. Sullivan Webb, PLLC audited the records of the City for the fiscal year ended June 30, 2008. (See Appendix B – "Financial Statements of the City".)

Parking System Budget and Expenditures

An operating budget is prepared annually by the City's Recorder/Treasurer and is approved by the City's Parking Committee prior to the beginning of each new fiscal year. The operating budget is then compared to actual year-to-date revenues and expenditures on a monthly basis.

Operating Results

For a summary of the operations of the Parking System for the fiscal years ended June 30, 2005 through June 30, 2008, see Appendix A- "Economic and Demographic Information Regarding Beckley and Raleigh County, West Virginia." This summary has been compiled from the respective audited financial statements and internal financial records for fiscal years ended June 30, 2005-2008 but does not purport to present such data in accordance with generally accepted accounting principles.

Annual Debt Service Requirements

The following table sets forth for each fiscal year during which the Series 2009 Bonds will be outstanding the amounts payable from Net Revenues as principal of and interest on the Series 2009 Bonds.

DEBT SERVICE REQUIREMENTS

Year Ended June 30	2009 Bonds Principal	2009 Bonds Interest	Total
2010	$25,000.00	$47,382.03	$72,382.03
2011	65,000.00	62,710.00	127,710.00
2012	70,000.00	60,272.50	130,272.50
2013	75,000.00	57,647.50	132,647.50
2014	75,000.00	54,835.00	129,835.00
2015	80,000.00	52,022.50	132,022.50
2016	80,000.00	48,622.50	128,622.50
2017	85,000.00	45,222.50	130,222.50
2018	90,000.00	41,610.00	131,610.00
2019	90,000.00	37,785.00	127,785.00
2020	95,000.00	33,960.00	128,960.00
2021	100,000.00	29,685.00	129,685.00
2022	105,000.00	25,185.00	130,185.00
2023	110,000.00	20,460.00	130,460.00
2024	115,000.00	15,510.00	130,510.00
2025	120,000.00	10,335.00	130,335.00
2026	105,000.00	4,935.00	109,935.00
Total	$1,485,000.00	$648,179.53	$2,133,179.53

ABSENCE OF MATERIAL LITIGATION

There is no litigation or other proceeding pending or, to the knowledge of the City, threatened to restrain or enjoin the issuance, sale or delivery of the Series 2009 Bonds, or in any way contesting the validity or enforceability of the Series 2009 Bonds, the proceedings pursuant to which the Series 2009 Bonds are issued, or the collection, application or pledge of the Gross Revenues and other moneys purported to be pledged by the Ordinance.

APPROVAL OF LEGALITY

The authorization and issuance of the Series 2009 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, William H. File, III, Esq., Beckley, West Virginia, and for the Underwriter by its counsel, Vaughan Law Firm, Charleston, West Virginia.

TAX MATTERS

In the opinion of Steptoe & Johnson PLLC, Bond Counsel, under existing laws, regulations, published rulings and judicial decisions of the United States of America, as presently written and applied, the interest on the Series 2009 Bonds (a) is excludable from gross income for federal income tax purposes, (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 2009 Bonds are exempt from all taxation by the State of West Virginia, except inheritance, estate and transfer taxes, and the interest on the Series 2009 Bonds is exempt from personal and corporate income taxes imposed directly thereon by the State West Virginia. It should be noted, however, that interest on the Series 2009 Bonds is included in the adjusted current earnings of certain corporations for purposes of computing the alternative minimum tax that may be imposed with respect to corporations.

The City has designated the Series 2009 Bonds as "qualified tax-exempt obligations" for the purposes of Section 265(b)(3) of the Code, which relates to the ability of certain financial institutions to deduct the interest expense allocable to holding and carrying tax-exempt obligations 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 2009 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 2009 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 2009 Bonds.

The accrual or receipt of the interest on the Series 2009 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 2009 Bonds.

Original Issue Discount

The original issue discount in the selling price of Series 2009 Bonds maturing June 15 in the years 2025 and 2026 (the "Discount Bonds"), to the extent properly allocable to each owner of such Discount Bonds, is excluded from gross income for federal income tax purposes with respect to such owner. The original issue discount is the excess of the stated redemption price at maturity of such Discount Bonds over its initial offering price to the public, excluding underwriters and other intermediaries, at which price a substantial amount of such Discount Bonds were sold.

Under Section 1288 of the Code, original issue discount on tax-exempt bonds accrues on a compound basis. The amount of original issue discount that accrues to an owner of a Discount Bond who acquires the Discount Bond in this offering during any accrual period generally equals (i) the issue price of such Discount Bond plus the amount of original issue discount accrued in all prior accrual periods, multiplied by (ii) the yield to maturity of such Discount Bond (determined on the basis of compounding at the close of each accrual period properly adjusted for the length of the accrual period), minus (iii) any interest payable on such Discount Bond during such accrual period. The amount of original issue discount so accrued in a particular accrual period will be considered to be received ratably on each day of the accrual period, will be excluded from gross income for federal income tax purposes, and will increase the owner's tax basis in such Discount Bond. Any gain realized by an owner from a sale, exchange, payment or redemption of a Discount Bond will be treated as gain from the sale or exchange of such Discount Bond.

Holders of Discount Bonds should consult their tax advisors with respect to the treatment of original issue discount for federal income tax purposes, including various special rules related to thereto, and state and local tax consequences, in connection with the acquisition, ownership and disposition of Discount Bonds.

UNDERWRITING

Crews & Associates, Inc., as Underwriter, has agreed, subject to certain conditions, to purchase the Series 2009 Bonds from the City at a price of $1,446,882.45 (which represents the aggregate principal amount of the Series 2009 Bonds, less an original issue discount of $8,417.55 and less a $29,700.00 underwriting discount). The Underwriter will be obligated to purchase all of the Series 2009 Bonds if any are purchased. The Series 2009 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.

FINANCIAL STATEMENTS OF THE CITY

Included herein as Appendix B are the audited financial statements of the City as of and for the twelve-month period ended June 30, 2008, and the report with respect to the audited financial statements as of and for the twelve-month period ended June 30, 2008, dated March 13, 2009, of Sullivan Webb, PLLC.

CONTINUING DISCLOSURE

The City has agreed in the Ordinance to execute and deliver contemporaneously with the issuance of the Series 2009 Bonds, to provide, in accordance with the Continuing Disclosure Certificate, which shall be delivered in substantially the form attached hereto as Appendix D, for the benefit of the Registered Owners of the Series 2009 Bonds to provide certain financial and operating information of the System (the "Annual Information") not later than one hundred fifty (150) days following the end of the fiscal year of the Authority, commencing in 2009. The Annual Information and each notice of material events will be filed electronically by the City with the Electronic Municipal Markets Access system ("EMMA").

This continuing disclosure obligation is being undertaken by the City to assist the Underwriter in complying with Rule 15c2-12 promulgated by the SEC. The City has agreed to give notice in a timely manner to EMMA of any failure to supply the requested information. However, any such failure will not constitute a default under the terms of the Series 2009 Bonds. Registered Owners may contact the Recorder/Treasurer of the City at 407 South Kanawha Street, Beckley, West Virginia 25801, (304) 256-1750, for more information. Under the Continuing Disclosure Certificate, the sole remedy for such failure is to seek an order for specific performance. See "APPENDIX D – FORM OF CONTINUING DISCLOSURE CERTIFICATE."

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 2009 Bonds.

Copies of the Ordinance and other applicable documents may be obtained from the City at the following address:

City of Beckley
407 South Kanawha Street
Beckley, West Virginia 25801
(304) 256-1750
Attention: Mayor

or, during the offering period for the Series 2009 Bonds, from the Underwriter.

The execution and distribution of this Official Statement has been duly authorized by the City.

CITY OF BECKLEY (WEST VIRGINIA)

By: /s/Emmett S. Pugh, III
Mayor

Appendix A

Economic and Demographic Information Regarding Beckley and Raleigh County, West Virginia

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THE CITY OF BECKLEY

Introduction

The City of Beckley (the "City"), located in the Southern part of West Virginia, is the county seat of Raleigh County. It encompasses an area of thirteen (13) square miles and had a 1990 U.S. Census population of 18,296. The City's economic base consists of mining, healthcare, tourism, light manufacturing and retailing. Increasing diversity of the area's employment base has been markedly enhanced by vastly improved transportation facilities including the West Virginia Turnpike, the completion of I-64 and improvements to U.S. 19. Principal manufactured products in the Beckley area include a broad range of industrial, mining equipment, petroleum and petroleum products.

The City is the home of a federal prison and the Southern Regional Jail operated by the West Virginia Regional Jail & Correctional Facility Authority. The City has a solid core of industrial, commercial and cultural activities.

Census Information

Population statistics are summarized as follows:

	2008 (est.)	*2000*	*1990*
Beckley	*16,832*	*17,254*	*18,296*
Raleigh County	*79,357*	*79,220*	*76,080*

Government

The present charter of the City is a legislative charter enacted in 1927, which provides for a strong mayor-council form of government. Elected officials are the Mayor and members of Common Council from each of the five (5) wards of the City, plus two (2) members–at-large, all elected to serve concurrent terms on quadrennial basis. In addition, the City has certain appointed officials including: the Recorder/Treasurer, Public Works Director, Chief of Police, City Attorney, Municipal Judge, and Director of Parks and Recreation. All appointive officers have salaries fixed by Council.

The Mayor is the chief executive officer of the City, presiding officer, and a member of Council with the right to vote in order to break ties. The Mayor, with the consent of Council, has the right of appointment and removal of the Recorder/Treasurer, City Attorney, Chief of Police, Municipal Judge, Director of Parks & Recreation and Public Works Director. The City's Chief of Fire Department is not subject to appointment and removal by virtue of being within the civil service system.

Council acts as the legislative body for the City. One of its members presides at Common Council Meetings in the absence of the Mayor. The Recorder/Treasurer is the custodian of all records and papers of the City for which no other custodian is designated.

Governmental Services

The City maintains and operates police and fire departments, a municipal parking system, parks and recreation system, a sewer system, a department of public works and a housing authority. A summary of each department follows:

Police Department

The City's Police Department has 49 uniformed personnel and 21 non-uniformed employees and 49 cars, all of which are utilized for the preservation of life and property, maintenance of public peace, traffic control, and prevention of crime.

Fire Department

Fire protection for the City is provided by 42 uniformed employees and 1 non-uniformed employee, who operate from 3 fire stations. The Fire Department utilizes a variety of emergency vehicles which include pumper and ladder trucks, ladder/pumper and rescue units and various command vehicles.

Sewer System

The City sewer system, pursuant to statute, is operated under the custody, supervision and administration, of the Sanitary Board. It is composed of the Mayor and two persons appointed by Common Council. The Board operates a sewage collection and treatment system with a treatment plant. The system covers approximately 98% of the entire City as well as some adjacent areas. Certain facilities of the sewer system were constructed with funds provided from the sale of sewer user bonds. The bonds are payable from sewer user charges which provide the requisite net revenues for payment of the bonds.

Department of Public Works

The Board of Public Works has 53 employees and a large fleet of equipment dedicated to maintaining the streets, parking lots, parks, and common areas of the city. The department is tasked with maintaining the 540 streets in the city, including paving, drainage, street signage, and snow removal.

Public Works projects are self-sufficient, with all work performed in-house by department employees. Employees perform concrete construction, demolition of structures, paving (both asphalt and brick), maintenance of traffic lights and street lights, streetscape revitalization, and other maintenance and construction tasks. Public Works is also responsible for bi-weekly recycling pickups, the annual spring clean-up, and the fall leaf pick-up.

Parks and Recreation

The City operates an extensive Parks and Recreation system and from its general fund contributes to the department. The Parks and Recreation system is otherwise self-sustaining. The system has 6 full-time employees and up to 50 part-time seasonal employees. The Parks and Recreation system consists of a major recreational park, New River Park, 2 community recreation centers, one water slide, summer playgrounds operated in 5 neighborhoods, 2 public swimming pools, and 12 tennis courts.

Beckley Housing Authority

The Beckley Housing Authority, created by an act of the legislature, is charged with the responsibility of providing decent, safe and sanitary housing for the elderly and low-income citizenry of the City. It operates under the direction of a five (5) member board, each of which services for a five (5) year, staggered term. The Housing Authority owns and operates apartment units for low-income citizens and apartment units for senior citizens.

Accounting Practices

The accounting procedures followed by the City are established pursuant to State statutes under the supervision and direction of the State Tax Commissioner. These procedures amount to a modified accrual method of accounting with the accounts of the City organized on the basis of funds or account groups each of which constitutes a separate entity. Such accounts show the receipt, use and disposition of all public property and the income derived there from; all sources of such public income and the amounts due and received from each source; all receipts, vouchers and other documents kept or required to be kept as necessary to identify and prove the validity of every transaction; statements and reports made or required to be made for the internal administration of the office to which they pertain; and all details of financial administration of such public affairs. The Tax Commissioner requires from every local governmental entity, including the City, financial reports covering a full period of each fiscal year in accordance with the forms and methods prescribed which shall be uniform for all accounts of the same class. The fiscal year begins on July 1 and ends June 30. A post examination is required to be made by the State Tax Commissioner at least once a year.

Budget Process

Proposed budgets are prepared by each department head and submitted to the Recorder/Treasurer who assembles and presents the requests to Common Council for review. Common Council assigns priorities to the requests based on the projected available income. The administration prepares a preliminary budget for Council, which makes any changes before it is finalized by a vote of Council. The budget is then printed and distributed and is considered final subject to the approval of the State Tax Department. After approval of the State Tax Department and before "laying the levy", the budget is published as required by State statute.

The budget is controlled internally through monthly reports by the Recorder/Treasurer. It is the responsibility of each department head to stay within his respective budget. As heretofore stated, a post audit is performed once each year by an independent certified public accounting firm, with the approval of the State Tax Commissioner.

General Fund

The financial operations of the City are conducted primarily through its General Fund. The office of the Recorder/Treasurer collect and receives all taxes, fees, assessments and other charges or debts due the City for which no other City office is designated. The office of the City Recorder/Treasurer deposits the receipts daily with the record of receipts posted to the account specified. The Recorder/Treasurer makes reports monthly to Common Council as to the status of the City's accounts.

Expenditures are initiated by a requisition for the specific department involved and are sent to the Recorder/Treasurer's office for approval. The requisition is then encumbered and a purchase order is finalized. When an invoice is received, it is matched against the purchase order in the Recorder/Treasurer's office and is then approved by the Recorder/Treasurer. After approval, the check is cut and presented to the Mayor and Recorder/Treasurer for required signatures.

Pursuant to the City charter, "under no circumstances shall the City expend or contract for the expenditure of more money than the amount estimated each year in the annual estimate published in March of each year." The budget, however, is subject to approved revisions by Council with subsequent approval by the State Tax Commissioner.

Sources of General Fund Revenues

A brief description of certain general fund revenue sources follows:

Business and Occupation Tax – The largest source of revenue for the City is the business and occupation or privilege tax. The tax is determined by applying different rates against an annual base which has been generated in the classification of business activity or activities in which the taxpayer is engaged. This base may consist of the value of products, the gross proceeds of sales or gross income of the business. The B&O tax is categorized tax; that is to say the law provides business classifications in which defined business activities are taxed at specific rates which may differ from the rates assigned other specifically described forms of business activity. In Beckley, the B&O tax rates per $100 range from $.15 per $100 for wholesalers to a high of $6.00 per $100 for natural gas producers. B&O tax contributed $9,136,974 to the Beckley General Fund in the fiscal year ended June 30, 2008.

Property Tax – The second largest source of funds for the City is an annual ad valorem tax levied on the assessed value of real, personal and public utility property located within the City assessed as of the previous July 1. The ratio of the assessed valuation to true valuation is 60%. Total receipts from this source aggregated $2,426,935 for the fiscal year ended June 30, 2008.

Other Revenues – The primary source of other revenues to the General Fund include amusement taxes, consumer sales tax on liquor, various inspection fees, hotel-motel taxes, various license fees, police fines and court costs, building permits and fees, interest earned cable TV franchise fees, and coal severance tax.

General Fund Expenditures

Expenditures from the City's general fund are broken down into certain major spending categories as prescribed by the State of West Virginia levy estimate form: general government, public safety, health, highways and streets, recreations and special services, with the remainder being designated as unclassified. The largest specific categorized are those of general government and public safety, which latter category primarily encompasses the police and fire departments.

Fund Revenue and Expenditures

Expenditures from the City's general fund are broken down into certain major spending categories as prescribed by the State of West Virginia levy estimate form: general government, public safety, health, highways and streets, recreation and special services, with the remainder being designated as unclassified. The largest specific categories are those of general government and public safety, which latter category primarily encompasses the police and fire departments.

The following is a summary of the combined revenues, expenditures and changes in governmental fund type balances of the City extracted from annual audits performed for fiscal years ended June 30th, 2005, 2006, 2007, and 2008. This summary does not include financial information for proprietary and fiduciary fund types of the City.

CITY OF BECKLEY, WV
STATEMENT OF REVENUES, EXPENDITURE, AND CHANGES IN FUND BALANCES
GOVERNMENTAL FUNDS

	June 30, 2005 Audited	June 30, 2006 Audited	June 30, 2007 Audited	June 30, 2008 Audited
REVENUES - all Funds				
Property Taxes	$2,060,233	$2,090,508	$2,291,366	$2,426,935
B&O Taxes	7,990,537	8,276,105	8,965,510	9,136,974
Alcoholic beverages Tax			230,703	
Excise Tax on Utilities	626,799	680,632	668,454	721,403
Hotel Occupancy Tax			422,696	
Other Taxes	573,301	571,593	346,127	1,067,368
Miscellaneous	139,523	186,005	47,904	246,245
Licenses, Permits and Fees	330,153	443,808	456,279	426,749
Fines and Forfeitures	205,149	260,812	322,706	206,657
Investment Income	39,476	82,415	105,416	70,210
Intergovernmental Programs:				
Federal	1,182,123	798,719	1,420,835	4,863,703
State	1,602,247	4,887,127	2,877,184	2,092,049
TOTAL REVENUES	$14,749,541	$18,277,724	$18,155,180	$21,258,293
EXPENDITURES				
General Government	$4,345,610	$6,961,007	$5,716,349	$5,273,301
Public Safety	6,457,164		7,780,324	
Police		4,166,087	0	4,374,582
Fire		2,711,647	0	2,960,058
Highways and Streets	2,742,412	2,704,037	3,122,235	3,042,838
Health and Sanitation	81,553	92,282	83,880	93,377
Culture and Recreation	370,602	421,638	420,220	816,414
Social Services	101,466	223,109	112,303	113,209
Capital Projects	850,000	739,191	449,025	5,239,942
TOTAL EXPENDITURES	$14,948,807	$18,018,998	$17,684,336	$21,913,721
Excess (deficiency) of revenues over (under) expenditures	($199,266)	$258,726	$470,844	($655,428)

Insurance

The City is insured under a Certificate of Insurance issued by National Union Fire Insurance Co. of Pittsburgh, Pennsylvania. Under this coverage the City is insured for the following coverages:

- Comprehensive General Liability Insurance
- Personal Liability Insurance
- Professional Liability Insurance
- Stop Gap Liability Insurance
- Wrongful Act Liability Insurance
- Comprehensive Auto Liability Insurance
- Auto Physical Damage Insurance, including comprehensive and collision and Garagekeepers Insurance

Pension and Retirement System

All eligible City employees, with the exception of employees within the police and fire departments, participate in the West Virginia Public Employees Retirement System, a multi-employer public retirement system covering employees of the State of West Virginia and participating political subdivision of the State. In addition, the City maintains a Policemen's Pension and Relief Fund and Firemen's Pension and Relief Fund, single-employer, defined benefit plan which cover all eligible police and fire department employees.

West Virginia Public Employees Retirement System

All of the City's full-time general employees participate in the West Virginia Public Employees Retirement System. Employees who retire at or after age 60 with 5 years of contributory service are entitled to a retirement benefit, payable monthly for life, equal to 2 percent of their final average salary for each year of credited service. Final average salary is the average of the employee's annual compensation during the 3 consecutive years of credited service, during the 10 years preceding the employee's termination of employment, that produce that highest such average. Employees who have either attained age 55 and completed 10 years of credited service, or who have completed 20 years of credited service may elect to receive reduced retirement benefits beginning at age 55. The system also provides death and disability benefits. All benefits are established by State statute.

State statute requires each covered employee to contribute 4.5 percent of compensation to the plan. The City is required by State statute to contribute 9.5 percent of each covered employee's compensation.

Policemen's and Firemen's Pension and Relief Funds

The City maintains the Policemen's Pension and Relief Fund and the Firemen's Pension and Relief Fund to provide retirement, death and disability benefits to all policemen and firemen paid on a full-time basis with public funds, as authorized by West Virginia Code Section 8-22-16.

Police and fire department employees attaining the age of 50 who have completed 20 or more years of service are entitled to an annual benefit, payable in 12 monthly installments, in an amount equal to 60% of their average annual earnings received during the three 12 consecutive month periods of employment yielding the highest earnings, or an amount of $500 per month, whichever is greater. An additional two percent is added to the 60 percent for each of the first five additional years of service in excess of 20; one additional percent is added for each year of service in excess of 25, up to a maximum of 75 percent.

Disability benefits are paid for temporary total and permanent total disability in an amount not to exceed the greater of 60 percent of the monthly salary being received by such members at the time of disability plus an additional one percent for each year served in active military duty, up to a maximum of four percent. The funds also provide death benefits to surviving spouses and dependents of member and former members who have completed five or more years of continuous service.

Police and fire department employees are required to contribute 7 percent of their salary to the funds. The City is required to contribute such amounts as will provide funds equal to the normal costs of the funds and amortize any actuarial deficiencies over a period of not more than 40 years, after crediting the total contributions from the members and the West Virginia Municipal Pensions and Protection Fund. Any member who is terminated from employment prior to becoming eligible for a retirement or disability benefit shall be refunded all contributions deducted from his salary without interest.

The pension benefit obligations are determined as part of actuarial valuations of the funds as of July 1, 1987. Significant actuarial assumptions used in determining the pension benefit obligations include: (a) a rate of return on investments of present and future assets of 7.5 percent per year; and (b) projected salary increases of 6.7 percent per year.

The Parking System

The Parking System consists of 12 parking lots. The lots have a total of 729 rental spaces plus 33 2-hour free parking spaces. Of the 729 spaces, 457 are currently rented and 272 are available for rent. The City Parking System has 320 metered parking spaces located within its lots and on streets.

The charge for monthly parking is $20.00-$30.00 per month (up from $12.00-$25.00). The charges for on-street metered parking spaces vary based upon length of term and location of parking space. The fines for overtime parking and other parking violations are as follows: for overtime parking, the fine is $3.00 if paid within 72 hours and $10.00 if paid after 72 hours; for parking illegally in a handicapped zone, the fine is $100.00; and for all other non-moving violations, the amount of any fine varies.

Under the act, the responsibility for the operation and maintenance of the Parking System is given to the City, and the City is empowered to delegate such responsibility to a board. Pursuant to such authority, the Common Council appointed a special committee designated the "Parking Facilities Committee", and compose of the Mayor, Recorder/Treasurer and members of Common Council. The Parking Facilities Committee promulgates rules and regulations governing the usage of all the parking facilities. It has the responsibility of collecting, receiving and depositing all funds received from the operation of the Parking System.

Financial Operations

The accounts of the Parking System are maintained as a separate fund within the general accounts of the City and are maintained in accordance with generally accepted accounting principles. The audited financial statements of the Parking System of the City are included in the City's comprehensive Annual Audit.

Parking System Operating Results

	2008	2007	2006	2005
Revenues:	$ 303,604	$301,490	$426,814	$513,429
Expenditures:				
Interest	$ 91,835	$ 94,035	$ 95,960	$ 97,885
Depreciation	73,775	74,145	67,212	58,334
All Other	106,270	101,560	94,522	134,088
Total	$ 271,880	$269,740	$257,694	$290,307
Profit/Loss:	$ 31,724	$ 31,750	$169,120	$223,122
Cash Available:	$ 197,334	$199,930	$332,292	$379,341
Debt Service:	$ 131,835	$134,035	$130,960	$132,885
Coverage:	150%	149%	254%	285%

Note: 2006 and 2005 revenues included significant grant income.

Parking System Budget and Expenditures

An operating budget will be prepared annually by the Mayor and Recorder/Treasurer which will then be submitted to the Parking Commission and Common Council for their approval. The operating budget will then be compared to actual year-to-date revenues and expenses on a monthly basis.

Annual Debt Service Requirements

The amount required in each such fiscal year for the payment of principle due, whether by maturity or mandatory sinking fund redemption for the payment of interest and for total annual debt service in connection with the Bonds:

Date	Principal	Interest	Total Debt Service
6/15/2010	$25,000.00	$47,382.03	$72,382.03
6/15/2011	65,000.00	62,710.00	127,710.00
6/15/2012	70,000.00	60,272.50	130,272.50
6/15/2013	75,000.00	57,647.50	132,647.50
6/15/2014	75,000.00	54,835.00	129,835.00
6/15/2015	80,000.00	52,022.50	132,022.50
6/15/2016	80,000.00	48,622.50	128,622.50
6/15/2017	85,000.00	45,222.50	130,222.50
6/15/2018	90,000.00	41,610.00	131,610.00
6/15/2019	90,000.00	37,785.00	127,785.00
6/15/2020	95,000.00	33,960.00	128,960.00
6/15/2021	100,000.00	29,685.00	129,685.00
6/15/2022	105,000.00	25,185.00	130,185.00
6/15/2023	110,000.00	20,460.00	130,460.00
6/15/2024	115,000.00	15,510.00	130,510.00
6/15/2025	120,000.00	10,335.00	130,335.00
6/15/2026	105,000.00	4,935.00	109,935.00
Total	$1,485,000.00	$648,179.53	$2,133,179.53

Bankruptcy

The United States Bankruptcy Code permits political subdivision that are insolvent or unable to meet their debts to file a petition for relief in federal bankruptcy courts if authorized by state law. Although no West Virginia legislation currently authorizes such a filing, future legislation may permit the City to undertake bankruptcy proceedings.

Bankruptcy proceeding by the City could have additional adverse effects on Bondholders, including a delay in the enforcement of Bondholders' remedies and subordination of the Bondholders' liens to claims of those supplying goods and services to the City after the initiation of bankruptcy proceedings and to the administrative expenses of bankruptcy proceedings and imposition without the consent of all Bondholders of a reorganization plan reducing or delaying payments of the Bonds. The Bankruptcy Code contains provision intended to insure that, in any reorganization plan not accepted by the holders of at least a majority in aggregate principal amount of the Bonds, Bondholders will have the benefit of their original lien or the "indubitable equivalent." The effect of these and other new provisions of the Bankruptcy Code cannot be predicted with any certainty and may be significantly affected by judicial interpretation.

Litigation

There are no actions, suits, proceedings, inquiries or investigations 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 therefore) wherein an unfavorable decision, ruling or finding would adversely affect the validity of the Bonds, the Bond Ordinance, the Supplemental Resolution or any agreements to which the City is party and which are a result of the issuance of the Bonds.

Financial Statements

Included in Appendix B are the audited financial statements of the City which include the June 30, 2008 Parking System Financial statements.

ECONOMIC AND RELATED DATA

Employment

The Beckley metropolitan area's employment structure reveals a diversified economic base. The local economy is not dependant entirely on the coal industry. Completion of the interstate system through the area has enabled Beckley's economy to diversify and become more service oriented.

Unemployment Summary

The total civilian labor force in Raleigh County for June, 2009 was 32,824 of which 29,695 were employed and 3,129 were unemployed. The unemployment rate was 9.5 percent.

Labor force, Employment and Unemployment Statistics

The following are labor force, employment and unemployment information for Raleigh County for June, 2009. The figures are not seasonally adjusted.

	Raleigh County	*West Virginia*	*United States*
Civilian Labor Force	32,824	806,614	155,921,000
Number Employed	29,695	730,703	140,826,000
Number Unemployed	3,129	75,911	15,095,000
Unemployment Rate	9.5%	9.4%	9.7%

Source: Workforce WV

THE TEN LARGEST EMPLOYERS IN THE BECKLEY/RALEIGH COUNTY AREA – MARCH 2008

1. Raleigh County Board of Education
2. Raleigh General Hospital
3. Wal-Mart Associates, Inc.
4. Mountain State University, Inc.
5. Appalachian Regional Healthcare

6. Veterans Administration Medical Center
7. Marfork Coal Company, Inc.
8. U.S. Department of Justice
9. The Kroger Company
10. TRG Insurance Solutions, LLC

Source: WORKFORCE WV

Healthcare

In addition to being an economic hub to southern West Virginia, Beckley is the area's medical center as well. The three hospitals located in Beckley offer 563 acute care beds.

Raleigh General Hospital	300 beds
Appalachian Regional Medical Center	173 beds
Veterans Administration Hospital	90 beds

Transportation

Highways – Beckley is a major hub in Southern West Virginia. Interstates 64 and 77 form a major crossroads south of Beckley. U.S. Route 19, WV 10, WV 210, WV 3, and WV 16 also serve Beckley.

Air – Greater Beckley's only airport is Beckley Raleigh County Memorial Airport. Raleigh County Airport is served by one airline: United Airlines with service to Washington-Dulles and Shenandoah Valley.

Education

Public Schools	*# of Schools*
Elementary	19
Middle or Jr. High	5
High School	4
Vocational Schools	1
2008 Public High School Graduates	739

Colleges (within 50 miles)	*Type*	*Enrollment*	*City*
Mountain State University	4 year	3,170	Beckley
Bluefield State College	4 year	2,648	Bluefield
Concord College	4 year	3,050	Athens
WVU Institute of Technology	4 year	2,311	Montgomery
So WV Comm & Tech College	2 year	NA	Pineville

Recreation & Culture

The Raleigh County area offers multiple cultural and recreational facilities. Grandview State Park is well known for its warm-weather outdoor productions of the historical dramas *Honey in the Rock* and *Hatfield's and McCoy's*. Within the City, there are approximately 1,300 lodging rooms available.

New River Gorge National River, Grandview State Park, Little Beaver State Park, Babcock State Park, Lake Stephens, Twin Falls State Park, Pipestem State Park, and whitewater rafting within minutes from Beckley. The Winterplace Ski Resort is also located within Raleigh County approximately 25 miles south of Beckley on I-77 at Flat Top, West Virginia.

Tamarack, the arts, craft and cultural center, built by the West Virginia Parkways, Economic Development and Tourism Authority is located in the area.

Appendix B

Financial Statements of the City

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[FORM OF OPINION OF BOND COUNSEL]

[Date of Delivery]

$1,485,000
CITY OF BECKLEY (WEST VIRGINIA)
PARKING SYSTEM REFUNDING REVENUE BONDS,
SERIES 2009 (BANK QUALIFIED)

City of Beckley
Beckley, West Virginia

Crews & Associates, Inc.
Charleston, West Virginia

Ladies and Gentlemen:

We have examined a record of proceedings relating to the issuance by the City of Beckley, West Virginia (the "Issuer") of its $1,485,000 aggregate principal amount of Parking System Refunding Revenue Bonds, Series 2009 (the "Series 2009 Bonds").

The Series 2009 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 16 and Chapter 13, Article 2E of the West Virginia Code of 1931, as amended (collectively, the "Act"), and a Bond Ordinance duly enacted by the Issuer on July 14, 2009, as supplemented by a Supplemental Parameters Resolution duly adopted by the Issuer on July 14, 2009 (collectively, the "Ordinance"), and are subject to all the terms and conditions of the Ordinance. All capitalized terms used herein and not otherwise defined shall have the meanings set forth in the Ordinance when used herein.

The Series 2009 Bonds are issued in fully registered form, are dated September 17, 2009, upon original issuance, mature on June 15 in the years and amounts and bear interest payable each June 15 and December 15, commencing December 15, 2009, as set forth in the Certificate of Determinations.

The Series 2009 Bonds shall be subject to optional and mandatory sinking fund redemption prior to maturity on the dates, in the amounts and at the redemption prices, all as set forth in the Certificate of Determinations.

The Ordinance provides that the Series 2009 Bonds are issued for the purpose of currently refunding the Issuer's Parking System Revenue Bonds, Series 1998 (the "Series 1998 Bonds"), funding a debt service reserve account for the Series 2009 Bonds and paying costs of issuance of the Series 2009 Bonds and related costs.

The Series 2009 Bonds have been sold to Crews & Associates, Inc. (the "Original Purchaser"), pursuant to a Bond Purchase Agreement dated September 2, 2009, and accepted by the Issuer (the "Bond Purchase Agreement").

As to questions of fact material to our opinion, we have relied upon representations of the Issuer, the Original Purchaser and other entities contained in the Ordinance, the Certificate of Determinations, the Bond Purchase Agreement, the Continuing Disclosure Agreement, the Tax Certificate and in the certified proceedings and other certifications of certain officials furnished to us without undertaking to verify the same by independent investigation.

Based upon the foregoing, and assuming compliance with the covenants and representations of the Issuer and others set forth in the Ordinance, the Bond Purchase Agreement, the Continuing Disclosure Agreement, the Tax Certificate and such certifications, we are of the opinion, under existing law, that:

1. The Issuer is a duly organized and validly existing municipal corporation under and pursuant to the laws of the State of West Virginia, with full power and authority to adopt and enact the Ordinance, execute the Certificate of Determinations, enter into the Bond Purchase Agreement and the Continuing Disclosure Agreement, deliver the Tax Certificate, perform its obligations under the terms and provisions thereof and to issue and sell the Series 2009 Bonds, all under the provisions of the Act and other applicable provisions of law.

2. The Issuer, through its governing body, has legally and effectively adopted and enacted the Ordinance, has authorized, executed and delivered the Certificate of Determinations, Bond Purchase Agreement, the Continuing Disclosure Agreement, the Tax Certificate, has authorized the distribution of the Official Statement in connection with the marketing and sale of the Series 2009 Bonds, and has issued and delivered the Series 2009 Bonds to the Original Purchaser pursuant to the Bond Purchase Agreement. The Ordinance is in full force and effect as of the date hereof.

3. Assuming due authorization, execution and delivery by the other parties thereto, the Bond Purchase Agreement, the Continuing Disclosure Agreement and the Tax Certificate constitute valid, legal, binding and enforceable instruments of the Issuer in accordance with their respective terms.

4. The Series 2009 Bonds have been duly authorized, executed and delivered by the Issuer and, assuming proper authentication, constitute valid and legally enforceable limited obligations of the Issuer, payable from, and secured by a lien on, the Net Revenues of the System.

The Series 2009 Bonds are enforceable in accordance with their terms and the terms of the Ordinance, and are entitled to the benefits of the Ordinance and the Act.

5. The Series 1998 Bonds have been paid within the meaning and with the effect expressed in the ordinance, as supplemented, pursuant to which they were issued, and the covenants, agreements and other obligations of the Issuer to the holders and owners of the Series 1998 Bonds have been satisfied and discharged.

6. Under existing laws, regulations, published rulings and judicial decisions of the United States of America, as presently written and applied, the interest on the Series 2009 Bonds (including any original issue discount properly allocable to owners of the Bonds) is excludable from gross income of the holders thereof for federal income tax purposes and is not an item of tax preference for purposes of the federal alternative minimum tax imposed upon individuals and corporations. It should be noted, however, that for the purpose of computing the alternative minimum tax on corporations (as defined for federal income tax purposes), such interest is taken into account in determining adjusted current earnings. Ownership of tax-exempt obligations, including the Series 2009 Bonds, may result in collateral federal income tax consequences to certain taxpayers, including without limitation, financial institutions, property and casualty insurance companies, individual recipients of Social Security or Railroad Retirement benefits, and taxpayers who may be deemed to have incurred or continued indebtedness to purchase or carry such obligations. We offer no opinion as to such collateral tax consequences or any other federal tax consequences arising with respect to the Series 2009 Bonds. Prospective purchasers of the Series 2009 Bonds should consult their own tax advisors as to such consequences. The opinions set forth above are subject to the condition that the Issuer comply, on a continuing basis, with all requirements of the Internal Revenue Code of 1986, as amended, and regulations thereunder (collectively, the "Code") that must be satisfied subsequent to issuance of the Series 2009 Bonds for interest thereon to be or continue to be excludable from gross income for federal income tax purposes and with all certifications, covenants and representations which may affect the excludability from gross income of the interest on the Series 2009 Bonds set forth in the Ordinance, the Tax Certificate and the certifications of the Issuer and others. Failure to comply with such Code provisions or such certifications, covenants and representations could cause the interest on the Series 2009 Bonds to be includable in gross income retroactive to the date of issuance of the Series 2009 Bonds.

7. Under the Act, the Series 2009 Bonds and the interest thereon are exempt from all taxation by the State of West Virginia or any county, municipality, political subdivision or agency thereof.

8. The Issuer has designated the Series 2009 Bonds as "qualified tax-exempt obligations" for purposes of Section 265(b)(3)(B) of the Code.

9. The Series 2009 Bonds are exempted securities within the meaning of Section 3(a)(2) of the Securities Act of 1933, as amended, and the West Virginia Uniform Securities Act, as amended, and it is not necessary, in connection with the public offering and sale of the Series 2009 Bonds, to register any securities under said Securities Acts.

It is to be understood that the rights of the holders of the Series 2009 Bonds and the enforceability of the Series 2009 Bonds, the Ordinance, the Bond Purchase Agreement, the Continuing Disclosure Agreement, the Tax Certificate, and the liens, pledges, rights or remedies with respect thereto, are subject to and may be limited by any applicable bankruptcy, reorganization, insolvency, moratorium or other similar laws heretofore or hereafter enacted affecting creditors' rights or remedies generally and that their enforcement may also be subject to the application of public policy, general principles of equity and the exercise of judicial discretion in appropriate cases.

We have examined the executed and authenticated Series 2009 Bonds of said issue, and in our opinion, said Series 2009 Bonds are in proper form and have been duly executed and authenticated.

Very truly yours,

STEPTOE & JOHNSON PLLC

Appendix D

Form of Continuing Disclosure Certificate

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Form of Continuing Disclosure Certificate

$1,485,000
CITY OF BECKLEY (WEST VIRGINIA)
PARKING SYSTEM REFUNDING REVENUE BONDS
SERIES 2009 (BANK QUALIFIED)

CONTINUING DISCLOSURE CERTIFICATE

This Continuing Disclosure Certificate (this "Certificate") is executed and delivered this 17th day of September, 2009, by the City of Beckley (the "City"), in connection with the issuance of its $1,485,000 Parking System Refunding Revenue Bonds, Series 2009 (the "Series 2009 Bonds"). The Series 2009 Bonds are being issued pursuant to a bond ordinance enacted by the Common Council of the City on July 14, 2009, and a supplemental resolution adopted by the Common Council of the City on July 14, 2009 (collectively, the "Ordinance"). The City covenants and agrees as follows:

SECTION 1. Purpose of Certificate. This Certificate is being executed and delivered by the City for the benefit of the holders and beneficial owners of the Series 2009 Bonds and in order to assist the Underwriter in complying with SEC Rule 15c2-12(b)(5).

SECTION 2. Definitions. In addition to the definitions set forth in the Ordinance and the Bond Purchase Agreement, which apply to any capitalized term used in this Certificate unless otherwise defined in this Section, the following capitalized terms shall have the following meanings:

"Annual Financial Information" means the financial information (which shall be based on financial statements prepared in accordance with generally accepted accounting principles ("GAAP")), provided at least annually, of the type included in those sections of the final official statement with respect to the Series 2009 Bonds attached thereto as Appendix B, which Annual Financial Information shall include Audited Financial Statements if available on the due date set forth herein, and, if not then available, unaudited financial statements.

"Audited Financial Statements" means the City's annual financial statements, prepared in accordance with GAAP, which financial statements shall have been audited by a firm of independent certified public accountants.

"Beneficial Owner" shall mean any person who has the power, directly or indirectly, to vote or consent with respect to, or to dispose of ownership of, any the Series 2009 Bonds (including persons holding the Series 2009 Bonds through nominees, depositories or other intermediaries).

"Dissemination Agent" shall initially mean the City and any later appointed Dissemination Agent or any successor Dissemination Agent designated in writing by the City and which has filed with the City a written acceptance of such designation.

"EMMA" means the Electronic Municipal Market Access system described in 1934 Act Release No. 59062 and maintained by the Municipal Securities Rulemaking Board for purposes of the Rule.

"Listed Events" shall mean any of the events listed in Section 5(a) of this Certificate.

"National Repository" shall mean the Municipal Securities Rulemaking Board, Washington, D.C., the sole Nationally Recognized Municipal Securities Information Repository for purposes of the Rule, effective as of July 1, 2009.

"Purchase Contract" shall mean the Bond Purchase Agreement dated September 2, 2009, between the Underwriter and the City, by which the Underwriter offered to purchase the Series 2009 Bonds from the City upon the terms set forth therein.

"Repository" shall mean each National Repository and the State Repository.

"Rule" shall mean Rule 15c2-12(b)(5) adopted by the Securities and Exchange Commission under the Securities Exchange Act of 1934, as the same may be amended from time to time.

"Series 2009 Bonds" shall mean the $1,485,000 Parking System Refunding Revenue Bonds, Series 2009.

"State" shall mean the State of West Virginia.

"State Repository" shall mean any public or private repository or entity designated by the State as the state repository for the purpose of the Rule and recognized as such by the Securities and Exchange Commission. As of the date of this Certificate, there is no State Repository.

"Underwriter" shall mean Crews & Associates, Inc., the original underwriter of the Series 2009 Bonds, who is required to comply with the Rule in connection with offering of the Series 2009 Bonds.

SECTION 3. Provision of Annual Reports.

(a) The City shall, or shall cause the Dissemination Agent to, not later than 150 days after the end of the City's fiscal year (presently June 30), commencing with the report for the Fiscal Year ending June 30, 2009, provide to each Repository Annual Financial Information and Audited Financial Statements, which are consistent with the requirements of Section 4 of this Certificate. The Annual Financial Information and Audited Financial Statements may be submitted as a single document or as separate documents comprising a package, and may cross-reference other information as provided in Section 4 of this Certificate. If the City's fiscal year changes, the City shall give notice of such change in the same manner as for a Listed Event under Section 5(a).

(b) Not later than fifteen (15) Business Days prior to said date, the City shall provide the Annual Financial Information and Audited Financial Statements to the Dissemination Agent (if other than the City). If the City is unable to provide to the Repositories its Annual Financial Information and Audited Financial Statements by the date required in subsection (a), the City shall send a notice to the Repositories, in substantially the form attached as Exhibit A.

(c) The Dissemination Agent shall:

(i) determine each year prior to the date for providing the Annual Financial Information and Audited Financial Statements the name and address of each Repository; and

(ii) if the Dissemination Agent is other than the City, file a report with the City certifying that the Annual Financial Information and Audited Financial Statements have been provided pursuant to this Certificate, stating the date it was provided and listing the Repositories to which it was provided.

(d) Effective on July 1, 2009 and thereafter, all documents provided to the Municipal Securities Rulemaking Board shall be provided in an electronic formant and shall be accompanied by identifying information as prescribed by the Municipal Securities Rulemaking Board.

SECTION 4. Content of Annual Financial Information and Audited Financial Statements. The City's Annual Financial Information and Audited Financial Statements shall contain or include by reference the following:

(a) Within ninety (90) days after receipt by the City of the City's fiscal year ended June 30, 2009 fiscal year and each subsequent fiscal year, for delivery to each Repository in the format required by the Rule, unaudited general purpose financial statements of the City, and

(b) Within one hundred fifty (150) days of the City's fiscal year ended June 30, 2009, and each subsequent fiscal year, for delivery to each Repository in the format required by the Rule, such information and data of the City for the prior fiscal year, including the audited

financial statements, prepared in accordance with generally accepted accounting principles in effect from time to time.

Any or all of the items listed above may be included by specific reference to other documents, including official statements of debt issues of the City or related public entities, which have been submitted to each of the Repositories or the Securities and Exchange Commission. If the document included by reference is a final official statement it must be available from the Municipal Securities Rulemaking Board. The City shall clearly identify each such other document so included by reference.

SECTION 5. Reporting of Significant Events.

(a) Pursuant to the provisions of this Section 5, the City shall give, or cause to be given, notice of the occurrence of any of the following events, if applicable, with respect to the Series 2009 Bonds, if material:

1. principal and interest payment delinquencies;

2. non-payment related defaults;

3. unscheduled draws on debt service reserves reflecting financial difficulties;

4. unscheduled draws on credit enhancements reflecting financial difficulties;

5. substitution of credit or liquidity providers, or their failure to perform;

6. adverse tax opinions or events affecting the tax-exempt status of the security;

7. modifications to rights of security holders;

8. bond calls;

9. defeasances;

10. release, substitution, or sale of property securing repayment of the securities, except as provided by the Ordinance;

11. rating changes.

(b) Whenever the City obtains knowledge of the occurrence of any of the Listed Events, the City shall as soon as possible determine if such event would be material under applicable federal securities laws.

(c) If the City determines that knowledge of the occurrence of any of the Listed Events would be material under applicable federal securities laws, the City shall promptly file a notice of such occurrence with each Repository. Notwithstanding the foregoing, notice of Listed Events described in subsections (a) (4) and (5) need not be given under this subsection any earlier than the notice (if any) of the underlying event is given to holders of affected the Series 2009 Bonds pursuant to the Ordinance.

SECTION 6. Termination of Reporting Obligation. The City's obligations under this Certificate shall terminate upon the legal defeasance, prior redemption or payment in full of all of the Series 2009 Bonds. If such termination occurs prior to the final maturity of the Series 2009 Bonds, the City shall give notice of such termination in the same manner as for any of the Listed Events under Section 5(a).

SECTION 7. Dissemination Agent. The City may, from time to time, appoint or engage a Dissemination Agent to assist it in carrying out its obligations under this Certificate. The Dissemination Agent shall not be responsible in any manner for the content of any notice or report prepared by the City pursuant to this Certificate.

SECTION 8. Amendment, Waiver. Notwithstanding any other provision of this Certificate, the City may amend this Certificate, and any provision of this Certificate may be waived, provided that the following conditions are satisfied:

(a) If the amendment or waiver relates to the provisions of Sections 3(a), 4 or 5(a), it may only be made in connection with a change in circumstances that arises from a change in legal requirements, change in law, or change in the identity, nature or status of an obligated person with respect to the Series 2009 Bonds, or the type of business conducted;

(b) The undertaking, as amended or taking into account such waiver, would, in the opinion of nationally recognized bond counsel, have complied with the requirements of the Rule at the time of the original issuance of the Series 2009 Bonds, after taking into account any amendments or interpretations of the Rule, as well as any change in circumstances, and

(c) The amendment or waiver either (i) is approved by the Holders of the Series 2009 Bonds in the same manner as provided in the Ordinance for amendments to the Ordinance with the consent of holders of the Series 2009 Bonds, or (ii) does not, in the opinion of nationally recognized bond counsel, materially impair the interests of the holders or beneficial owners of the Series 2009 Bonds.

In the event of any amendment or waiver of a provision of this Certificate, the City shall describe such amendment in the next Annual Financial Information and Audited Financial Statements, and shall include, as applicable, a narrative explanation of the reason for the amendment or waiver and its impact on the type (or in the case of a change of accounting principles, on the presentation) of financial information or operating data being presented. In

addition, if the amendment relates to the accounting principles to be followed in preparing financial statements, (i) notice of such change shall be given in the same manner as for any of the Listed Events under Section 5(a), and (ii) the Annual Financial Information and Audited Financial Statements for the year in which the change is made should present a comparison (in narrative form and also, if feasible, in quantitative form) between the financial statements as prepared on the basis of the new accounting principles and those prepared on the basis of the former accounting principles.

SECTION 9. Additional Information. Nothing in this Certificate shall be deemed to prevent the City from disseminating any other information, using the means of dissemination set forth in this Certificate or any other means of communication, or including any other information in any Annual Financial Information and Audited Financial Statements or notice of occurrence of any of the Listed Events, in addition to that which is required by this Certificate. If the City chooses to include any information in any Annual Financial Information and Audited Financial Statements or notice of occurrence of any of the Listed Events in addition to that which is specifically required by this Certificate, the City shall have no obligation under this Certificate to update such information or include it is any future Annual Financial Information and Audited Financial Statements or notice of occurrence of any of the Listed Events.

SECTION 10. Default. In the event of a failure of the City to comply with any provision of this Certificate (and, at the request of the Original Purchaser), any Holder or Beneficial Owner of the Series 2009 Bonds may take such actions as may be necessary and appropriate, including seeking mandate or specific performance by court order, to cause the City to comply with its obligations under this Certificate. A default under this Certificate shall not be deemed an Event of Default under the Ordinance, and the sole remedy under this Certificate in the event of any failure of the City to comply with this Certificate shall be an action to compel performance.

SECTION 11. Beneficiaries. This Certificate shall inure solely to the benefit of the City, the Underwriter and holders and beneficial owners from time to time of the Series 2009 Bonds, and shall create no rights in any other person or entity.

Date: September 17, 2009

CITY OF BECKLEY (WEST VIRGINIA)

By: _____
Mayor

EXHIBIT A

NOTICE TO REPOSITORIES OF FAILURE TO FILE ANNUAL REPORT

Name of Issuer: City of Beckley (West Virginia)

Name of Issue: $1,485,000 City of Beckley Parking System
Refunding Revenue Bonds, Series 2009 (Bank Qualified)

Date of Issuance: September 17, 2009

Notice is hereby given that the City has not provided an Annual Report with respect to the above-named bonds as required by its covenant made in connection with the above-referenced bond issue. The City anticipates that the Annual Report will be filed by _____.

Dated this ___ day of _____, 20__.

CITY OF BECKLEY (WEST VIRGINIA)

By: _____
Mayor

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BOND PURCHASE AGREEMENT

Date: September 2, 2009

City of Beckley
407 South Kanawha Street
Beckley, West Virginia 25801

Re: $1,485,000 City of Beckley (West Virginia) Parking System Refunding Revenue Bonds, Series 2009

Sirs:

Crews & Associates, Inc. (the "Underwriter") offers to enter into the following agreement with the City of Beckley, West Virginia (the "Issuer") which, upon your acceptance of this offer, will be binding upon you and upon the Underwriter. Words and terms not otherwise defined herein shall have the same meanings as set forth in the Official Statement described in Section 3 hereof.

This offer is made subject to acceptance by the Issuer on or before September 2, 2009, at 7:00 p.m., New York, New York time.

1. Upon and subject to the terms and conditions and upon the basis of the respective representations, warranties and covenants hereinafter set forth, the Underwriter hereby agrees to purchase from the Issuer, and the Issuer hereby agrees to sell to the Underwriter, all (but not less than all) of the $1,485,000 City of Beckley (West Virginia) Parking System Refunding Revenue Bonds, Series 2009 (the "Series 2009 Bonds" or the "Bonds"), at an aggregate purchase price of $1,446,882.45 (which represents the aggregate principal amount of the Series 2009 Bonds, less an original issue discount of $8,417.55 and less a $29,700.00 underwriting discount).

The Bonds are to be special obligations of the Issuer, issued pursuant to a Bond Ordinance duly enacted by the Issuer on July 14, 2009, as supplemented by a Supplemental Parameters Resolution duly adopted by the Issuer on July 14, 2009 (collectively, the "Ordinance"). The payment of the debt service of all of the Series 2009 Bonds are secured forthwith equally and ratably by a first lien on the Net Revenues derived from the ownership or operation of the System. The Net Revenues derived from the System, in an amount sufficient to pay the principal of and interest on the Series 2009 Bonds, and all other payments provided for in the Ordinance, are irrevocably pledged in the manner provided in the Ordinance to the payment of the principal of and interest on the Series 2009 Bonds as the same become due and for the other purposes provided in the Ordinance.

The proceeds of the Series 2009 Bonds, together with other funds available therefor, will be used as follows: (i) to refund the entire outstanding principal balance and all accrued interest on the City's outstanding Parking System Revenue Bonds, Series 1998, dated June 15, 1998, issued in the original aggregate principal amount of $1,840,000 (the "Refunded Bonds"); (ii) to fund a debt service reserve account (the "Series 2009 Bonds Reserve Account") in the sinking fund (the "Sinking Fund") established with the West Virginia Municipal Bond Commission for the Series 2009 Bonds in an amount equal to 50% of the Maximum Annual Debt Service on the Series 2009 Bonds; and (iii) to pay certain costs of issuance of the Series 2009 Bonds and related costs (the "Series 2009 Project" or the "Project").

2. The Bonds mature on the dates and in the amounts, and will bear interest at the rates, as set forth on Exhibit A hereto. The Bonds are to be subject to redemption at the times and prices set forth in the Certificate of Determinations.

3. Within seven business days of its acceptance hereof, the Issuer shall deliver to the Underwriter at the expense of the Issuer a sufficient number of copies of a final Official Statement of the Issuer of even date herewith, executed by the Issuer (the "Official Statement") to enable the Underwriter to provide an Official Statement with confirmation of the purchase of the Bonds and to otherwise provide copies of the Official Statement as required by Rule 15c2-12 under the Securities Exchange Act of 1934. The Official Statement shall be in substantially the same form as that of the Preliminary Official Statement of the Issuer dated August 28, 2009 (the "Preliminary Official Statement") previously distributed with respect to the Bonds. The Issuer hereby authorizes the use of the Official Statement and the information therein contained in connection with the public offering and sale of the Bonds.

The Issuer hereby approves the forms of, and consents to, the Underwriter's use of the Preliminary Official Statement and the Official Statement in connection with the offering and sale of the Bonds. The Official Statement is hereby deemed final within the meaning of Rule 15c2-12 under the Securities Exchange Act of 1934, with such changes, omissions, insertions and revisions as the Mayor shall deem advisable, such signature to evidence approval thereof, and is hereby authorized.

4. In order to induce the Underwriter to enter into this Bond Purchase Agreement, the Issuer hereby represents and warrants to the Underwriter that both at the time of acceptance hereof by the Issuer and at the time of Closing:

(a) the statements and information contained in the Official Statement under the heading "INTRODUCTION," "FINANCING PLAN," "SECURITY FOR THE 2009 BONDS," "RISK FACTORS," "THE PARKING SYSTEM," "ABSENCE OF MATERIAL LITIGATION" and APPENDICES A and B are and will be true, correct and complete in all material respects and such statements and information do not and will not contain any untrue or misleading statement of a material fact or omit any statement or information which is necessary to make the statements and information therein, in the light of the circumstances under which they were made or presented, not misleading in any material respect;

(b) the Issuer is and will be duly organized and validly existing under the laws of the State of West Virginia with the powers and authority set forth in Chapter 8, Article 16 and Chapter 13, Article 2E of the Code of West Virginia, 1931, as amended (collectively, the "Act"), including the full legal right, power and authority to issue revenue bonds to finance the costs of the Series 2009 Project and to enter into this Bond Purchase Agreement, to enact ordinances and adopt resolutions with respect to the Bonds, to issue, sell and deliver the Bonds to the Underwriter as provided herein and to carry out and consummate all other transactions contemplated by the aforesaid documents;

(c) when delivered to and paid for by the Underwriter at the Closing in accordance with the provisions of this Bond Purchase Agreement, the Bonds will have been duly authorized, executed, authenticated, issued and delivered and will constitute valid and binding special obligations of the Issuer of the character permitted by the Act (as defined in the Ordinance), in conformity with, and entitled to the benefit and security of, the Act and the Ordinance;

(d) the execution and delivery of this Bond Purchase Agreement, the Bonds and the Tax Certificate by the Issuer dated the date of delivery of the Bonds (the "Tax Certificate") and compliance with the provisions hereof and thereof, under the circumstances contemplated hereby and thereby, will not in any material respect conflict with or constitute on the part of the Issuer a breach of or default under any agreement or other instrument to which the Issuer is a party or any existing law, administrative regulation, court order or consent decree to which the Issuer is subject;

(e) all approvals, consents and orders of any governmental authority, board, agency, council or commission having jurisdiction which would constitute a condition precedent to the performance by the Issuer of its obligations hereunder and under the Ordinance and the Bonds have been obtained or, if not, will be obtained on or prior to the time of Closing;

(f) no litigation is pending or, to the knowledge of the Issuer, threatened (i) seeking to restrain or enjoin the issuance or delivery of any of the Bonds or the application of proceeds of the Bonds as

provided in the Ordinance, (ii) in any way contesting or affecting any authority for the issuance of the Bonds or the validity of the Bonds, the Ordinance, the Tax Certificate or this Bond Purchase Agreement, (iii) in any way contesting the existence or powers of the Issuer, or (iv) in any way contesting the right of the members of the Issuer to hold any of their respective offices;

(g) the Issuer is not in breach of or in default under any existing law, court or administrative regulation, decree or order applicable to the Issuer or by which it or its property is bound, and no event has occurred or is continuing which, with the passage of time or the giving of notice, or both, would constitute a breach of or a default or an event of default thereunder, wherein such breach or default would have a materially adverse impact on the transactions contemplated by this Bond Purchase Agreement, the Official Statement or the Ordinance or the validity of the Bonds or any of such other documents or any agreement or instrument to which the Issuer is a party or by which it or its property is bound and which is used or contemplated for use in the consummation of the transactions contemplated hereby;

(h) any certificate signed by any officer of the Issuer and delivered to the Underwriter at the Closing shall be deemed a representation and warranty by the Issuer to the Underwriter as to the statements made therein;

(i) when this Bond Purchase Agreement is accepted by the Issuer, and when the Bonds are issued, authenticated, sold and delivered to the Underwriter, each of the representations and certifications of the Issuer herein, in the Ordinance is and will be true, accurate and complete; and

(j) the Issuer has not received any judicial or administrative notice which in any way questions the Federal tax exempt status of interest on the Bonds or indicates that certificates of the Issuer as to non-arbitrage may not be relied upon in accordance with applicable Treasury Regulations.

(k) since June 30, 2008, no material and adverse change has occurred in the financial position or results of operations of the Issuer;

(l) since June 30, 2008, the Issuer has not incurred any material liabilities other than as disclosed in the Official Statement;

(m) to the best knowledge of the officer executing this Bond Purchase Agreement it is not in breach of or in default under any existing law, court or administrative regulation, decree, order, agreement or other instrument to which it is subject or is a party or by which it or any of its property is bound, and no event has occurred and is continuing which, with the passage of time or the giving of notice, or both, would constitute a breach of or a default or an event of default thereunder;

(n) the financial statements of the Issuer included in the Preliminary Official Statement and the Official Statement as Appendix B thereto present fairly the financial position of the Issuer as of the respective dates set forth thereon and the results of its operations and the changes in its financial position for the two years ending on such dates in conformity with generally accepted accounting principles applied on a consistent basis, except as disclosed in the financial statements;

(o) the Issuer has duly taken all action necessary to be taken by it for the issuance and sale of the Bonds by the Issuer upon the terms set forth herein and in the Official Statement and the Ordinance and for the execution, delivery and performance by it of this Bond Purchase Agreement and the Tax Certificate and has duly taken all such other action as may be necessary or appropriate for the effectuation and consummation of the transactions contemplated hereby or by the Official Statement or the Tax Certificate;

(p) the Issuer will not take or omit to take any action which will in any way cause or result in the proceeds from the sale of the Bonds being applied in a manner other than as provided in the Ordinance;

(q) except as may be described in the Official Statement, there is no action, suit, proceeding, investigation at law or in equity before or by any court, public board or body pending or, to the knowledge of the Issuer, threatened against or affecting it which, after due investigation, management believes will result in the award

of money damages in excess of the applicable insurance coverages or wherein an unfavorable decision, ruling or finding would have a materially adverse effect on the operation of the Issuer's facilities, or the transactions contemplated by this Bond Purchase Agreement, the Official Statement or the Tax Certificate;

(r) the Issuer will not, while any Bonds are Outstanding (within the meaning of the Ordinance), take or permit to be taken any action which would adversely affect the exclusion from gross income of the interest on the Bonds for Federal income tax purposes; and

(s) the Issuer is eligible and entitled to participate in the transactions contemplated by this Bond Purchase Agreement, the Official Statement or the Tax Certificate.

The Issuer covenants that between the date hereof and the time of Closing it will not take any action, or omit to take any action, which will cause any of the representations and warranties made in this Section 4 to be untrue or incomplete as of the time of Closing.

5. (Reserved)

6. The Issuer consents to and ratifies the use of the Preliminary Official Statement prior to the availability of the Official Statement by the Underwriter in connection with the public offering of the Bonds after the date hereof.

7. At 10:00 A.M. Charleston, West Virginia time, on September 17, 2009, or at such other time or on such other date as shall have been mutually agreed upon by the Issuer and the Underwriter (the "Closing Date"), the Issuer will deliver the Bonds to the Underwriter at The Depository Trust Company ("DTC") in New York, New York, in definitive form, duly executed by the Issuer and authenticated by the Registrar. Delivery of the documents described in Section 8 hereof shall occur at the offices hereinafter specified. Upon receipt thereof, the Underwriter shall pay the purchase price of the Bonds, plus accrued interest to the Closing Date, if any, to the Issuer in Federal funds. Such delivery and payment therefor is referred to herein as the "Closing".

Each maturity of the Bonds shall be represented by a single certificate registered in the name of Cede & Co., as nominee of DTC, and will be made available to the Underwriter for checking at the offices of DTC in New York, New York not less than 24 hours prior to the Closing Date. It is anticipated that CUSIP identification numbers will be printed on the Bonds, but neither the failure to print such numbers on any Bond, nor any error with respect thereto, shall constitute cause for a failure or refusal by the Underwriter to accept delivery of, and pay for, the Bonds in accordance with the terms of this Bond Purchase Agreement.

The Closing as aforesaid will be held at the offices of Steptoe & Johnson PLLC, Charleston, West Virginia, or at such other place as shall have been mutually agreed upon by the Issuer and the Underwriter.

8. The obligations of the Underwriter hereunder shall be subject (i) to the performance by the Issuer of its obligations to be performed hereunder at or prior to the time of Closing, (ii) to the accuracy and completeness in all material respects, in the reasonable judgment of the Underwriter, of the representations and warranties of the Issuer made herein as of the date hereof and as of the time of Closing and (iii) to the following conditions, including the delivery by the Issuer, of such documents as are enumerated herein in form and substance reasonably satisfactory to the Underwriter, counsel to the Underwriter, Vaughn Law Firm, Charleston, West Virginia, and bond counsel, Steptoe & Johnson PLLC, Charleston, West Virginia:

(a) At the time of Closing, (i) the Ordinance and the Tax Certificate shall have been duly executed and delivered by the respective parties thereto and shall be in full force and effect and shall not have been amended, modified or supplemented from the forms thereof heretofore submitted to the Underwriter, except as may have been agreed to by the Underwriter with such agreement to be conclusively evidenced by the closing, (ii) the proceeds of the sale of the Bonds shall be deposited in accordance with the Ordinance and the Official Statement and (iii) the Issuer shall each have duly adopted and there shall be in full force and effect such resolutions as in the opinion of Vaughn Law Firm (herein called "Underwriter Counsel") shall be necessary in connection with the transactions contemplated hereby.

(b) The Underwriter shall have the right to cancel its obligations to purchase the Bonds if:

(1) between the date hereof and the time of Closing, (A) legislation shall be enacted or be considered actively for enactment by the Congress, or recommended to the Congress for passage by the President of the United States, or favorably reported for passage to either House of Congress by any committee of such House to which such legislation has been referred for consideration, or a decision by a court of the United States or by the United States Tax Court shall be rendered, or a ruling, regulation, proposed regulation, temporary regulation or official release or statement by or on behalf of the Treasury Department of the United States, the Internal Revenue Service or any other governmental agency shall be made or proposed to be made with respect to Federal taxation upon revenues or other income of the general character of those to be derived by the Issuer from operation of its facilities, or upon interest on obligations of the general character of the Bonds, or (B) any other action or event shall have transpired which may (1) have the purpose or effect, directly or indirectly, of adversely affecting the Federal income tax consequences of any of the transactions contemplated hereby, including without limitation in the reasonable judgment of the Underwriter, materially adversely affect the market price or marketability of the Bonds, or the market prices or marketability generally of obligations of the general character of the Bonds, or

(2) there shall exist any event which in the reasonable judgment of the Underwriter either (A) makes untrue or incorrect in any material respect any statement or information contained in the Preliminary Official Statement or the Official Statement or (B) requires the making of any additional statement so that the statements and information set forth in the Preliminary Official Statement and/or the Official Statement shall not be misleading in any material respect, or

(3) between the date hereof and the time of Closing, there shall have occurred any outbreak of hostilities or other national or international calamity or crisis, the effect of which on the financial markets of the United States is such as, in the reasonable judgment of the Underwriter, would materially adversely affect the market price or the marketability of the Bonds, or

(4) there shall be in force a general suspension of trading on the New York Stock Exchange or the fixing of maximum or minimum prices for trading on said Exchange, or

(5) there shall have occurred a financial crisis or a default with respect to the debt obligations of, or the institution of proceedings under the Federal bankruptcy laws or West Virginia receivership law by or against, any political subdivision, agency or instrumentality of the State of West Virginia (the effect of which being, in the reasonable judgment of the Underwriter, to make it impracticable for the Underwriter to market the Bonds or to enforce contracts for the sale of the Bonds), or

(6) a general banking moratorium shall have been declared by either Federal, West Virginia or New York authorities, the effect of which on the financial markets of the United States is such as, in the reasonable judgment of the Underwriter, would materially and adversely affect the market price or the marketability of the Bonds, or

(7) a stop order, ruling, regulation or official statement by or on behalf of the Securities and Exchange Authority shall be issued or made to the effect that the issuance, offering or sale of the Bonds, or of obligations of the general character of the Bonds as contemplated hereby, is in violation of any provision of the Securities Act of 1933, as amended, the Securities Exchange Act of 1934, as amended, or the Trust Indenture Act of 1939, as amended, or

(8) any state "blue sky" or securities commission shall have withheld registration, exemption, or clearance of the offering of the Bonds, and in the reasonable judgment of the Underwriter, the market for the Bonds is materially adversely affected thereby, or

(9) a supplement or amendment shall have been made to the Official Statement subsequent to the date hereof which describes any materially adverse change in the affairs of the Issuer not disclosed in the Official Statement and in the Preliminary Official Statement,

(c) At the Closing, the Underwriter shall receive the following documents, in such number of counterparts as may be mutually agreeable to the Underwriter and the Issuer:

(1) the approving opinion of Steptoe & Johnson PLLC ("Bond Counsel"), dated the Closing Date, addressed to the Issuer together with a reliance letter, to the Underwriter relating to the due authorization, execution, delivery, validity and tax-exempt status of the interest on the Bonds for Federal and West Virginia income tax purposes, in form and substance satisfactory to the Underwriter;

(2) a supplemental opinion of Bond Counsel, dated the Closing Date, addressed to the Issuer and the Underwriter, to the effect that:

(i) The statements contained in the Official Statement under the headings "INTRODUCTION", "FINANCING PLAN", " THE SERIES 2009 BONDS", "SECURITY FOR THE SERIES 2009 BONDS", "TAX MATTERS", and in Appendix C thereto insofar as such statements purport to summarize certain provisions of the Bonds or the Ordinance are and will be true, correct and complete in all material respects and present a fair summary of the matters intended to be summarized therein; and

(ii) No registration of the Bonds under the Securities Act of 1933, as amended, or qualification of the Ordinance under the Trust Indenture Act of 1939, as amended, is required in connection with the offer and sale of the Bonds.

(3) (Reserved);

(4) (Reserved);

(5) an opinion, dated the Closing Date, addressed to the Underwriter, of Underwriter's Counsel, to the effect that the Bonds are not subject to the registration requirements of the Securities Act of 1933, as amended, and that the Ordinance are exempt from qualification pursuant to the Trust Indenture Act of 1939, as amended; in addition, such counsel shall state in its letter containing the foregoing opinion, or in a separate letter, dated the Closing Date, that, without having undertaken to determine independently the accuracy or completeness of the statements contained in the Official Statement, but on the sole basis of its conferences with representatives of the Issuer, Bond Counsel and the Underwriter, and its examination of the Bond Documents, nothing has come to its attention that would lead it to believe (excluding therefrom all information in Appendix A, all financial and statistical data and projections included in the Official Statement, including the entirety of Appendix B and all information concerning the Deposit Trust Company and the book-entry only system for the Series 2009 Bonds, on which it expresses no opinion) that the Official Statement 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;

(6) a certificate of the Issuer, dated the Closing Date, to the effect that the representations and warranties made by the Issuer in this Bond Purchase Agreement are true and correct in all material respects on and as of the Closing Date as if made on and as of the Closing Date;

(7) (Reserved);

(8) executed counterparts of the the Tax Certificate;

(9) a certified copy of the resolution(s) of the Issuer authorizing the execution and delivery of

the Bonds and this Bond Purchase Agreement, the execution and use of the Official Statement and the use of the Preliminary Official Statement and a certificate of the Issuer, dated the Closing Date to the effect that said resolution(s) have not been modified, amended or repealed;

(10) (Reserved);

(11) (Reserved);

(12) (Reserved);

(13) a certificate of the Issuer, dated the Closing Date, to the effect that no litigation or proceeding is pending, or to its knowledge, threatened in any court or by or before any administrative body contesting the due organization or valid existence of the Issuer or the validity, due authorization or execution of the Bonds, the Official Statement or this Bond Purchase Agreement, or use of either the Preliminary Official Statement or the Official Statement;

(14) a specimen Bond for each Series;

(15) a Preliminary Official Statement dated August 28, 2009, and an Official Statement dated the date of this Bond Purchase Agreement;

(17) UCC financing statements in form and substance satisfactory to the Underwriter;

(18) a Continuing Disclosure Certificate by the Issuer;

(19) a certificate dated the date of Closing signed by an authorized officer of the Registrar in form and substance acceptable to the Underwriter and their counsel;

(20) such additional legal opinions, certificates, proceedings, instruments and other documents as the Underwriter, or counsel to the Underwriter, or Bond Counsel may reasonably request to evidence compliance by the Issuer with legal requirements, the truth and accuracy, as of the time of Closing, of their respective representations herein contained and due performance or satisfaction by the Issuer at or prior to such time of all agreements then to be performed and all conditions then to be satisfied by such parties.

If the Issuer shall be unable to satisfy the conditions to the obligations of the Underwriter contained in this Bond Purchase Agreement or if the obligations of the Underwriter to purchase and accept delivery of the Bonds shall be terminated for any reason permitted by this Bond Purchase Agreement, this Bond Purchase Agreement shall terminate and none of the Underwriter or the Issuer shall be under any further obligation hereunder; provided, however, that the respective obligations to indemnify, as provided in Section 10 hereof, and to pay expenses, as provided in Section 11 hereof, shall continue in full force and effect; and provided, further, that the Underwriter may, in its discretion, waive one or more of the conditions imposed by this Bond Purchase Agreement for the protection of the Underwriter and proceed with the Closing.

9. All representations, warranties and agreements of the Issuer contained herein 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 Closing.

10. (a) The Issuer hereby agrees to indemnify and hold harmless the Underwriter and each person, if any, who is an officer or employee of any Underwriter or who controls the Underwriter within the meaning of the Securities Act of 1933, as amended, and Underwriter Counsel (the "Indemnified Parties"), against any and all losses, claims, damages, liabilities and expenses (or actions in respect thereof) that arise out of or are based upon any untrue statement or alleged untrue statement of any material fact as set forth in the Official Statement or the Preliminary Official Statement (except with respect to the Underwriter, for information under the heading "Underwriting"), or arise out of or are based upon the omission or alleged omission therefrom of any statement or information necessary to make the statements therein not misleading including, without limitation, the

aggregate amount paid in settlement of any litigation commenced or threatened arising from a claim based upon any such untrue statement or alleged untrue statement or omission or alleged omission if such settlement is effected with the written consent of the Issuer and the Issuer will reimburse any legal or other expenses reasonably incurred by any such Indemnified Party in connection with investigating or defending any such loss, claim, damage, liability or action. The Issuer will assume the defense of any action against any Indemnified Party based upon allegations of any such loss, claim, damage, liability or action, including the retaining of counsel satisfactory to the Indemnified Party and the payment of counsel fees and all other expenses relating to such defense; provided, however, that any Indemnified Party may retain separate counsel in any such action and may participate in the defense thereof at the expense of such Indemnified Party unless such retaining of separate counsel has been specifically authorized by the Issuer; provided further, that if any Indemnified Party shall have been advised by counsel that there may be legal defenses available to such Indemnified Party which are different from or additional to those available to the Issuer, then the Issuer shall not have the right to assume the defense of such action on behalf of such Indemnified Party, and in such event the said fees and expenses of the Indemnified Party in defending such action shall be borne by such party. The indemnity agreement contained in this Section will be in addition to any liability which the Issuer may otherwise have and shall survive any termination of this Bond Purchase Agreement, the offering and sale of the Bonds and the payment or provision for payment of the Bonds.

(b) Promptly after receipt by an Indemnified Party of notice of the commencement of any action, such Indemnified Party will, if a claim in respect thereof is to be made against the Issuer under this Section, notify the Issuer of the commencement thereof, and thereupon the Issuer (i) will assume the defense thereof if and as required under this Section or (ii) if not required to assume such defense, will be entitled to participate in, and to the extent that they may wish, to assume the defense thereof, with counsel satisfactory to such Indemnified Party, except as otherwise provided in the preceding paragraph. After notice from the Issuer to such Indemnified Party of its assumption of the defense thereof, the Issuer will not be liable to such Indemnified Party under this Section for any legal or other expenses subsequently incurred by such Indemnified Party in connection with the defense thereof other than reasonable costs of investigation and except as otherwise provided in the preceding paragraph.

(c) In order to provide for just and equitable contribution in circumstances in which the indemnity agreement provided for in subsections (a) and (b) of this Section 10 is for any reason held to be unavailable to the Underwriter, other than in accordance with the terms of such subsections, the Issuer and the Underwriter shall contribute to the aggregate losses, liabilities, claims, damages and expenses of the nature contemplated by said indemnity agreement incurred by the Issuer and the Underwriter, in such proportions that the Issuer is responsible for that portion represented by the percentage that the underwriting discount appearing under the heading "Underwriting" in the Official Statements bears to the initial public offering price appearing thereon and that the Issuer is responsible for the balance; provided, however, that no person guilty of fraudulent misrepresentation (within the meaning of Section 11(f) of the Securities Act of 1933, as amended), shall be entitled to contribution from any person who was not guilty of such fraudulent misrepresentation. For purposes of this subsection (c), each person, if any, who controls any Underwriter within the meaning of Section 15 of the Securities Act of 1933, as amended, shall have the same rights to contribution as the Underwriter, and each trustee of the Issuer, each officer of the Issuer who signs the Official Statement and each person, if any, who controls the Issuer within the meaning of Section 15 of the Securities Act of 1933, as amended, shall have the same rights to contribution as the Issuer.

(d) The Issuer deems the Preliminary Official Statement final as of its date except for the omission of the offering prices, interest rates, sources and uses, selling prices, selling compensation, aggregate principal amounts, delivery dates and other terms depending on such matters, and ratifies and approves the prior distribution of the Preliminary Official Statement by the Underwriter. The Issuer authorizes the Official Statement, and the information therein contained, to be used in connection with the public offering and sale of the Bonds and represents that the Official Statement will be complete as of the date of its delivery to the Underwriter. If between the date hereof and the 90th day following the end of the underwriting period for the Bonds (within the meaning of Rule 15c2-12 under the Securities Exchange Act of 1934), any event shall occur which would cause the Official Statement, as then supplemented or amended, to contain any untrue statement of a material fact or to omit to state a material fact required to be stated therein or necessary to make the statements therein, in the light of the circumstances under which they were made, not misleading, and if in the opinion of the Issuer or the Underwriter such event requires the preparation and publication of a supplement or amendment to the Official Statement, the Issuer will cooperate to cause the Official Statement to be amended or supplemented in a form approved by the

Underwriter and the Issuer shall bear the reasonable cost of such amendment or supplementation (to the extent the same is not paid from Bond proceeds). The Underwriter shall, upon the written request of the Issuer, inform the Issuer whether the underwriting period for the Bonds has ended and, if so, the date on which the underwriting period for the Bonds ended.

11. (a) All expenses and costs of the Issuer incident to the performance of its obligations in connection with the authorization, issuance, sale and delivery of the Bonds to the Underwriter, including, but not limited to, the costs of printing of the Bonds and the typing, printing and distribution of the Preliminary Official Statement and the Official Statement, bond insurance, if any, the fees of consultants and rating agencies, CUSIP Service Bureau charges, the initial fees of the Registrar and its counsel, printing costs, filing fees, and the fees and expenses of Bond Counsel, Underwriter Counsel and the Issuer's counsel in connection with the issuance of the Bonds other than those set forth in subsection (b) of this Section 11, shall be paid from the proceeds of the Bonds, to the extent available, and otherwise by the Issuer.

(b) The Underwriter shall pay all of their expenses including, but not limited to: (i) computer expenses, (ii) clearance charges, (iii) Municipal Securities Rulemaking Board fees, (iv) travel, closing and related expenses, and (v) the cost of Federal or other funds.

12. The Issuer agrees to cooperate reasonably with the Underwriter in any endeavor to qualify the Bonds for offering and sale under the securities or "blue sky" laws of such jurisdictions of the United States as the Underwriter may request, and the Issuer shall, with respect to the offer or sale of the Bonds file written consent to service of process in any jurisdiction in which such consent may be required by law or regulation so that the Bonds may be offered or sold.

During the offering period and for a period not exceeding 90 days after the Closing Date, so long as the Underwriter is offering any of the Bonds the Issuer will not adopt any proposed amendment of or supplement to the Official Statement to which, after having been furnished a copy, the Underwriter shall reasonably object in writing or which shall be reasonably disapproved by Underwriter Counsel or Bond Counsel.

13. ALL REPRESENTATIONS, WARRANTIES, COVENANTS, OBLIGATIONS AND AGREEMENTS OF THE ISSUER CONTAINED IN THIS BOND PURCHASE AGREEMENT SHALL NOT CREATE ANY GENERAL OBLIGATION OR LIABILITY OF THE ISSUER. ANY OBLIGATION OR LIABILITY OF THE ISSUER HEREUNDER SHALL BE LIMITED TO THOSE SOURCES PLEDGED FOR THE PAYMENT OF PRINCIPAL OF AND PREMIUM, IF ANY, AND INTEREST ON THE BONDS.

14. Any notice or other communication to be given to the Issuer under this Bond Purchase Agreement may be given by delivering the same in writing to its address set forth above, and any notice or other communication to be given to (i) the Underwriter may be given by delivering the same in writing to Crews & Associates, Inc., 2000 Union National Plaza, 124 West Capitol, Little Rock, Arkansas, 72201, Attention: Rush W. Harding, III.

15. This Bond Purchase Agreement may be executed in any number of counterparts, each of which so executed and delivered shall constitute an original and all together shall constitute but one and the same instrument. Each party to this Bond Purchase Agreement may execute separate signature pages, and upon such execution and delivery shall constitute one and the same instrument.

16. This Bond Purchase Agreement shall be governed by and construed in accordance with the laws of the State of West Virginia.

[Remainder of Page Intentionally Left Blank – Signature Page to Follow]

Very truly yours,
CREWS & ASSOCIATES, INC.,

By: _____
Authorized Representative

Accepted and agreed to as of the date first written above:

CITY OF BECKLEY (WEST VIRGINIA)

By: _____
Its: Mayor

EXHIBIT A

$310,000 3.750% Term Bonds Due June 15, 2014 at 100.000% CUSIP: 075797BG4
$425,000 4.250% Term Bonds Due June 15, 2019 at 100.000% CUSIP: 075797BH2
$645,000 4.500% Term Bonds Due June 15, 2025 at 98.882% CUSIP: 075797BJ8
$105,000 4.700% Term Bonds Due June 15, 2026 at 98.851% CUSIP: 075797BK5

The Depository Trust Company

A subsidiary of The Depository Trust & Clearing Corporation

BLANKET ISSUER LETTER OF REPRESENTATIONS

[To be Completed by Issuer]

CITY OF BECKLEY
[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: _____

Very truly yours,

CITY OF BECKLEY
(Issuer)
By: _____
(Authorized Officer's Signature)
Emmett S. Pugh, III, Mayor
(Print Name)
409 South Kanawha Street
(Street Address)
Beckley, West Virginia 25802
(City) (State) (Country) (Zip Code)
(304) 256-1750
(Phone Number)
hzhwk@ntelos.net
(E-mail Address)

DTCC
The Depository Trust & Clearing Corporation

[2/02]

WEST VIRGINIA MUNICIPAL BOND COMMISISON
Suite 401
1207 Quarrier Street, Charleston, WV 25301
(304) 558-3971 FAX: 558-1280

NEW ISSUE REPORT FORM
Date of Report: September 17, 2009

ISSUE: City of Beckley Parking System Refunding Revenue Bonds, Series 2009 (Bank Qualified)

ADDRESS: 407 South Kanawha Street, Beckley, WV 25801 COUNTY: Raleigh

PURPOSE OF ISSUE: New Money ____ Refunding X Refunds issue(s) dated: June 15, 1998

ISSUE DATE: September 17, 2009 CLOSING DATE: September 17, 2009

ISSUE AMOUNT: $1,485,000 RATE: ____

1st DEBT SERVICE DUE: December 15, 2009 1st PRINCIPAL DUE: June 15, 2010

1st DEBT SERVICE AMOUNT: $15,558.28 PAYING AGENT: MBC

BOND COUNSEL: Steptoe & Johnson PLLC *UNDERWRITERS COUNSEL:* Vaughan Law Firm

Contact Person: John C. Stump Contact Person: Dennis R. Vaughan, Jr.

Phone: 304.353.8196 Phone: 304.342.3900

CLOSING BANK: ____ *ESCROW TRUSTEE:* ____

Contact Person: ____ Contact Person: ____

Phone: ____ Phone: ____

KNOWLEDGEABLE ISSUER CONTACT: *OTHER:* Crews & Associates

Contact Person: Gary R. Sutphin Contact Person: Greg Isaacs

Position: Recorder/Treasuer Position: Vice President

Phone: 304.256.1755 Phone: 304.344.1733

Email: moneyman@beckley.org

DEPOSITS TO MBC AT CLOSE: $ 1,604,878.09 ____ Accrued Interest: $ ____

By X Wire ____ Capitalized Interest: $ ____

____ Check X Reserve Account: $ 66,323.75

X In-house Transfer X Other: 1998 Bond Sink. Fund $ 1,532,881.00

X Other: MBC Fee $ 2,000.00

X Other: Rounding $ 3,673.34

REFUNDS & TRANSFERS BY MBC AT CLOSE:

By ____ Wire ____ To Escrow Trustee: $ ____

____ Check ____ To Issuer: $ ____

____ IGT ____ To Cons.Invest Fund $ ____

____ To Other: $ ____

NOTES: ____

FOR MUNICIPAL BOND COMMISSION USE ONLY:

Documents Required: ____

Transfers Required: ____

$1,485,000

CITY OF BECKLEY (WEST VIRGINIA)
PARKING SYSTEM REFUNDING REVENUE BONDS,
SERIES 2009 (BANK QUALIFIED)

ACCEPTANCE OF APPOINTMENT OF DEPOSITORY BANK

UNITED BANK, INC., Charleston, West Virginia, hereby accepts appointment as Depository Bank in connection with a Bond Ordinance enacted by the City of Beckley (the "Issuer") on July 14, 2009 as supplemented by a Supplemental Resolution of the Issuer adopted July 14, 2009 and a Second Supplemental Resolution of the Issuer adopted September 8, 2009 (collectively, the "Ordinance") authorizing issuance of the Issuer's Parking System Refunding Revenue Bonds, Series 2009 (Bank Qualified), dated September 17, 2009, in the aggregate principal amount of $1,485,000 (the "Bonds") and agrees to serve as Depository Bank in connection with such Bonds, all as set forth in the Ordinance.

[Remainder of Page Intentionally Left Blank]

Dated this 17th day of September, 2009.

UNITED BANK, INC.

By: _____
Its: Vice President

Final

$1,485,000

The City of Beckley, West Virginia
Parking System Revenue Refunding Bonds
Series 2009

Sources & Uses

Dated 09/17/2009 | Delivered 09/17/2009

Sources Of Funds	
Par Amount of Bonds	$1,485,000.00
Transfers from Prior Issue DSR Funds	134,665.03
Transfers from Prior Issue Debt Service Funds	58,330.61
Original Issue Discount (OID)	(8,417.55)
Total Sources	**$1,669,578.09**

Uses Of Funds	
Deposit to Current Refunding Fund	1,532,881.00
Deposit to Debt Service Reserve Fund (DSRF)	66,323.75
Costs of Issuance	37,000.00
Total Underwriter's Discount (2.000%)	29,700.00
Rounding Amount	3,673.34
Total Uses	**$1,669,578.09**

Crews & Associates, Inc.
Capital Markets

Final

$1,485,000

The City of Beckley, West Virginia

Parking System Revenue Refunding Bonds

Series 2009

Gross Debt Service Comparison

Date	Principal	Coupon	Interest	New D/S	OLD D/S	Savings
06/15/2010	25,000.00	3.750%	47,382.03	68,708.69	74,104.39	5,395.70
06/15/2011	65,000.00	3.750%	62,710.00	127,710.00	129,960.00	2,250.00
06/15/2012	70,000.00	3.750%	60,272.50	130,272.50	132,305.00	2,032.50
06/15/2013	75,000.00	3.750%	57,647.50	132,647.50	134,355.00	1,707.50
06/15/2014	75,000.00	3.750%	54,835.00	129,835.00	131,110.00	1,275.00
06/15/2015	80,000.00	4.250%	52,022.50	132,022.50	132,865.00	842.50
06/15/2016	80,000.00	4.250%	48,622.50	128,622.50	129,325.00	702.50
06/15/2017	85,000.00	4.250%	45,222.50	130,222.50	130,785.00	562.50
06/15/2018	90,000.00	4.250%	41,610.00	131,610.00	131,950.00	340.00
06/15/2019	90,000.00	4.250%	37,785.00	127,785.00	132,820.00	5,035.00
06/15/2020	95,000.00	4.500%	33,960.00	128,960.00	133,395.00	4,435.00
06/15/2021	100,000.00	4.500%	29,685.00	129,685.00	133,675.00	3,990.00
06/15/2022	105,000.00	4.500%	25,185.00	130,185.00	133,660.00	3,475.00
06/15/2023	110,000.00	4.500%	20,460.00	130,460.00	133,350.00	2,890.00
06/15/2024	115,000.00	4.500%	15,510.00	130,510.00	132,745.00	2,235.00
06/15/2025	120,000.00	4.500%	10,335.00	130,335.00	131,845.00	1,510.00
06/15/2026	105,000.00	4.700%	4,935.00	109,935.00	130,650.00	20,715.00
06/15/2027	-	-	-	-	129,160.00	129,160.00
06/15/2028	-	-	-	-	132,375.00	132,375.00
Total	**$1,485,000.00**	-	**$648,179.53**	**$2,129,506.19**	**$2,450,434.39**	**$320,928.20**

PV Analysis Summary (Gross to Gross)

Gross PV Debt Service Savings	209,739.26
Transfers from Prior Issue Debt Service Fund	(58,330.61)
Transfers from Prior Issue DSR Fund	(134,665.03)
Amount deposited into new DSR Fund	66,323.75
Contingency or Rounding Amount	3,673.34
Net Present Value Benefit	$86,740.71
Net PV Benefit / $1,485,000 Refunded Principal	5.841%
Net PV Benefit / $1,485,000 Refunding Principal	5.841%

Refunding Bond Information

Refunding Dated Date	9/17/2009
Refunding Delivery Date	9/17/2009

Crews & Associates, Inc.

Capital Markets

Final

$1,485,000

The City of Beckley, West Virginia
Parking System Revenue Refunding Bonds
Series 2009

Debt Service Schedule

Date	Principal	Coupon	Interest	Total P+I	Fiscal Total
09/17/2009	-	-	-	-	-
12/15/2009	-	-	15,558.28	15,558.28	-
06/15/2010	25,000.00	3.750%	31,823.75	56,823.75	72,382.03
12/15/2010	-	-	31,355.00	31,355.00	-
06/15/2011	65,000.00	3.750%	31,355.00	96,355.00	127,710.00
12/15/2011	-	-	30,136.25	30,136.25	-
06/15/2012	70,000.00	3.750%	30,136.25	100,136.25	130,272.50
12/15/2012	-	-	28,823.75	28,823.75	-
06/15/2013	75,000.00	3.750%	28,823.75	103,823.75	132,647.50
12/15/2013	-	-	27,417.50	27,417.50	-
06/15/2014	75,000.00	3.750%	27,417.50	102,417.50	129,835.00
12/15/2014	-	-	26,011.25	26,011.25	-
06/15/2015	80,000.00	4.250%	26,011.25	106,011.25	132,022.50
12/15/2015	-	-	24,311.25	24,311.25	-
06/15/2016	80,000.00	4.250%	24,311.25	104,311.25	128,622.50
12/15/2016	-	-	22,611.25	22,611.25	-
06/15/2017	85,000.00	4.250%	22,611.25	107,611.25	130,222.50
12/15/2017	-	-	20,805.00	20,805.00	-
06/15/2018	90,000.00	4.250%	20,805.00	110,805.00	131,610.00
12/15/2018	-	-	18,892.50	18,892.50	-
06/15/2019	90,000.00	4.250%	18,892.50	108,892.50	127,785.00
12/15/2019	-	-	16,980.00	16,980.00	-
06/15/2020	95,000.00	4.500%	16,980.00	111,980.00	128,960.00
12/15/2020	-	-	14,842.50	14,842.50	-
06/15/2021	100,000.00	4.500%	14,842.50	114,842.50	129,685.00
12/15/2021	-	-	12,592.50	12,592.50	-
06/15/2022	105,000.00	4.500%	12,592.50	117,592.50	130,185.00
12/15/2022	-	-	10,230.00	10,230.00	-
06/15/2023	110,000.00	4.500%	10,230.00	120,230.00	130,460.00
12/15/2023	-	-	7,755.00	7,755.00	-
06/15/2024	115,000.00	4.500%	7,755.00	122,755.00	130,510.00
12/15/2024	-	-	5,167.50	5,167.50	-
06/15/2025	120,000.00	4.500%	5,167.50	125,167.50	130,335.00
12/15/2025	-	-	2,467.50	2,467.50	-
06/15/2026	105,000.00	4.700%	2,467.50	107,467.50	109,935.00
Total	**$1,485,000.00**	-	**$648,179.53**	**$2,133,179.53**	-

Yield Statistics

Bond Year Dollars	$14,670.50
Average Life	9.879 Years
Average Coupon	4.4182511%
Net Interest Cost (NIC)	4.6780756%
True Interest Cost (TIC)	4.7447607%
Bond Yield for Arbitrage Purposes	4.4775369%
All Inclusive Cost (AIC)	5.0888860%

IRS Form 8038

Net Interest Cost	4.5115123%
Weighted Average Maturity	9.856 Years

Crews & Associates, Inc.
Capital Markets

Final

$1,485,000

The City of Beckley, West Virginia
Parking System Revenue Refunding Bonds
Series 2009

Pricing Summary

Maturity	Type of Bond	Coupon	Yield	Maturity Value	Price	Dollar Price
06/15/2014	Term 1 Coupon	3.750%	3.750%	310,000.00	100.000%	310,000.00
06/15/2019	Term 2 Coupon	4.250%	4.250%	425,000.00	100.000%	425,000.00
06/15/2025	Term 3 Coupon	4.500%	4.600%	645,000.00	98.882%	637,788.90
06/15/2026	Term 4 Coupon	4.700%	4.800%	105,000.00	98.851%	103,793.55
Total	-	-	-	**$1,485,000.00**	-	**$1,476,582.45**

Bid Information

Par Amount of Bonds	$1,485,000.00
Reoffering Premium or (Discount)	(8,417.55)
Gross Production	$1,476,582.45
Total Underwriter's Discount (2.000%)	$(29,700.00)
Bid (97.433%)	1,446,882.45
Total Purchase Price	$1,446,882.45
Bond Year Dollars	$14,670.50
Average Life	9.879 Years
Average Coupon	4.4182511%
Net Interest Cost (NIC)	4.6780756%
True Interest Cost (TIC)	4.7447607%

Crews & Associates, Inc.
Capital Markets

Final

$1,485,000

The City of Beckley, West Virginia
Parking System Revenue Refunding Bonds
Series 2009

Current Refunding Escrow

Date	Principal	Rate	Receipts	Disbursements	Cash Balance
09/17/2009	-	-	-	-	-
11/01/2009	1,532,881.00	-	1,532,881.00	1,532,881.00	-
Total	**$1,532,881.00**	-	**$1,532,881.00**	**$1,532,881.00**	-

Investment Parameters

Investment Model [PV, GIC, or Securities]	GIC
Default investment yield target	Unrestricted
Cost of Investments Purchased with Bond Proceeds	1,532,881.00
Total Cost of Investments	$1,532,881.00
Target Cost of Investments at bond yield	$1,524,607.17
Yield to Receipt	-5.75E-12
Yield for Arbitrage Purposes	4.4775369%

Final

$1,675,000

The City of Beckley, West Virginia
Parking System Revenue Bonds
Series 1998

Debt Service To Maturity And To Call

Date	Refunded Bonds	Premium	Interest to Call	D/S To Call	Principal	Coupon	Interest	Refunded D/S
09/17/2009	-	-	-	-	-	-	-	-
11/01/2009	1,485,000.00	14,850.00	33,031.00	1,532,881.00	-	-	-	-
12/15/2009	-	-	-	-	-	-	43,717.50	43,717.50
06/15/2010	-	-	-	-	45,000.00	5.500%	43,717.50	88,717.50
12/15/2010	-	-	-	-	-	-	42,480.00	42,480.00
06/15/2011	-	-	-	-	45,000.00	5.900%	42,480.00	87,480.00
12/15/2011	-	-	-	-	-	-	41,152.50	41,152.50
06/15/2012	-	-	-	-	50,000.00	5.900%	41,152.50	91,152.50
12/15/2012	-	-	-	-	-	-	39,677.50	39,677.50
06/15/2013	-	-	-	-	55,000.00	5.900%	39,677.50	94,677.50
12/15/2013	-	-	-	-	-	-	38,055.00	38,055.00
06/15/2014	-	-	-	-	55,000.00	5.900%	38,055.00	93,055.00
12/15/2014	-	-	-	-	-	-	36,432.50	36,432.50
06/15/2015	-	-	-	-	60,000.00	5.900%	36,432.50	96,432.50
12/15/2015	-	-	-	-	-	-	34,662.50	34,662.50
06/15/2016	-	-	-	-	60,000.00	5.900%	34,662.50	94,662.50
12/15/2016	-	-	-	-	-	-	32,892.50	32,892.50
06/15/2017	-	-	-	-	65,000.00	5.900%	32,892.50	97,892.50
12/15/2017	-	-	-	-	-	-	30,975.00	30,975.00
06/15/2018	-	-	-	-	70,000.00	5.900%	30,975.00	100,975.00
12/15/2018	-	-	-	-	-	-	28,910.00	28,910.00
06/15/2019	-	-	-	-	75,000.00	5.900%	28,910.00	103,910.00
12/15/2019	-	-	-	-	-	-	26,697.50	26,697.50
06/15/2020	-	-	-	-	80,000.00	5.900%	26,697.50	106,697.50
12/15/2020	-	-	-	-	-	-	24,337.50	24,337.50
06/15/2021	-	-	-	-	85,000.00	5.900%	24,337.50	109,337.50
12/15/2021	-	-	-	-	-	-	21,830.00	21,830.00
06/15/2022	-	-	-	-	90,000.00	5.900%	21,830.00	111,830.00
12/15/2022	-	-	-	-	-	-	19,175.00	19,175.00
06/15/2023	-	-	-	-	95,000.00	5.900%	19,175.00	114,175.00
12/15/2023	-	-	-	-	-	-	16,372.50	16,372.50
06/15/2024	-	-	-	-	100,000.00	5.900%	16,372.50	116,372.50
12/15/2024	-	-	-	-	-	-	13,422.50	13,422.50
06/15/2025	-	-	-	-	105,000.00	5.900%	13,422.50	118,422.50
12/15/2025	-	-	-	-	-	-	10,325.00	10,325.00
06/15/2026	-	-	-	-	110,000.00	5.900%	10,325.00	120,325.00
12/15/2026	-	-	-	-	-	-	7,080.00	7,080.00
06/15/2027	-	-	-	-	115,000.00	5.900%	7,080.00	122,080.00
12/15/2027	-	-	-	-	-	-	3,687.50	3,687.50
06/15/2028	-	-	-	-	125,000.00	5.900%	3,687.50	128,687.50
Total	**$1,485,000.00**	**$14,850.00**	**$33,031.00**	**$1,532,881.00**	**$1,485,000.00**	**-**	**$1,023,765.00**	**$2,508,765.00**

Yield Statistics

Average Life	11.431 Years
Weighted Average Maturity (Par Basis)	11.431 Years
Average Coupon	5.8992106%

Refunding Bond Information

Refunding Dated Date	9/17/2009
Refunding Delivery Date	9/17/2009

Crews & Associates, Inc.
Capital Markets

Final

$1,485,000

The City of Beckley, West Virginia
Parking System Revenue Refunding Bonds
Series 2009

Summary Of Bonds Refunded

Issue	Maturity	Type	of Bond	Coupon	Maturity Value	Call Date	Call Price
Dated 12/15/2004 | Delivered 12/15/2004							
Series 1998	06/15/2010	Term 1	Coupon	5.500%	45,000	11/01/2009	101.000%
Series 1998	06/15/2011	Term 2	Coupon	5.900%	45,000	11/01/2009	101.000%
Series 1998	06/15/2012	Term 2	Coupon	5.900%	50,000	11/01/2009	101.000%
Series 1998	06/15/2013	Term 2	Coupon	5.900%	55,000	11/01/2009	101.000%
Series 1998	06/15/2014	Term 2	Coupon	5.900%	55,000	11/01/2009	101.000%
Series 1998	06/15/2015	Term 2	Coupon	5.900%	60,000	11/01/2009	101.000%
Series 1998	06/15/2016	Term 2	Coupon	5.900%	60,000	11/01/2009	101.000%
Series 1998	06/15/2017	Term 2	Coupon	5.900%	65,000	11/01/2009	101.000%
Series 1998	06/15/2018	Term 2	Coupon	5.900%	70,000	11/01/2009	101.000%
Series 1998	06/15/2019	Term 3	Coupon	5.900%	75,000	11/01/2009	101.000%
Series 1998	06/15/2020	Term 3	Coupon	5.900%	80,000	11/01/2009	101.000%
Series 1998	06/15/2021	Term 3	Coupon	5.900%	85,000	11/01/2009	101.000%
Series 1998	06/15/2022	Term 3	Coupon	5.900%	90,000	11/01/2009	101.000%
Series 1998	06/15/2023	Term 3	Coupon	5.900%	95,000	11/01/2009	101.000%
Series 1998	06/15/2024	Term 3	Coupon	5.900%	100,000	11/01/2009	101.000%
Series 1998	06/15/2025	Term 3	Coupon	5.900%	105,000	11/01/2009	101.000%
Series 1998	06/15/2026	Term 3	Coupon	5.900%	110,000	11/01/2009	101.000%
Series 1998	06/15/2027	Term 3	Coupon	5.900%	115,000	11/01/2009	101.000%
Series 1998	06/15/2028	Term 3	Coupon	5.900%	125,000	11/01/2009	101.000%
Subtotal	-			-	**$1,485,000**	-	-
Total	-			-	**$1,485,000**	-	-

Crews & Associates, Inc.
Capital Markets

Final

$1,485,000

The City of Beckley, West Virginia
Parking System Revenue Refunding Bonds
Series 2009

Proof Of Bond Yield @ 4.4775369%

Date	Cashflow	PV Factor	Present Value	Cumulative PV
09/17/2009	-	1.0000000x	-	-
12/15/2009	15,558.28	0.9892340x	15,390.78	15,390.78
06/15/2010	56,823.75	0.9675723x	54,981.09	70,371.87
12/15/2010	31,355.00	0.9463849x	29,673.90	100,045.77
06/15/2011	96,355.00	0.9256615x	89,192.12	189,237.88
12/15/2011	30,136.25	0.9053919x	27,285.12	216,523.00
06/15/2012	100,136.25	0.8855661x	88,677.27	305,200.27
12/15/2012	28,823.75	0.8661745x	24,966.40	330,166.66
06/15/2013	103,823.75	0.8472075x	87,960.26	418,126.92
12/15/2013	27,417.50	0.8286558x	22,719.67	440,846.59
06/15/2014	102,417.50	0.8105103x	83,010.44	523,857.03
12/15/2014	26,011.25	0.7927622x	20,620.74	544,477.76
06/15/2015	106,011.25	0.7754027x	82,201.41	626,679.18
12/15/2015	24,311.25	0.7584234x	18,438.22	645,117.40
06/15/2016	104,311.25	0.7418159x	77,379.74	722,497.14
12/15/2016	22,611.25	0.7255720x	16,406.09	738,903.23
06/15/2017	107,611.25	0.7096838x	76,369.96	815,273.19
12/15/2017	20,805.00	0.6941435x	14,441.66	829,714.85
06/15/2018	110,805.00	0.6789436x	75,230.34	904,945.19
12/15/2018	18,892.50	0.6640764x	12,546.06	917,491.25
06/15/2019	108,892.50	0.6495348x	70,729.47	988,220.72
12/15/2019	16,980.00	0.6353117x	10,787.59	999,008.32
06/15/2020	111,980.00	0.6214000x	69,584.37	1,068,592.69
12/15/2020	14,842.50	0.6077929x	9,021.17	1,077,613.85
06/15/2021	114,842.50	0.5944838x	68,272.00	1,145,885.86
12/15/2021	12,592.50	0.5814661x	7,322.11	1,153,207.97
06/15/2022	117,592.50	0.5687335x	66,878.79	1,220,086.76
12/15/2022	10,230.00	0.5562797x	5,690.74	1,225,777.50
06/15/2023	120,230.00	0.5440986x	65,416.97	1,291,194.47
12/15/2023	7,755.00	0.5321842x	4,127.09	1,295,321.56
06/15/2024	122,755.00	0.5205307x	63,897.75	1,359,219.31
12/15/2024	5,167.50	0.5091324x	2,630.94	1,361,850.25
06/15/2025	125,167.50	0.4979837x	62,331.38	1,424,181.63
12/15/2025	2,467.50	0.4870791x	1,201.87	1,425,383.50
06/15/2026	107,467.50	0.4764134x	51,198.95	1,476,582.45
Total	**$2,133,179.53**	-	**$1,476,582.45**	-

Derivation Of Target Amount

Par Amount of Bonds	$1,485,000.00
Reoffering Premium or (Discount)	(8,417.55)
Original Issue Proceeds	$1,476,582.45

Crews & Associates, Inc.
Capital Markets

Final

$1,485,000

The City of Beckley, West Virginia
Parking System Revenue Refunding Bonds
Series 2009

Derivation Of Form 8038 Yield Statistics

Maturity	Issuance Value	Price	Issuance PRICE	Exponent	Bond Years
09/17/2009	-	-	-	-	-
06/15/2010	25,000.00	100.000%	25,000.00	0.7444444x	18,611.11
06/15/2011	65,000.00	100.000%	65,000.00	1.7444444x	113,388.89
06/15/2012	70,000.00	100.000%	70,000.00	2.7444444x	192,111.11
06/15/2013	75,000.00	100.000%	75,000.00	3.7444444x	280,833.33
06/15/2014	75,000.00	100.000%	75,000.00	4.7444444x	355,833.33
06/15/2015	80,000.00	100.000%	80,000.00	5.7444444x	459,555.56
06/15/2016	80,000.00	100.000%	80,000.00	6.7444444x	539,555.56
06/15/2017	85,000.00	100.000%	85,000.00	7.7444444x	658,277.78
06/15/2018	90,000.00	100.000%	90,000.00	8.7444444x	787,000.00
06/15/2019	90,000.00	100.000%	90,000.00	9.7444444x	877,000.00
06/15/2020	95,000.00	98.882%	93,937.90	10.7444444x	1,009,310.55
06/15/2021	100,000.00	98.882%	98,882.00	11.7444444x	1,161,314.16
06/15/2022	105,000.00	98.882%	103,826.10	12.7444444x	1,323,205.96
06/15/2023	110,000.00	98.882%	108,770.20	13.7444444x	1,494,985.97
06/15/2024	115,000.00	98.882%	113,714.30	14.7444444x	1,676,654.18
06/15/2025	120,000.00	98.882%	118,658.40	15.7444444x	1,868,210.59
06/15/2026	105,000.00	98.851%	103,793.55	16.7444444x	1,737,965.33
Total	**$1,485,000.00**	-	**$1,476,582.45**	-	**$14,553,813.40**

IRS Form 8038

Weighted Average Maturity = Bond Years/Issue Price	9.856 Years
Total Interest from Debt Service	648,179.53
Reoffering (Premium) or Discount	8,417.55
Total Interest	656,597.08
NIC = Interest / (Issue Price * Average Maturity)	4.5115123%
Bond Yield for Arbitrage Purposes	4.4775369%

Crews & Associates, Inc.
Capital Markets