

FLATWOODS-CANOE RUN PUBLIC SERVICE DISTRICT
SEWER REFUNDING REVENUE BONDS, SERIES 2015 A

FLATWOODS-CANOE RUN PUBLIC SERVICE DISTRICT

RESOLUTION AUTHORIZING THE REFUNDING OF THE SEWER REVENUE BONDS, SERIES 1990 C, OF THE FLATWOODS-CANOE RUN PUBLIC SERVICE DISTRICT THROUGH THE ISSUANCE BY THE FLATWOODS-CANOE RUN PUBLIC SERVICE DISTRICT OF NOT MORE THAN \$584,000 IN AGGREGATE PRINCIPAL AMOUNT OF SEWER REFUNDING REVENUE BONDS, SERIES 2015 A; PROVIDING FOR THE RIGHTS AND REMEDIES OF AND SECURITY FOR THE HOLDER OF SUCH BONDS; AUTHORIZING THE SALE AND PROVIDING FOR THE TERMS AND PROVISIONS OF SUCH BONDS AND ADOPTING OTHER PROVISIONS RELATING THERETO.

BE IT RESOLVED BY THE BOARD OF FLATWOODS-CANOE RUN PUBLIC SERVICE DISTRICT:

ARTICLE I

STATUTORY AUTHORITY, FINDINGS AND DEFINITIONS

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

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

B. The Issuer now owns and operates a public sewer system. The refunding of the Series 1990 C Bonds, as hereinafter defined, is hereby authorized and provided for are public purposes of the Issuer and are ordered for the purpose of meeting and serving public convenience and necessity.

C. The Issuer has heretofore issued its Sewer Revenue Bonds, Series 1990 C, dated November 14, 1990, issued in the original aggregate principal amount of \$1,118,000 (the "Series 1990 C Bonds").

D. It is in the best interest of the Issuer that the Series 1990 C Bonds be currently refunded in order to allow the Issuer to take advantage of the interest savings.

E. It is deemed necessary for the Issuer to issue its Sewer Refunding Revenue Bonds, Series 2015 A in the total aggregate principal amount of not more than \$584,000 (the "Series 2015 A Bonds") to pay in full the principal of and interest accrued on the Series 1990 C Bonds, to

fund the Series 2015 A Bonds Reserve Account, as hereinafter defined, and to pay costs of issuance thereof and related costs.

F. It is in the best interest of the Issuer that the Series 2015 A Bonds be sold to the Purchaser (as hereinafter defined) pursuant to the terms and provisions of the commitment letter of the Purchaser.

G. The Issuer has complied with all requirements of West Virginia law relating to the authorization of the refunding of the Series 1990 C Bonds, and the issuance of the Series 2015 A Bonds, or will have so complied prior to issuance of the Series 2015 A Bonds, including, among other things and without limitation, the approval of the refunding of the Series 1990 C Bonds and the financing thereof by the Public Service Commission of West Virginia by final order, the time for rehearing and appeal of which will either have expired prior to the issuance of the Series 2015 A Bonds or such final order will not be subject to appeal.

H. Upon the refunding of the Series 1990 C Bonds, there are outstanding obligations of the Issuer which will rank on a parity with the Series 2015 A Bonds as to liens, pledge and source of and security for payment, being the Issuer's:

- (i) Sewer Revenue Bonds, Series 1990 A (West Virginia Water Development Authority), dated November 14, 1990, issued in the original aggregate principal amount of \$1,147,938 (the "Series 1990 A Bonds");
- (ii) Sewer Revenue Bonds, Series 1991 A (West Virginia Water Development Authority), dated November 15, 1991, issued in the original aggregate principal amount of \$275,806 (the "Series 1991 A Bonds");
- (iii) Sewer Revenue Bonds, Series 1997 (West Virginia SRF Program), dated February 10, 1997, issued in the original aggregate principal amount of \$400,000 (the "Series 1997 Bonds"); and
- (iv) Sewer Revenue Bonds, Series 2011 A (West Virginia SRF Program), dated June 24, 2011, issued in the original aggregate principal amount of \$8,033,000 (the "Series 2011 A Bonds"), (hereinafter collectively, the "First Lien Bonds").

There are outstanding obligations of the Issuer which will rank junior and subordinate to the Series 2015 A Bonds as to liens, pledge of and security for payment, being the Issuer's:

- (i) Sewer Revenue Bonds, Series 1990 B (West Virginia Water Development Authority), dated November 14, 1990, issued in the original aggregate principal amount of \$51,842 (the "Series 1990 B Bonds"); and
- (ii) Sewer Revenue Bonds, Series 1991 B (West Virginia Water Development Authority), dated November 15, 1991, issued in the original aggregate principal amount of \$9,194 (the "Series 1991 B Bonds") (hereinafter collectively, the "Second Lien Bonds" and collectively with the First Lien Bonds, the "Prior Bonds").

The Series 2015 A Bonds shall be issued on a parity with the First Lien Bonds with respect to liens, pledge and source of and security for payment and in all other respects. Prior to the issuance of the Series 2015 A Bonds, the Issuer will obtain (i) a certificate of an Independent Certified Public Accountant stating that the coverage and parity tests of the First Lien Bonds are met; (ii) the written consent of the Holders of the First Lien Bonds to the issuance of the Series 2015 A Bonds on a parity with the First Lien Bonds; and (iii) the written consent of the Holders of the Second Lien Bonds to the issuance of the Series 2015 A Bonds senior and prior to the Second Lien Bonds. After payment of the Series 1990 C Bonds, other than the Prior Bonds, there are no outstanding bonds or obligations of the Issuer which are secured by revenues or assets of the System.

Section 1.03. Bond Legislation Constitutes Contract. In consideration of the acceptance of the Series 2015 A Bonds by those who shall be the Registered Owner of the same from time to time, this Bond Legislation shall be deemed to be and shall constitute a contract between the Issuer and such Registered Owner, and the covenants and agreements herein set forth to be performed by the Issuer shall be for the benefit, protection and security of the Registered Owner of the Series 2015 A Bonds, all of which shall be of equal rank and without preference, priority or distinction between any one Bond and any other Bonds, and by reason of priority of issuance or otherwise, except as expressly provided therein and herein.

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

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

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

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

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

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

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

"Bonds" means, collectively, the Series 2015 A Bonds, the Prior Bonds and, where appropriate, any bonds on a parity therewith subsequently authorized to be issued hereunder of by another resolution of the Issuer.

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

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

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

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

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

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

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

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

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

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

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

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

"Issuer" means Flatwoods-Canoe Run Public Service District, a public service district and political subdivision of the State of West Virginia in Braxton County, and, unless the context clearly indicates otherwise, includes the Governing Body of the Issuer.

"Net Proceeds" means the face amount of the Series 2015 A Bonds, plus accrued interest and premium, if any, and less original issue discount, if any. For purposes of the Private Business Use limitations set forth herein, the term Net Proceeds shall include any amounts resulting from the investment of proceeds of the Series 2015 A Bonds, without regard to whether or not such investment is made in tax-exempt obligations.

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

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

"Operating Expenses" means the reasonable, proper and necessary costs of repair, maintenance and operation of the System and includes, without limiting the generality of the foregoing, administrative, engineering, legal, auditing and insurance expenses, fees and expenses of fiscal agents, the Depository Bank, the Registrar and the Paying Agent (all as hereinafter defined), payments to pension or retirement funds, taxes and such other reasonable operating costs and expenses as should normally and regularly be included under generally accepted accounting principles; provided, that "Operating Expenses" does not include payments on account of the principal of or redemption premium, if any, or interest on the Series 2015 A Bonds, charges for depreciation, losses from the sale or other disposition of, or from any decrease in the value of, capital assets, amortization of debt discount or such miscellaneous deductions as are applicable to prior accounting periods.

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

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

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

"Prior Bonds" means, collectively, the Series 1990 A Bonds, the Series 1990 B Bonds, the Series 1991 A Bonds, the Series 1991 B Bonds, the Series 1997 Bonds and the Series 2011 A Bonds.

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

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

"Purchaser" means the purchaser or purchasers of the Series 2015 A Bonds directly from the Issuer designated as such in the Supplemental Resolution and its successors and assigns.

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

- (a) Government Obligations;
- (b) Government Obligations which have been stripped of their unmatured interest coupons, interest coupons stripped from Government Obligations, and receipts or certificates evidencing payments from Government Obligations or interest coupons stripped from Government Obligations;
- (c) Bonds, debentures, notes or other evidences of indebtedness issued by any of the following agencies: Banks for Cooperatives; Federal Intermediate Credit Banks; Federal Home Loan Bank System; Export-Import Bank of the United States; Federal Land Banks; Government National Mortgage Association; Tennessee Valley Authority; or Washington Metropolitan Area Transit Authority;
- (d) Any bond, debenture, note, participation certificate or other similar obligations issued by the Federal National Mortgage Association to the extent such obligation is guaranteed by the Government National Mortgage Association or issued by any other federal agency and backed by the full faith and credit of the United States of America;
- (e) Time accounts (including accounts evidenced by time certificates of deposit, time deposits or other similar banking arrangements) which, to the extent not insured by the FDIC or Federal Savings and Loan Insurance Corporation, shall be secured by a pledge of Government Obligations, provided, that said Government Obligations pledged either must mature as nearly as practicable coincident with the maturity of said time accounts or must be replaced or increased so that the market value thereof is always at least equal to the principal amount of said time accounts;
- (f) Money market funds or similar funds whose only assets are investments of the type described in paragraphs (a) through (e) above;
- (g) Repurchase agreements, fully secured by investments of the types described in paragraphs (a) through (e) above, with banks or national banking associations which are members of FDIC or with government bond dealers recognized as primary dealers by the Federal Reserve Bank of New York, provided, that said investments securing said repurchase agreements either must mature as nearly as practicable coincident with the maturity of said repurchase agreements or must be replaced or increased so that the market value thereof is always at least equal to the principal amount of said repurchase agreements, and provided further that the holder of such repurchase agreement shall have a prior perfected security interest in the collateral therefor; must have (or its agent must have) possession of such collateral; and such collateral must be free of all claims by third parties;

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

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

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

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

"Second Lien Bonds" means the Series 1990 B Bonds and the Series 1991 B Bonds.

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

"Series 1990 A Bonds" means the Issuer's Sewer Revenue Bonds, Series 1990 A (West Virginia Water Development Authority), dated November 14, 1990, issued in the original aggregate principal amount of \$1,147,938.

"Series 1990 B Bonds" means the Issuer's Sewer Revenue Bonds, Series 1990 B (West Virginia Water Development Authority), dated November 14, 1990, issued in the original aggregate principal amount of \$51,842.

"Series 1990 C Bonds" means the Issuer's Sewer Revenue Bonds, Series 1990 C (United States Department of Agriculture), dated November 14, 1990, issued in the original aggregate principal amount of \$1,118,000.

"Series 1990 C Resolution" means collectively the resolutions of the Issuer authorizing the Series 1990 C Bonds.

"Series 1991 A Bonds" means the Issuer's Sewer Revenue Bonds, Series 1991 A (West Virginia Water Development Authority), dated November 15, 1991, issued in the original aggregate principal amount of \$275,806.

"Series 1991 B Bonds" means the Issuer's Sewer Revenue Bonds, Series 1991 B (West Virginia Water Development Authority), dated November 15, 1991, issued in the original aggregate principal amount of \$51,842.

"Series 1997 Bonds" means the Issuer's Sewer Revenue Bonds, Series 1997 (West Virginia SRF Program), dated February 10, 1997, issued in the original aggregate principal amount of \$400,000.

"Series 2011 A Bonds" means the Sewer Revenue Bonds, Series 2011 A (West Virginia SRF Program), dated June 24, 2011, issued in the original aggregate principal amount of \$8,033,000.

"Series 2015 A Bonds" means the Sewer Refunding Revenue Bonds, Series 2015 A, authorized hereby to be issued pursuant to this Resolution.

"Series 2015 A Bonds Reserve Account" means the Series 2015 A Bonds Reserve Account created by Section 4.02 hereof.

"Series 2015 A Bonds Reserve Requirement" means an amount equal to the lesser of (i) 10% of the original principal amount of the Series 2015 A Bonds, (ii) Maximum Annual Debt Service at the time of original issuance of the Series 2015 A Bonds, or (iii) 125% of average annual Debt Service at the time of original issuance of the Series 2015 A Bonds.

"Series 2015 A Bonds Sinking Fund" means the Series 2015 A Bonds Sinking Fund created by Section 4.02 hereof.

"State" means the State of West Virginia.

"Supplemental Resolution" means any resolution or order of the Issuer supplementing or amending this Resolution and, when preceded by the article "the," refers specifically to the Supplemental Resolution authorizing the sale of the Series 2015 A Bonds; provided, that any matter intended by this Resolution to be included in the Supplemental Resolution with respect to the Series 2015 A Bonds and not so included may be included in another Supplemental Resolution.

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

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

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

ARTICLE II

AUTHORIZATION OF REFUNDING

Section 2.01. Authorization of Refunding. All Series 1990 C Bonds outstanding as of the date of issuance of the Series 2015 A Bonds and all unpaid interest accrued thereon, if any, are hereby ordered to be refunded and paid in full and the pledge of Net Revenues in favor of the Holders of the Series 1990 C Bonds imposed by the Series 1990 C Resolution, the monies in the funds and accounts created by the Series 1990 C Resolution pledged to payment of the Series 1990 C Bonds, and any other funds pledged by the Series 1990 C Resolution to payment of the Series 1990 C Bonds are hereby ordered terminated, discharged and released upon such payment to the Holders of the Series 1990 C Bonds. Contemporaneously with the payment in full of the Series 1990 C Bonds, the amounts on deposit in the sinking fund, and all other funds and accounts created and maintained on behalf of the Series 1990

C Bonds, shall be released from the lien created by the Series 1990 C Resolution. The portion of the proceeds of the Series 2015 A Bonds hereby authorized to be applied towards the refunding of the Series 1990 C Bonds shall be applied as provided in Article III hereof.

ARTICLE III

AUTHORIZATION, TERMS, EXECUTION, REGISTRATION AND SALE OF BONDS

Section 3.01. Authorization of Bonds. For the purpose of refunding the Series 1990 C Bonds, funding the Series 2015 A Bonds Reserve Account and paying certain costs of issuance and related costs not otherwise provided for, or any all of such purposes, there is hereby authorized to be issued the Sewer Refunding Revenue Bonds, Series 2015 A, of the Issuer, in the aggregate principal amount of not more than \$584,000 and shall have such terms as set forth hereinafter and in the Supplemental Resolution.

Section 3.02. Terms of Bonds. The Series 2015 A Bonds shall be issued in single form, numbered AR-1, and only as a fully registered Bond. The Series 2015 A Bonds shall be dated such date; shall be in such principal amount, not to exceed \$584,000; shall bear interest at such rate or rates, not exceeding the then legally permissible limit on such dates; shall mature on such dates not to exceed November 1, 2030 and in such amounts; and shall be subject to such repayment or redemption, prepayment penalty all as the Issuer shall prescribe in a Supplemental Resolution. The Series 2015 A Bonds shall be payable as to principal and interest at the office of the Paying Agent in any coin or currency which, on the dates of payment is legal tender for the payment of public or private debts under the laws of the United States of America.

Section 3.03. Execution of Bonds. The Series 2015 A Bonds shall be executed in the name of the Issuer by the Chairman, and the seal of the Issuer shall be affixed thereto or imprinted thereon and attested by the Secretary. In case any one or more of the officers who shall have signed or sealed the Series 2015 A Bonds shall cease to be such officer of the Issuer before the Series 2015 A Bonds so signed and sealed have been actually sold and delivered, the Series 2015 A Bonds may nevertheless be sold and delivered as herein provided and may be issued as if the person who signed or sealed such Bonds had not ceased to hold such office. The Series 2015 A Bonds may be signed and sealed on behalf of the Issuer by such person as at the actual time of the execution of such Bonds shall hold the proper office in the Issuer, although at the date of such Bonds such person may not have held such office or may not have been so authorized.

Section 3.04. Authentication and Registration. No Series 2015 A Bonds shall be valid or obligatory for any purpose or entitled to any security or benefit under this Bond Legislation unless and until the Certificate of Authentication and Registration on such Bond, substantially in the form set forth in Section 3.09 shall have been manually executed by the Bond Registrar. Any such executed Certificate of Authentication and Registration upon any such Bond shall be conclusive evidence that such Bond has been authenticated, registered and delivered under this Bond Legislation. The Certificate of Authentication and Registration on any Series 2015 A Bond shall be deemed to have been executed by the Bond Registrar if manually signed by an authorized officer of the Bond Registrar.

Section 3.05. Negotiability, Transfer and Registration. Subject to the provisions for transfer of registration set forth below, the Series 2015 A Bonds shall be and have all of the qualities and incidents of negotiable instruments under the Uniform Commercial Code of the State of West Virginia, and each successive Holder, in accepting any of the Series 2015 A Bonds, shall be conclusively deemed to have agreed that such Bond shall be and have all of the qualities and incidents of negotiable instruments under the Uniform Commercial Code of the State of West Virginia, and each successive Holder shall further be conclusively deemed to have agreed that said Bond shall be incontestable in the hands of a bona fide holder for value.

So long as the Series 2015 A Bonds remain outstanding, the Issuer, through the Bond Registrar, shall keep and maintain books for the registration and transfer of the Series 2015 A Bonds.

The registered Series 2015 A Bonds shall be transferable only upon the books of the Bond Registrar, by the registered owner thereof in person or by his attorney duly authorized in writing, upon surrender thereto together with a written instrument of transfer satisfactory to the Bond Registrar duly executed by the registered owner or his duly authorized attorney.

In all cases in which the privilege of exchanging the Series 2015 A Bonds or transferring the registered Bonds are exercised, the Series 2015 A Bonds shall be delivered in accordance with the provisions of this Bond Legislation. Any Bond surrendered in any such exchanges or transfers shall forthwith be cancelled by the Bond Registrar. For every such exchange or transfer of the Series 2015 A Bonds, the Bond Registrar may make a charge sufficient to reimburse it for any tax, fee or other governmental charge required to be paid with respect to such exchange or transfer and the cost of preparing each such new Bond upon each exchange or transfer, and any other expenses of the Bond Registrar incurred in connection therewith, which sum or sums shall be paid by the person requesting such exchange or transfer, as a condition precedent to the exercise of the privilege of making such transfer. The Bond Registrar shall not be obliged to make any such exchange or transfer of the Series 2015 A Bonds during the 15 days preceding a scheduled payment date on such Bonds or after notice of any prepayment of such Bonds has been given.

Section 3.06. Bonds Mutilated, Destroyed, Stolen or Lost. In case the Series 2015 A Bonds shall become mutilated or be destroyed, stolen or lost, the Issuer may, in its discretion, issue, and the Bond Registrar shall, if so advised by the Issuer, authenticate and deliver, a new Bond of like tenor as the Bond so mutilated, destroyed, stolen or lost, in exchange and substitution for such mutilated Bond, upon surrender and cancellation of such mutilated Bond, or in lieu of and substitution for the Series 2015 A Bond destroyed, stolen or lost, and upon the Holder's furnishing satisfactory indemnity and complying with such other reasonable regulations and conditions as the Issuer may prescribe and paying such reasonable expenses as the Issuer and the Bond Registrar may incur. The Series 2015 A Bond so surrendered shall be cancelled by the Bond Registrar and held for the account of the Issuer. If any such Bond shall have matured or be about to mature, instead of issuing a substitute Series 2015 A Bond, the Issuer may pay the same, upon being indemnified as aforesaid, and if such Bond be lost, stolen or destroyed, without surrender thereof.

Section 3.07. Bonds Not to Be Indebtedness of the Issuer. The Series 2015 A Bonds shall not, in any event, be or constitute an indebtedness of the Issuer within the meaning of any constitutional or statutory provision or limitation, but shall be payable solely from the Net Revenues derived from the operation of the System as herein provided. No Holder or Holders of the Series 2015 A

Bonds shall ever have the right to compel the exercise of the taxing power of the Issuer, if any, to pay the Series 2015 A Bonds or the interest thereon.

Section 3.08. Bonds Secured by Pledge of Net Revenues; Lien Position with Respect to Prior Bonds. The payment of the debt service of the Series 2015 A Bonds shall be secured forthwith by a lien on the Net Revenues derived from the System, in addition to the statutory mortgage lien on the System hereinafter provided, on a parity with the First Lien Bonds and senior and prior to the Second Lien Bonds. The Net Revenues derived from the System in an amount sufficient to pay the principal of and interest on the Series 2015 A Bonds, and to make the payments as hereinafter provided, are hereby irrevocably pledged to the payment of the principal of and interest on the Series 2015 A Bonds and the Prior Bonds as the same become due.

Section 3.09. Form of Bonds. The text of the Series 2015 A Bonds shall be in substantially the following form, with such omissions, insertions and variations as may be necessary and desirable and authorized or permitted hereby, or by any Supplemental Resolution adopted prior to the issuance thereof:

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[FORM OF SERIES 2015 A BONDS]

FLATWOODS-CANOE RUN PUBLIC SERVICE DISTRICT
SEWER REFUNDING REVENUE BONDS, SERIES 2015 A

No. AR-1

\$ _____

KNOW ALL MEN BY THESE PRESENTS: That on this the ____ day of _____, 2015, FLATWOODS-CANOE RUN PUBLIC SERVICE DISTRICT, a public service district and political subdivision of the State of West Virginia in Braxton County of said State (the "Issuer"), for value received, hereby promises to pay, solely from the special funds provided therefor, as hereinafter set forth, to the order of _____

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

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

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

C. This Bond shall be payable in ____ installments commencing on the 1st day of _____, 2015 and on the 1st day of each month thereafter, to and including _____, 2030. The monthly installments shall consist of principal and interest as listed on the attached debt service schedule attached hereto as EXHIBIT A.

D. All payments received by the Paying Agent on account of the Bond shall be applied first to payment of interest accrued on the Bond and next to payment of principal of the Bond. If not sooner paid, the entire principal amount of this Bond unpaid on _____, 2030 together with all accrued interest and any other sums due and owing upon this Bond shall be due and payable on such date.

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

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

This Bond is issued to (i) refund the Issuer's Sewer Refunding Revenue Bonds, Series 1990 C; (ii) fund the Series 2015 A Bonds Reserve Account; and (iii) to pay costs of issuance and related costs. The existing public sewer facilities of the Issuer, and any further additions, improvements or extensions thereto are herein called the "System." This Bond is issued under the authority of and in full compliance with the Constitution and statutes of the State of West Virginia, including particularly Chapter 16, Article 13A of the West Virginia Code of 1931, as amended (the "Act"), and a Resolution duly adopted by the Issuer on _____, 2015, and a Supplemental Resolution, duly adopted by the Issuer on _____, 2015 (collectively, the "Bond Legislation"), and is subject to all the terms and conditions thereof.

THE PRINCIPAL OF AND INTEREST ON THIS BOND IS PAYABLE ONLY FROM AND SECURED BY A PLEDGE OF THE NET REVENUES TO BE DERIVED FROM THE OPERATION OF THE SYSTEM, ON A PARITY WITH RESPECT TO LIENS, PLEDGE AND SOURCE OF AND SECURITY FOR PAYMENT WITH THE ISSUER'S:

(I) SEWER REVENUE BONDS, SERIES 1990 A (WEST VIRGINIA WATER DEVELOPMENT AUTHORITY), DATED NOVEMBER 14, 1990, ISSUED IN THE ORIGINAL AGGREGATE PRINCIPAL AMOUNT OF \$1,147,938 (THE "SERIES 1990 A BONDS");

(II) SEWER REVENUE BONDS, SERIES 1991 A (WEST VIRGINIA WATER DEVELOPMENT AUTHORITY), DATED NOVEMBER 15, 1991, ISSUED IN THE ORIGINAL AGGREGATE PRINCIPAL AMOUNT OF \$275,806 (THE "SERIES 1991 A BONDS");

(III) SEWER REVENUE BONDS, SERIES 1997 (WEST VIRGINIA SRF PROGRAM), DATED FEBRUARY 10, 1997, ISSUED IN THE ORIGINAL AGGREGATE PRINCIPAL AMOUNT OF \$400,000 (THE "SERIES 1997 BONDS"); AND

(IV) SEWER REVENUE BONDS, SERIES 2011 A (WEST VIRGINIA SRF PROGRAM), DATED JUNE 24, 2011, ISSUED IN THE ORIGINAL AGGREGATE PRINCIPAL AMOUNT OF \$8,033,000 (THE "SERIES 2011 A BONDS"), (HEREINAFTER COLLECTIVELY, THE "FIRST LIEN BONDS").

THERE ARE OUTSTANDING OBLIGATIONS OF THE ISSUER WHICH WILL RANK JUNIOR AND SUBORDINATE TO THE SERIES 2015 A BONDS AS TO LIENS, PLEDGE OF AND SECURITY FOR PAYMENT, BEING THE ISSUER'S:

(III) SEWER REVENUE BONDS, SERIES 1990 B (WEST VIRGINIA WATER DEVELOPMENT AUTHORITY), DATED NOVEMBER 14, 1990, ISSUED IN THE ORIGINAL AGGREGATE PRINCIPAL AMOUNT OF \$51,842 (THE "SERIES 1990 B BONDS"); AND

(IV) SEWER REVENUE BONDS, SERIES 1991 B (WEST VIRGINIA WATER DEVELOPMENT AUTHORITY), DATED NOVEMBER 15, 1991, ISSUED IN THE ORIGINAL AGGREGATE PRINCIPAL AMOUNT OF \$9,194 (THE "SERIES 1991 B BONDS") (HEREINAFTER COLLECTIVELY, THE "SECOND LIEN BONDS" AND COLLECTIVELY WITH THE FIRST LIEN BONDS, THE "PRIOR BONDS").

This Bond does not constitute a corporate indebtedness of the Issuer within the meaning of any constitutional or statutory provisions or limitations, nor shall the Issuer be obligated to pay the same or the interest hereon except from the source set forth above. Under the Bond Legislation, the Issuer has entered into certain covenants with the Payee, for the terms of which reference is made to said Bond Legislation. Remedies provided the Payee are exclusively as provided in the Bond Legislation, to which reference is here made for a detailed description thereof.

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

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

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

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

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

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

[Remainder of Page Intentionally Blank]

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

FLATWOODS-CANOE RUN PUBLIC SERVICE
DISTRICT

[SEAL]

By: _____
Its: Chairman

ATTEST:

Secretary

CERTIFICATE OF AUTHENTICATION AND REGISTRATION

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

Date: _____, 2015.

[_____]
as Registrar

By: _____
Its: Authorized Officer

Debt Service Schedule

[Form of Assignment]

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

Dated: _____, 20__.

In the presence of:

Section 3.10. Sale of Bonds. The Series 2015 A Bonds shall be sold to the Purchaser contemporaneously with, or as soon as practicable and authorized and permitted by applicable law after, the adoption of the Supplemental Resolution; provided, that the Purchaser and the Issuer shall have agreed to the purchase thereof.

Section 3.11. Disposition of Bond Proceeds. From the monies received from the sale of the Series 2015 A Bonds, the following amounts shall be first deducted and deposited in the order set forth below:

A. From the proceeds of the Series 2015 A Bonds, the Issuer shall forthwith transfer from the proceeds of the Series 2015 A Bonds an amount as specified in supplemental resolution which is equal to the amount necessary to pay in full the entire principal of and interest accrued on the Series 1990 C Bonds directly to the Holders of the Series 1990 C Bonds.

B. Next from the proceeds of the Series 2015 A Bonds, the Issuer shall transfer to the Municipal Bond Commission an amount as specified in the Supplemental Resolution to be deposited in the Series 2015 A Bonds Reserve Account.

C. Next, from the proceeds of the Series 2015 A Bonds, the Issuer shall pay the costs of issuance of the Series 2015 A Bonds.

Section 3.12. Designation of Bonds "Qualified Tax-Exempt Obligations." The Issuer hereby designates the Series 2015 A Bonds as "qualified tax-exempt obligations" for the purpose of Section 265(b)(3)(B) of the Code and covenants that the Bond does not constitute private activity bonds as defined in Section 141 of the Code, and that not more than \$10,000,000 aggregate principal amount of obligations the interest on which is excludable (under Section 103(a) of the Code) from gross income for federal income tax purposes (excluding, however, obligations issued to currently refund any obligation of the Issuer to the extent the amount of the refunding obligation does not exceed the amount of the refunded obligation and private activity bonds, other than 501(c)3 Bonds, as defined in Section 141 of the Code), including the Series 2015 A Bonds, have been or shall be issued by the Issuer, including all subordinate entities of the Issuer, during calendar year 2015.

ARTICLE IV

FUNDS AND ACCOUNTS; SYSTEM REVENUES AND APPLICATION THEREOF

Section 4.01. Establishment of Funds and Accounts with Depository Bank. The following special funds or accounts are hereby created with and shall be held by the Depository Bank separate and apart from all other funds or accounts of the Depository Bank and the Issuer and from each other:

- (1) Revenue Fund (established by Prior Resolutions and hereby continued);
and
- (2) Renewal and Replacement Fund (established in Prior Resolutions and hereby continued).

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

- (1) Series 1990 A Bonds Sinking Fund (established by Prior Resolutions);
- (2) Series 1990 A Bonds Reserve Account (established by Prior Resolutions);
- (3) Series 1990 B Bonds Sinking Fund (established by Prior Resolutions);
- (4) Series 1990 B Bonds Reserve Account (established by Prior Resolutions);
- (5) Series 1991 A Bonds Sinking Fund (established by Prior Resolutions);
- (6) Series 1991 A Bonds Reserve Account (established by Prior Resolutions);
- (7) Series 1991 B Bonds Sinking Fund (established by Prior Resolutions);
- (8) Series 1991 B Reserve Account (established by Prior Resolutions);
- (9) Series 1997 Sinking Fund (established by Prior Resolutions);
- (10) Series 1997 Reserve Account (established by Prior Resolutions);
- (11) Series 2011 A Bonds Sinking Fund (established by Prior Resolutions);
- (12) Series 2011 A Bonds Reserve Account (established by Prior Resolutions);
- (13) Series 2015 A Bonds Sinking Fund; and
- (14) Series 2015 A Bonds Reserve Account.

Section 4.03. Covenants of the Issuer as to System Revenues and Funds. So long as the Series 2015 A Bonds shall be outstanding and unpaid, or until there shall have been set apart, a sum sufficient to pay, when due or at the earliest practical prepayment date, the entire principal of the Series 2015 A Bonds remaining unpaid, together with interest accrued and to accrue thereon, the Issuer further covenants with the holder of the Series 2015 A Bonds as follows:

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

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

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

(2) The Issuer shall next, on the first of each month, transfer from the Revenue Account and simultaneously remit to (i) the Commission the amount required by Prior Resolutions to pay interest on the Series 1990 A Bonds and Series 1991 A Bonds; and (ii) the Commission, the amounts required to pay the interest on the Series 2015 A Bonds.

(3) The Issuer shall next, on the first of each month, transfer from the Revenue Account and simultaneously remit to (i) the Commission, the amount required by Prior Resolutions to pay principal of the First Lien Bonds; and (iii) the Commission, the amounts required to pay the principal of the Series 2015 A Bonds

(4) The Issuer shall next, on the first of each month, transfer from the Revenue Account and simultaneously remit to the Commission (i) the amount required for deposit into the First Lien Bonds Reserve Accounts; and (ii) commencing 4 months prior to the first date of payment of principal of the Series 2015 A Bonds, if not fully funded upon issuance of the Series 2015 A Bonds, for deposit in the Series 2015 A Bonds Reserve Account, an amount equal to 1/120th of the Series 2015 A Bonds Reserve Requirement; provided, that no further payments shall be made into the Series 2015 A Bonds Reserve Account when there shall have been deposited therein, and as long as there shall remain on deposit therein, an amount equal to the Series 2015 A Bonds Reserve Requirement.

(5) The Issuer shall next, on the first day of each month, from the monies remaining in the Revenue Fund, transfer to the Renewal and Replacement Fund, a sum equal to 2.5% of the Gross Revenues each month (as previously set forth in the Prior Resolutions and not in addition thereto), exclusive of any payments for account of any Reserve Account. All funds in the Renewal and Replacement Fund shall be kept apart from all other funds of the Issuer or of the Depository Bank and shall be invested and reinvested in accordance with Article VIII hereof. Withdrawals and disbursements may be made from the Renewal and Replacement Fund for replacements, repairs, improvements or extensions to the System; provided, that any deficiencies in any Reserve Account (except to the extent such deficiency exists because the required payments into such account have not, as of the date of determination of a deficiency, funded such account to the maximum extent required hereof) shall be promptly eliminated with monies from the Renewal and Replacement Fund.

(6) The Issuer shall next, each month, transfer from the Revenue Fund and remit to the Commission the principal payments on the Series 1990 B Bonds and Series 1991 B Bonds as required by Prior Resolution.

(7) The Issuer shall next, each month, transfer from the Revenue Fund and remit to the Commission for deposit in the Series 1990 B Bonds Reserve Account and the Series 1991 B Bonds Reserve Account, the amount required by Prior Resolution.

Monies in the Series 2015 A Bonds Sinking Fund shall be used only for the purposes of paying principal of and interest on the Series 2015 A Bonds as the same shall become due. Monies in the Series 2015 A Bonds Reserve Account shall be used only for the purpose of paying principal of and interest on the Series 2015 A Bonds as the same shall come due, when other monies in the Sinking Fund are insufficient therefor, and for no other purpose.

All investment earnings on monies in the Series 2015 A Bonds Sinking Fund shall be returned, not less than once each year, by the Commission to the Issuer, and such amounts shall be deposited in the Revenue Fund and applied in full, first to the next ensuing interest payment due on the Series 2015 A Bonds.

Any withdrawals from the Series 2015 A Bonds Reserve Account, which result in a reduction in the balance of such account to below the Reserve Requirement thereof, shall be restored from the first Net Revenues available after all required payments have been made in full in the order set forth above.

As and when additional Bonds ranking on a parity with the Series 2015 A Bonds are issued, provision shall be made for additional payments into the respective sinking funds sufficient to pay the interest on such additional parity Bonds and accomplish retirement thereof at maturity and to accumulate a balance in the respective Reserve Accounts in an amount equal to the requirement thereof.

The Issuer shall not be required to make any further payments into the Series 2015 A Bonds Sinking Fund, or the Series 2015 A Bonds Reserve Account when the aggregate amount of funds therein are at least equal to the aggregate principal amount of the Series 2015 A Bonds issued pursuant to this Bond Legislation then Outstanding and all interest to accrue until the maturity thereof.

Principal, interest or reserve payments, whether made for a deficiency or otherwise, shall be made on a parity and pro rata, with respect to the Prior Bonds and the Series 2015 A Bonds, in accordance with the respective principal amounts then Outstanding.

The Commission is hereby designated as the fiscal agent for the administration of the Series 2015 A Bonds Sinking Fund and the Series 2015 A Bonds Reserve Account, created hereunder, and all amounts required for said accounts shall be remitted to the Commission from the Revenue Fund by the Issuer at the times provided herein. All remittances made by the Issuer to the Commission shall clearly identify the fund or account into which each amount is to be deposited. If required by the Authority at anytime, the Issuer shall make the necessary arrangements whereby required payments into said accounts shall be automatically debited from the Revenue Fund and electronically transferred to the Commission on the dates required hereunder.

Monies in the Series 2015 A Bonds Sinking Fund and the Series 2015 A Bonds Reserve Account shall be invested and reinvested by the Commission in accordance with Section 8.01 hereof.

The Series 2015 A Bonds Sinking Fund and the Series 2015 A Bonds Reserve Account shall be used solely and only for, and are hereby pledged for, the purpose of servicing the Series 2015 A Bonds, under the conditions and restrictions set forth herein.

C. **CHANGE OF DEPOSITORY BANK.** The Issuer may designate another bank or trust company insured by FDIC as Depository Bank if the Depository Bank should cease for any reason to serve or if the Governing Body determines by resolution that the Depository Bank or its successor should no longer serve as Depository Bank. Upon any such change, the Governing Body will cause notice of the change to be sent by registered or certified mail to the Purchaser.

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

E. **INVESTMENT OF EXCESS BALANCES.** The monies in excess of the sum insured by FDIC in any of such funds or accounts shall at all times be secured, to the full extent thereof in excess of such insured sum, by Qualified Investments as shall be eligible as security for deposits of state and municipal funds under the laws of the State of West Virginia.

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

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

ARTICLE V

GENERAL COVENANTS

Section 5.01. General Statement. So long as the Series 2015 A Bonds shall be outstanding and unpaid, or until there shall have been set apart a sum sufficient to prepay the entire principal of the Series 2015 A Bonds remaining unpaid, together with interest accrued and to accrue thereon to the date of prepayment, the covenants and agreements contained herein shall be and constitute valid and legally binding covenants between the Issuer and the Bondholder.

Section 5.02. Rates. Prior to the issuance of the Series 2015 A Bonds, equitable rates or charges for the use of and service rendered by the System shall be established all in the manner and form required by law, and copies of such rates and charges so established will be continuously on file with the Secretary, which copies will be open to inspection by all interested parties. The schedule of rates and charges shall at all times be adequate to produce Gross Revenues from the System sufficient to pay Operating Expenses and to make the prescribed payments into the funds created hereunder. Such

schedule of rates and charges shall be changed and readjusted whenever necessary so that the aggregate of the rates and charges will be sufficient for such purposes. In order to assure full and continuous performance of this covenant, with a margin for contingencies and temporary unanticipated reduction in income and revenues, the Issuer hereby covenants and agrees that the schedule of rates or charges from time to time in effect shall be sufficient, together with other revenues of the System (i) to provide for all Operating Expenses of the System and (ii) to leave a balance each year equal to at least 115% of the maximum amount required in any year for payment of principal of and interest, if any, on the Series 2015 A Bonds and all other obligations secured by a lien on or payable from such revenues on a parity with the Series 2015 A Bonds, including the Prior Bonds.

Section 5.03. Sale of the System. So long as the Prior Bonds are outstanding, the Issuer shall not sell, mortgage, lease or otherwise dispose of the System or any part thereof, except as provided in the Prior Resolutions.

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

All Parity Bonds issued hereunder shall be on a parity in all respects with the Series 2015 A Bonds.

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

So long as the Prior Bonds or the Series 2015 A Bonds are outstanding, no Parity Bonds shall be issued at any time, unless there has been procured and filed with the Secretary a written statement by the Independent Certified Public Accountants, reciting the conclusion that the Net Revenues actually derived, subject to the adjustments hereinafter provided for, from the System during any 12 consecutive months, within the 18 months immediately preceding the date of the actual issuance of such Parity Bonds, plus the estimated average increased annual Net Revenues expected to be received in each of the 3 succeeding years after the completion of the improvements to be financed by such Parity Bonds, if any, shall not be less than 115% of the largest aggregate amount that will mature and become due in any succeeding Fiscal Year for principal of and interest, if any, on the following:

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

The “estimated average increased annual Net Revenues to be received in each of the 3 succeeding years,” as that term is used in the computation provided in the above paragraph, shall refer only to the increased Net Revenues estimated to be derived from (a) the improvements to be financed by such Parity Bonds and (b) any increase in rates adopted by the Issuer, the period for appeal of which has

expired prior to the date of delivery of such Parity Bonds, and shall not exceed the amount to be stated in the certificate of the Independent Certified Public Accountants.

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

All covenants and other provisions of this Bond Legislation (except as to details of such Parity Bonds inconsistent herewith) shall be for the equal benefit, protection and security of the Holder of the Series 2015 A Bonds and the Holders of any Parity Bonds subsequently issued from time to time within the limitations of and in compliance with this section. Bonds issued on a parity, regardless of the time or times of their issuance, shall rank equally with respect to their lien on the revenues of the System and their source of and security for payment from said revenues, without preference of any Bond. The Issuer shall comply fully with all the increased payments into the various funds and accounts created in this Bond Legislation required for and on account of such Parity Bonds, in addition to the payments required for Bonds theretofore issued pursuant to this Bond Legislation.

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

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

Section 5.05. Insurance and Bonds. A. The Issuer hereby covenants and agrees that it will, as an expense of construction, operation and maintenance of the System, procure, carry and maintain, so long as the Series 2015 A Bonds remain outstanding, insurance with a reputable insurance carrier or carriers covering the following risks and in the following amounts:

(i) Fire, Lightning, Vandalism, Malicious Mischief and Extended Coverage Insurance, to be procured upon any portion of the System now in use, on all above-ground structures of the System and mechanical and electrical equipment in place or stored on the site in an amount equal to the full insurable value thereof. In the event of any damage to or destruction of any portion of the System, the Issuer will promptly arrange for the application of the insurance proceeds for the repair or reconstruction of such damaged or destroyed portion.

(ii) Public Liability Insurance, with limits of not less than \$500,000 for one or more persons injured or killed in one accident to protect the Issuer from claims for bodily injury and/or death, and not less than \$200,000 to protect

the Issuer from claims for damage to property of others which may arise from the operation of the System, such insurance to be procured not later than the date of delivery of the Series 2015 A Bonds.

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

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

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

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

(vii) Provided, however, and in lieu of and notwithstanding the foregoing provisions of this Section, so long as the Series 2015 A Bonds are outstanding, the Issuer will carry insurance and bonds or cause insurance and bonds to be carried for the protection of the Issuer with insurance carriers or bonding companies acceptable to Purchaser.

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

Section 5.06. Statutory Mortgage Lien. For the further protection of the Holder of the Bond, a statutory mortgage lien upon the System is granted and created by the Act, which statutory mortgage lien is hereby recognized and declared to be valid and binding and shall take effect immediately upon the delivery of the Series 2015 A Bonds, on a parity with the First Lien Bonds and senior and prior to the Second Lien Bonds.

Section 5.07. Fiscal Year; Budget. While the Series 2015 A Bonds are outstanding and unpaid and to the extent not now prohibited by law, the System shall be operated and maintained on a Fiscal Year basis commencing on July 1 of each year and ending on the following June 30, which period shall also constitute the budget year for the operation and maintenance of the System. Not later than 30 days prior to the beginning of each Fiscal Year, the Issuer agrees to adopt the Annual Budget for the ensuing year.

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

Section 5.09. Books and Records; Audits. The Issuer will keep books and records of the System, which shall be separate and apart from all other books, records and accounts of the Issuer, in which complete and correct entries shall be made of all transactions relating to the System, and the Purchaser shall have the right at all reasonable times to inspect the System and all records, accounts and data of the Issuer relating thereto.

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

Section 5.10. Maintenance of System. The Issuer covenants that it will continuously operate, in an economical and efficient manner, and maintain the System as a revenue-producing utility as herein provided so long as the Series 2015 A Bonds are outstanding.

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

Section 5.12. Connections. To the extent permitted by the laws of the State and rules and regulations of the Public Service Commission of West Virginia, the Issuer shall require every owner, tenant or occupant of any house, dwelling or building intended to be served by the System to connect thereto.

ARTICLE VI

RATES, ETC.

Section 6.01. Initial Schedule of Rates and Charges; Rules. A. The initial schedule of rates and charges for the services and facilities of the System, subject to change consonant with the provisions hereof, shall be as set forth in the Recommended Decision entered April 1, 2010 which became Final Order on April 21, 2010 in Case No. 09-1947-PSWD-T of the Public Service Commission of West Virginia which are incorporated herein by reference as a part hereof.

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

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

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

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

ARTICLE VII

TAX COVENANTS

Section 7.01. Tax Covenants. The Issuer hereby further covenants and agrees as follows:

A. PRIVATE BUSINESS USE LIMITATION. The Issuer shall assure that (i) not in excess of 10% of the Net Proceeds of the Series 2015 A Bonds are used for Private Business Use if, in addition, the payment of more than 10% of the principal or 10% of the interest due on the Series 2015 A Bonds during the term thereof is, under the terms of the Series 2015 A Bonds or any underlying arrangement, directly or indirectly, secured by any interest in property used or to be used for a Private Business Use or in payments in respect of property used or to be used for a Private Business Use or is to be derived from payments, whether or not to the Issuer, in respect of property or borrowed money used or to be used for a Private Business Use; and (ii) and that, in the event that both (A) in excess of 5% of the

Net Proceeds of the Series 2015 A Bonds are used for a Private Business Use, and (B) an amount in excess of 5% of the principal or 5% of the interest due on the Series 2015 A Bonds during the term thereof is, under the terms of the Series 2015 A Bonds or any underlying arrangement, directly or indirectly, secured by any interest in property used or to be used for said Private Business Use or in payments in respect of property used or to be used for said Private Business Use or is to be derived from payments, whether or not to the Issuer, in respect of property or borrowed money used or to be used for said Private Business Use, then said excess over said 5% of Net Proceeds of the Series 2015 A Bonds used for a Private Business Use shall be used for a Private Business Use related to the governmental use of the System, or if the Series 2015 A Bonds is for the purpose of financing more than one project, a portion of the project, and shall not exceed the proceeds used for the governmental use of that portion of the project to which such Private Business Use is related. All of the foregoing shall be determined in accordance with the Code.

B. **PRIVATE LOAN LIMITATION.** The Issuer shall assure that not in excess of the lesser of 5% of the Net Proceeds of the Series 2015 A Bonds or \$5,000,000 are used, directly or indirectly, to make or finance a loan (other than loans constituting Nonpurpose Investments) to persons other than state or local government units.

C. **FEDERAL GUARANTEE PROHIBITION.** The Issuer shall not take any action or permit or suffer any action to be taken if the result of the same would be to cause the Series 2015 A Bonds to be "federally guaranteed" within the meaning of Section 149(b) of the Code.

D. **INFORMATION RETURN.** The Issuer will file all statements, instruments and returns necessary to assure the tax-exempt status of the Series 2015 A Bonds and the interest thereon, including without limitation, the information return required under Section 149(e) of the Code.

E. **FURTHER ACTIONS.** The Issuer will take all actions that may be required of it so that the interest on the Series 2015 A Bonds will be and remain excludable from gross income for federal income tax purposes, and will not take any actions, or fail to take any actions which would adversely affect such exclusion.

Section 7.02. Arbitrage and Tax Exemption. The Issuer covenants that (i) it shall not take, or permit or suffer to be taken, any action with respect to the gross or other proceeds of the Series 2015 A Bonds which would cause the Series 2015 A Bonds to be an "arbitrage bond" within the meaning of Section 148 of the Code, and (ii) it will take all actions that may be required of it (including, without implied limitation, the timely filing of a Federal information return with respect to the Series 2015 A Bonds) so that the interest on the Series 2015 A Bonds will be and remain excluded from gross income for Federal income tax purposes, and will not take any actions which would adversely affect such exclusion.

Section 7.03. Tax Certificate and Rebate. The Issuer shall deliver a certificate of arbitrage, a tax certificate or other similar certificate to be prepared by nationally recognized bond counsel or tax counsel relating to payment of arbitrage rebate and other tax matters as a condition to issuance of the Series 2015 A Bonds. In addition, the Issuer covenants to comply with all Regulations from time to time in effect and applicable to the Series 2015 A Bonds as may be necessary in order to fully comply with Section 148(f) of the Code, and covenants to take such actions, and refrain from taking such actions, as may be necessary to fully comply with such Section 148(f) of the Code and such Regulations, regardless of whether such actions may be contrary to any of the provisions of this Bond Legislation.

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

ARTICLE VIII

DEFAULT AND REMEDIES

Section 8.01. Events of Default. Each of the following events shall constitute an "Event of Default" with respect to the Series 2015 A Bonds:

1. If default occurs in the due and punctual payment of the principal of or interest on the Series 2015 A Bonds; or
2. If default occurs in the Issuer's observance of any of the covenants, agreements or conditions on its part relating to the Series 2015 A Bonds set forth in this Bond Legislation, any supplemental resolution, or in the Series 2015 A Bonds, and such default shall have continued for a period of 30 days after the Issuer shall have been given written notice of such default by the Paying Agent, Depository Bank, any other bank or banking association holding any fund or account hereunder or a Holder of a Series 2015 A Bonds; or
3. If the Issuer files a petition seeking reorganization or arrangement under the federal bankruptcy laws or any other applicable law of the United States of America; or
4. If default occurs with respect to the Prior Bonds or the Prior Resolutions.

Section 8.02. Remedies. Upon the happening and continuance of any Event of Default, the Registered Owner of the Series 2015 A Bonds may exercise any available remedy and bring any appropriate action, suit or proceeding to enforce his or her rights and, in particular, (i) bring suit for any unpaid principal or interest then due, (ii) by mandamus or other appropriate proceeding enforce all rights of such Registered Owner including the right to require the Issuer to perform its duties under the Act and the Bond Legislation relating thereto, including but not limited to the making and collection of sufficient rates or charges for services rendered by the System, (iii) bring suit upon the Series 2015 A Bonds, (iv) by action at law or bill in equity require the Issuer to account as if it were the trustee of an express trust for the Registered Owner of the Series 2015 A Bonds, and (v) by action or bill in equity enjoin any acts in violation of the Bond Legislation with respect to the Series 2015 A Bonds, or the rights of such Registered Owner.

No remedy by the terms of this Resolution conferred upon or reserved to the Bondholders is intended to be exclusive of any other remedy, but each and every such remedy shall be cumulative and shall be in addition to any other remedy given to the Bondholders hereunder or now or hereafter existing at law or by statute. All rights and remedies of the Holders of the Series 2015 A Bonds shall be on a parity with those of the Holders of the First Lien Bonds and senior and prior to the Second Lien Bonds.

ARTICLE IX

DEFEASANCE

Section 9.01. Defeasance. If the Issuer shall pay or cause to be paid, or there shall otherwise be paid, to the respective Holder of the Series 2015 A Bonds, the principal of and interest due or to become due thereon, at the times and in the manner stipulated therein and in this Bond Legislation, then this Bond Legislation and the pledge of Net Revenues and other monies and securities pledged under this Bond Legislation and all covenants, agreements and other obligations of the Issuer to the Registered Owner of the Series 2015 A Bonds shall thereupon cease, terminate and become void and be discharged and satisfied, except as may otherwise be necessary to assure the exclusion of interest on the Series 2015 A Bonds from gross income for federal income tax purposes.

The payment of the Series 2015 A Bonds with either monies in an amount which shall be sufficient, or securities the principal of and the interest on which, when due, will provide monies which, together with the monies, if any, deposited with the Paying Agent at the same or earlier time, shall be sufficient, to pay as and when due the principal installments of and interest on the Series 2015 A Bonds shall be deemed to have been paid within the meaning and with the effect expressed in the first paragraph of this section. The Series 2015 A Bonds shall, prior to the maturity thereof, be deemed to have been paid within the meaning and with the effect expressed in the first paragraph of this section if there shall have been deposited with the Paying Agent, either monies in an amount which shall be sufficient, or securities the principal of and the interest on which, when due, will provide monies which, together with other monies, if any, deposited with the Paying Agent at the same time, shall be sufficient to pay when due the principal installments of and interest due and to become due on the Series 2015 A Bonds on and prior to the maturity dates thereof. Neither securities nor monies deposited with the Paying Agent pursuant to this section nor principal or interest payments on any such securities shall be withdrawn or used for any purpose other than, and shall be held in trust for, the payment of the principal installments of and interest on the Series 2015 A Bonds; provided, that any cash received from such principal or interest payments on such securities deposited with the Paying Agent, if not then needed for such purpose, shall, to the extent practicable, be reinvested in securities maturing at times and in amounts sufficient to pay when due the principal installments of and interest to become due on the Series 2015 A Bonds on and prior to the maturity dates thereof, and interest earned from such reinvestments shall be paid over to the Issuer as received by the Paying Agent, free and clear of any trust, lien or pledge. For the purpose of this section, securities shall mean and include only Government Obligations.

ARTICLE X

MISCELLANEOUS

Section 10.01. Amendment or Modification of Bond Legislation. This Bond Legislation may not be amended or modified after final passage without the prior written consent of the Registered Owner; provided, however, that this Bond Legislation may be amended without the consent of the Registered Owner as may be necessary to assure the exclusion of interest on the Series 2015 A Bonds from gross income of the Registered Owner for federal income tax purposes.

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

Section 10.03. Severability of Invalid Provisions. If any section, paragraph, clause or provision of this Resolution should be held invalid by any court of competent jurisdiction, the invalidity of such section, paragraph, clause or provision shall not affect any of the remaining provisions of this Resolution, the Supplemental Resolution, or the Series 2015 A Bonds.

Section 10.04. Table of Contents and Headings. The table of contents and headings of the articles, sections and subsections hereof are for convenience of reference only, and shall not affect in any way the meaning or interpretation of any provision hereof.

Section 10.05. Conflicting Provisions Repealed. All orders, indentures, or resolutions and or parts thereof in conflict with the provisions of this Resolution are, to the extent of such conflict, hereby repealed; provided, that in the event of any conflict between this Resolution and the Prior Resolutions, the Prior Resolutions shall control, unless less restrictive, so long as the Prior Bonds are Outstanding.

Section 10.06. Covenant of Due Procedure, Etc. The Issuer covenants that all acts, conditions, things and procedures required to exist, to happen, to be performed or to be taken precedent to and in the adoption of this Resolution do exist, have happened, have been performed and have been taken in regular and due time, form and manner as required by and in full compliance with the laws and Constitution of the State of West Virginia applicable thereto; and that the Chairman, Secretary and members of the Governing Body were at all times when any actions in connection with this Resolution occurred and are duly in office and duly qualified for such office.

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adoption. Section 10.07. Effective Date. This Resolution shall take effect immediately upon

Adopted this 13th day of May, 2015.

FLATWOODS-CANOE RUN PUBLIC SERVICE
DISTRICT



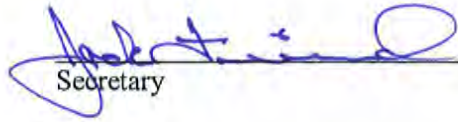
Chairman

CERTIFICATION

Certified a true copy of a Bond Resolution duly adopted by the Board of the Flatwoods-Canoe Run Public Service District on the 13th day of May, 2015.

Date: May 27, 2015.

[SEAL]


Secretary

FLATWOODS-CANOE RUN PUBLIC SERVICE DISTRICT

Sewer Refunding Revenue Bonds, Series 2015 A

SUPPLEMENTAL RESOLUTION

SUPPLEMENTAL RESOLUTION PROVIDING AS TO DATE, MATURITY, INTEREST RATE AND OTHER TERMS OF THE SEWER REFUNDING REVENUE BONDS, SERIES 2015 A OF THE FLATWOODS-CANOE RUN PUBLIC SERVICE DISTRICT; AUTHORIZING AND APPROVING THE SALE AND DELIVERY OF SUCH SERIES 2015 A BONDS TO THE FIRST NEIGHBORHOOD BANK, AND MAKING OTHER PROVISIONS AS TO THE SERIES 2015 A BONDS.

WHEREAS, the Council (the "Governing Body") of the Flatwoods-Canoe Run Service District (the "Issuer") has duly and officially adopted a resolution on May 13, 2015 (the "Bond Resolution"), entitled:

RESOLUTION AUTHORIZING THE REFUNDING OF THE SEWER REVENUE BONDS, SERIES 1990 C, OF THE FLATWOODS-CANOE RUN PUBLIC SERVICE DISTRICT THROUGH THE ISSUANCE BY THE FLATWOODS-CANOE RUN PUBLIC SERVICE DISTRICT OF NOT MORE THAN \$584,000 IN AGGREGATE PRINCIPAL AMOUNT OF SEWER REFUNDING REVENUE BONDS, SERIES 2015 A; PROVIDING FOR THE RIGHTS AND REMEDIES OF AND SECURITY FOR THE HOLDER OF SUCH BONDS; AUTHORIZING THE SALE AND PROVIDING FOR THE TERMS AND PROVISIONS OF SUCH BONDS AND ADOPTING OTHER PROVISIONS RELATING THERETO

WHEREAS, the Bond Resolution provides for the issuance of Sewer Refunding Revenue Bonds, Series 2015 A, of the Issuer, in an aggregate principal amount of not more than \$584,000, (the "Series 2015 A Bonds") all in accordance with Chapter 16, Article 13A of the West Virginia Code of 1931, as amended (the "Act"); and in the Bond Resolution, it is provided that the date, the maturity date, interest rate and other terms of the Series 2015 A Bonds should be established by a supplemental resolution pertaining to the Series 2015 A Bonds; and that other matters relating to the Series 2015 A Bonds be herein provided for;

WHEREAS, the Series 2015 A Bonds are proposed to be purchased by the First Neighborhood Bank, Parkersburg, West Virginia (the "Purchaser"), pursuant to the

terms of the commitment letter dated April 7, 2015, a copy of which is attached hereto and made a part hereof (the "Commitment Letter"); and

WHEREAS, the Governing Body deems it essential and desirable that this supplemental resolution (the "Supplemental Resolution") be adopted and that the date, the maturity date, the interest rate and other terms of the Series 2015 A Bonds be fixed hereby in the manner stated herein, and that other matters relating to the Series 2015 A Bonds be herein provided for.

NOW, THEREFORE, BE IT RESOLVED BY THE GOVERNING BODY OF FLATWOODS-CANOE RUN PUBLIC SERVICE DISTRICT:

Section 1. Pursuant to the Bond Resolution and the Act, this Supplemental Resolution is adopted and there is hereby authorized and ordered to be issued the Sewer Refunding Revenue Bonds, Series 2015 A, of the Issuer, originally represented by a single Bond, numbered AR-1, in the principal amount of \$584,000. The Series 2015 A Bonds shall be dated May 27, 2015, shall mature on November 1, 2030 and shall bear interest as follows:

A. Interest on the Series 2015 A Bonds shall be payable at a rate of 3.5% per annum (hereinafter sometimes called the "Tax-Exempt Rate"). Interest shall be computed on the basis of a year of 360 days, and 30 days in a month.

B. Notwithstanding any other provision herein, in the event the interest on the Series 2015 A Bonds is declared to be includible in gross income for federal income tax purposes by the Internal Revenue Service ("Determination of Taxability"), interest on the Series 2015 A Bonds shall be payable at a rate of 5.25% per annum (hereinafter sometimes called the "Taxable Rate"). Interest at the Taxable Rate shall commence to accrue on the date of Determination of Taxability and such interest rate shall be charged retroactively and prospectively for all periods in which interest paid on the Series 2015 A Bonds is asserted, declared or determined to be includible in gross income for federal income tax purposes, and shall continue until the entire principal of and interest on the Series 2015 A Bonds are paid, notwithstanding that the entire principal amount of the Series 2015 A Bonds may have been paid in full prior to the Determination of Taxability. Any interest being past due on the Series 2015 A Bonds by reason of such increase shall become immediately due and payable.

C. The Series 2015 A Bond shall be payable in 185 monthly installments, commencing July 1, 2015 and continuing on the 1st day of each month thereafter to and including November 1, 2030. The monthly installments shall consist of principal and interest and shall be as listed on the debt service schedule attached hereto as Exhibit A.

D. The Series 2015 A Bonds are not subject to a prepayment penalty.

E. All payments received by the Paying Agent on account of the Series 2015 A Bonds shall be applied first to payment of interest accrued on the Series 2015 A Bonds and next to payment of principal of the Series 2015 A Bonds. If not sooner paid, the entire principal amount of the Series 2015 A Bonds unpaid on November 1, 2030, together with all accrued interest and any other sums due and owing upon the Series 2015 A Bonds shall be due and payable on such date.

Section 2. All other provisions relating to the Series 2015 A Bonds and the text of the Series 2015 A Bonds shall be in substantially the form provided in the Bond Resolution.

Section 3. The Issuer does hereby approve the terms of the Commitment Letter dated April 7, 2015.

Section 4. The Series 2015 A Bonds shall be sold to the First Neighborhood Bank, Parkersburg, West Virginia, and shall be registered in the name of such bank. The price of the Series 2015 A Bonds shall be 100% of par value, there being no interest accrued thereon.

Section 5. The Issuer does hereby appoint and designate the First Neighborhood Bank, Parkersburg, West Virginia, the Registrar for the Series 2015 A Bonds.

Section 6. The Issuer does hereby appoint and designate the Municipal Bond Commission as Paying Agent (the "Paying Agent") for the Series 2015 A Bonds.

Section 7. A. At Closing, the Issuer shall receive \$584,000 from the proceeds of the Series 2015 A Bonds and \$65,880 from the Series 1990 C Bonds Reserve Account held by the Municipal Bond Commission (the "MBC").

B. Series 2015 A Bonds Proceeds in the amount of \$513,058.11 and \$65,880 from the Series 1990 C Bonds Reserve Account shall be transferred to the United States Department of Agriculture to pay the outstanding principal balance of and all accrued interest on the Issuer's Sewer Revenue Bonds, Series 1990 C (the "Series 1990 C Bonds") at Closing.

C. Series 2015 A Bonds proceeds in the amount of \$49,105 will be transferred to the MBC to fully fund the Series 2015 A Bonds Reserve Account.

Section 8. The payment of the Series 1990 C Bonds with the proceeds of the Series 2015 A Bonds is in the public interest, serves a public purpose of the Issuer and will promote health, welfare and safety of the residents of the Issuer.

Section 9. The Issuer hereby designates the Series 2015 A Bonds as "qualified tax-exempt obligations" within the meaning of Section 265(b)(3)(B) of the Internal Revenue Code of 1986, as amended.

Section 10. The Chairman and Secretary are hereby authorized and directed to execute and deliver the Series 2015 A Bonds and such other documents and certificates required or desirable in connection with the Series 2015 A Bonds hereby and by the Bond Resolution approved and provided for, to the end that the Series 2015 A Bonds may be delivered to the Purchaser on or about May 27, 2015.

Section 11. The Tax Compliance Policy attached hereto as Exhibit B is approved.

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Section 12. This Supplemental Resolution shall be effective immediately following adoption hereof.

Adopted this 13th day of May, 2015.

FLATWOODS-CANOE RUN PUBLIC
SERVICE DISTRICT

By:


Its: Chairman

CERTIFICATION

Certified a true copy of a Supplemental Resolution duly adopted by the Board of FLATWOODS-CANOE RUN PUBLIC SERVICE DISTRICT on the 13th day of May, 2015.

Date: May 27, 2015.

[SEAL]

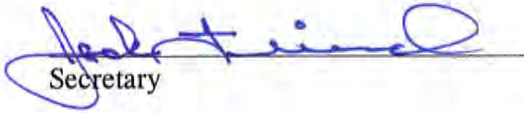

Secretary

EXHIBIT A

Debt Service Schedule

Date: 4/16/15

FIRST NEIGHBORHOOD BANK, INC.

Page: 1

Prepared For FLATWOODS
Platform Type CL
Account #

Officer SME

CSR B25CBARKR

Term 185 Payment Day:

Rate 3.5000% Payment 4,092.02

APR 3.5031% Interest 173,025.23

Odd Days 5 Odd Days Interest .00

Date	Number	Misc.	Interest	Payment	Principal	FMI Ins.	Total	Balance
7/01/15	1	.00	1,960.00	2,132.02	.00	.00	Original Balance	584,000.00
8/01/15	2	.00	1,729.66	2,362.36	.00	.00	4,092.02	581,867.98
9/01/15	3	.00	1,722.64	2,369.38	.00	.00	4,092.02	579,505.62
10/01/15	4	.00	1,660.26	2,431.76	.00	.00	4,092.02	577,136.24
11/01/15	5	.00	1,708.37	2,383.65	.00	.00	4,092.02	574,704.48
12/01/15	6	.00	1,646.40	2,445.62	.00	.00	4,092.02	572,320.83
Year 2015		.00	10,427.33	14,124.79	.00	.00	24,552.12	569,875.21
1/01/16	7	.00	1,694.01	2,398.01	.00	.00	4,092.02	567,477.20
2/01/16	8	.00	1,686.88	2,405.14	.00	.00	4,092.02	565,072.06
3/01/16	9	.00	1,571.37	2,520.65	.00	.00	4,092.02	562,551.41
4/01/16	10	.00	1,672.24	2,419.78	.00	.00	4,092.02	560,131.63
5/01/16	11	.00	1,611.34	2,480.68	.00	.00	4,092.02	557,650.95
6/01/16	12	.00	1,657.67	2,434.35	.00	.00	4,092.02	555,216.60
7/01/16	13	.00	1,597.20	2,494.82	.00	.00	4,092.02	552,721.76
8/01/16	14	.00	1,643.02	2,449.00	.00	.00	4,092.02	550,272.78
9/01/16	15	.00	1,635.75	2,456.27	.00	.00	4,092.02	547,816.51
10/01/16	16	.00	1,575.91	2,516.11	.00	.00	4,092.02	545,300.40
11/01/16	17	.00	1,620.96	2,471.06	.00	.00	4,092.02	542,829.34
12/01/16	18	.00	1,561.56	2,530.46	.00	.00	4,092.02	540,298.88
Year 2016		.00	19,527.91	29,576.33	.00	.00	49,104.24	537,812.96
1/01/17	19	.00	1,606.10	2,485.92	.00	.00	4,092.02	535,319.64
2/01/17	20	.00	1,598.70	2,493.32	.00	.00	4,092.02	532,664.92
3/01/17	21	.00	1,437.30	2,654.72	.00	.00	4,092.02	530,156.30
4/01/17	22	.00	1,583.40	2,508.62	.00	.00	4,092.02	527,589.39
5/01/17	23	.00	1,525.11	2,566.91	.00	.00	4,092.02	525,065.68
6/01/17	24	.00	1,568.31	2,523.71	.00	.00	4,092.02	522,484.12
7/01/17	25	.00	1,510.46	2,581.56	.00	.00	4,092.02	519,945.24
8/01/17	26	.00	1,553.14	2,538.88	.00	.00	4,092.02	517,398.81
9/01/17	27	.00	1,545.59	2,546.43	.00	.00	4,092.02	514,795.20
10/01/17	28	.00	1,488.41	2,603.61	.00	.00	4,092.02	512,233.46
11/01/17	29	.00	1,530.28	2,561.74	.00	.00	4,092.02	509,614.99
12/01/17	30	.00	1,473.55	2,618.47	.00	.00	4,092.02	507,037.85
Year 2017		.00	18,420.35	30,583.89	.00	.00	49,104.24	504,453.05
1/01/18	31	.00	1,514.88	2,577.14	.00	.00	4,092.02	501,715.45
2/01/18	32	.00	1,507.22	2,584.80	.00	.00	4,092.02	499,114.84
3/01/18	33	.00	1,354.42	2,737.60	.00	.00	4,092.02	496,458.63
4/01/18	34	.00	1,491.41	2,600.61	.00	.00	4,092.02	493,842.38
5/01/18	35	.00	1,435.81	2,656.21	.00	.00	4,092.02	491,171.00
6/01/18	36	.00	1,475.77	2,616.25	.00	.00	4,092.02	488,539.04
7/01/18	37	.00	1,420.64	2,671.38	.00	.00	4,092.02	485,918.36
8/01/18	38	.00	1,460.06	2,631.96	.00	.00	4,092.02	483,288.40

Date: 4/16/15

FIRST NEIGHBORHOOD BANK, INC.

Page: 2

Prepared For FLATWOODS
Platform Type CL
Account #

Rate 3.500% Payment
APR 3.503% Interest 173,025.20
Odd Days 5 Odd Days Interest .00

CSR B25CBARKER
Term 185 Payment Day:

Date	Number	Misc.	Interest	Payment	Principal	EMI Ins	Brought Forward	Total	Balance
9/01/18	39	.00	1,452.23		2,639.79	.00	4,092.02	4,092.02	488,539.04
10/01/18	40	.00	1,397.79		2,694.23	.00	4,092.02	4,092.02	485,899.25
11/01/18	41	.00	1,436.38		2,655.64	.00	4,092.02	4,092.02	483,205.02
12/01/18	42	.00	1,382.40		2,709.62	.00	4,092.02	4,092.02	480,549.39
Year 2018		.00	17,329.01		31,775.23	.00	49,104.24	49,104.24	477,839.76
1/01/19	43	.00	1,420.43		2,671.59	.00	4,092.02	4,092.02	475,168.17
2/01/19	44	.00	1,412.49		2,679.53	.00	4,092.02	4,092.02	472,488.64
3/01/19	45	.00	1,268.60		2,823.42	.00	4,092.02	4,092.02	469,665.22
4/01/19	46	.00	1,396.12		2,695.90	.00	4,092.02	4,092.02	466,969.32
5/01/19	47	.00	1,343.34		2,748.68	.00	4,092.02	4,092.02	464,220.64
6/01/19	48	.00	1,379.94		2,712.08	.00	4,092.02	4,092.02	461,508.56
7/01/19	49	.00	1,327.63		2,764.39	.00	4,092.02	4,092.02	458,744.17
8/01/19	50	.00	1,363.67		2,728.35	.00	4,092.02	4,092.02	456,015.32
9/01/19	51	.00	1,355.55		2,736.47	.00	4,092.02	4,092.02	453,279.35
10/01/19	52	.00	1,303.95		2,788.07	.00	4,092.02	4,092.02	450,491.28
11/01/19	53	.00	1,339.14		2,752.88	.00	4,092.02	4,092.02	447,738.40
12/01/19	54	.00	1,268.01		2,804.01	.00	4,092.02	4,092.02	444,934.39
Year 2019		.00	16,198.87		32,905.37	.00	49,104.24	49,104.24	442,164.98
1/01/20	55	.00	1,322.61		2,769.41	.00	4,092.02	4,092.02	439,387.34
2/01/20	56	.00	1,514.38		2,777.64	.00	4,092.02	4,092.02	436,517.18
3/01/20	57	.00	1,221.86		2,870.16	.00	4,092.02	4,092.02	433,722.75
4/01/20	58	.00	1,297.59		2,794.43	.00	4,092.02	4,092.02	430,978.43
5/01/20	59	.00	1,247.70		2,844.32	.00	4,092.02	4,092.02	428,067.24
6/01/20	60	.00	1,280.83		2,811.19	.00	4,092.02	4,092.02	425,206.65
7/01/20	61	.00	1,231.43		2,860.59	.00	4,092.02	4,092.02	422,378.60
8/01/20	62	.00	1,263.97		2,828.05	.00	4,092.02	4,092.02	419,542.14
9/01/20	63	.00	1,255.56		2,836.46	.00	4,092.02	4,092.02	416,657.02
10/01/20	64	.00	1,206.90		2,885.12	.00	4,092.02	4,092.02	413,803.56
11/01/20	65	.00	1,238.56		2,853.46	.00	4,092.02	4,092.02	410,901.93
12/01/20	66	.00	1,190.39		2,901.63	.00	4,092.02	4,092.02	408,031.36
Year 2020		.00	15,071.78		34,032.46	.00	49,104.24	49,104.24	405,152.26
1/01/21	67	.00	1,221.45		2,870.57	.00	4,092.02	4,092.02	402,148.04
2/01/21	68	.00	1,212.92		2,879.10	.00	4,092.02	4,092.02	399,251.45
3/01/21	69	.00	1,087.80		3,004.22	.00	4,092.02	4,092.02	396,307.96
4/01/21	70	.00	1,195.43		2,896.59	.00	4,092.02	4,092.02	393,394.01
5/01/21	71	.00	1,148.53		2,943.49	.00	4,092.02	4,092.02	390,433.67
6/01/21	72	.00	1,178.07		2,913.95	.00	4,092.02	4,092.02	387,502.25
7/01/21	73	.00	1,131.68		2,960.34	.00	4,092.02	4,092.02	384,562.12
8/01/21	74	.00	1,160.60		2,931.42	.00	4,092.02	4,092.02	381,576.38
9/01/21	75	.00	1,151.89		2,940.13	.00	4,092.02	4,092.02	378,584.55
10/01/21	76	.00	1,106.28		2,985.74	.00	4,092.02	4,092.02	375,598.81

Date: 4/16/15

FIRST NEIGHBORHOOD BANK, INC.

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Prepared For FLATWOODS
Platform Type CL
Account #

Officer SMB

CSR B25CARKER

Term 185 Payment Day:

Rate 3.5000% Payment 4,092.02

APR 3.5011% Interest 173,025.20

Odd Days 5 Odd Days Interest .00

Date	Number	Misc.	Payment		Principal	PMI Ins.	Total	Balance
			Interest					
Year 2024								
		.00	9,946.57		39,157.67	.00	Brought Forward	262,076.13
							49,104.24	
1/01/25	115	.00	779.05		3,312.97	.00	4,092.02	258,763.16
2/01/25	116	.00	769.20		3,322.82	.00	4,092.02	255,440.34
3/01/25	117	.00	685.84		3,406.19	.00	4,092.02	252,034.16
4/01/25	118	.00	749.20		3,342.82	.00	4,092.02	248,691.34
5/01/25	119	.00	715.41		3,376.61	.00	4,092.02	245,314.73
6/01/25	120	.00	729.22		3,362.80	.00	4,092.02	241,951.93
7/01/25	121	.00	696.03		3,395.99	.00	4,092.02	238,555.94
8/01/25	122	.00	709.13		3,382.89	.00	4,092.02	235,173.05
9/01/25	123	.00	599.08		3,392.94	.00	4,092.02	231,780.11
10/01/25	124	.00	666.76		3,425.26	.00	4,092.02	228,354.85
11/01/25	125	.00	678.81		3,413.21	.00	4,092.02	224,941.64
12/01/25	126	.00	647.09		3,444.93	.00	4,092.02	221,496.71
Year 2025								
		.00	8,524.92		40,579.42	.00	49,104.24	
1/01/26	127	.00	658.42		3,433.60	.00	4,092.02	218,063.11
2/01/26	128	.00	648.22		3,443.80	.00	4,092.02	214,619.31
3/01/26	129	.00	576.24		3,515.78	.00	4,092.02	211,103.53
4/01/26	130	.00	627.52		3,464.50	.00	4,092.02	207,639.03
5/01/26	131	.00	597.32		3,494.70	.00	4,092.02	204,144.33
6/01/26	132	.00	606.84		3,485.18	.00	4,092.02	200,659.15
7/01/26	133	.00	577.24		3,514.78	.00	4,092.02	197,144.37
8/01/26	134	.00	586.03		3,505.99	.00	4,092.02	193,638.38
9/01/26	135	.00	575.61		3,516.41	.00	4,092.02	190,121.97
10/01/26	136	.00	546.93		3,545.09	.00	4,092.02	186,576.88
11/01/26	137	.00	584.62		3,537.40	.00	4,092.02	183,039.48
12/01/26	138	.00	526.55		3,565.47	.00	4,092.02	179,474.01
Year 2026								
		.00	7,081.54		42,022.70	.00	49,104.24	
1/01/27	139	.00	533.50		3,558.52	.00	4,092.02	175,915.49
2/01/27	140	.00	522.93		3,569.09	.00	4,092.02	172,346.40
3/01/27	141	.00	462.74		3,629.28	.00	4,092.02	168,717.12
4/01/27	142	.00	501.53		3,590.49	.00	4,092.02	165,126.63
5/01/27	143	.00	475.02		3,617.00	.00	4,092.02	161,509.63
6/01/27	144	.00	480.10		3,611.92	.00	4,092.02	157,897.71
7/01/27	145	.00	454.23		3,637.79	.00	4,092.02	154,259.92
8/01/27	146	.00	438.55		3,633.47	.00	4,092.02	150,626.45
9/01/27	147	.00	447.76		3,644.26	.00	4,092.02	146,982.19
10/01/27	148	.00	422.82		3,669.20	.00	4,092.02	143,312.99
11/01/27	149	.00	426.01		3,666.01	.00	4,092.02	139,646.98
12/01/27	150	.00	401.73		3,690.29	.00	4,092.02	135,956.69
Year 2027								
		.00	5,586.92		43,517.32	.00	49,104.24	

Date: 4/16/15

FIRST NEIGHBORHOOD BANK, INC.

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Prepared For PLATWOODS
Platform Type CL
Account #

Rate 3.5000% Officer SMI
APR 3.5000% Interest

Term 185 Payment Day:
5 Odd Days Interest 173,025.20
.00

CSR B45CARNER

Date	Number	Misc.	Interest	Principal	PMI Ins.	Total	Balance
1/01/28	151	.00	404.14	3,687.88	.00	4,092.02	132,268.81
2/01/28	152	.00	393.19	3,698.83	.00	4,092.02	128,569.98
3/01/28	153	.00	357.53	3,734.49	.00	4,092.02	124,835.49
4/01/28	154	.00	371.08	3,720.94	.00	4,092.02	121,114.55
5/01/28	155	.00	348.41	3,743.61	.00	4,092.02	117,370.94
6/01/28	156	.00	348.50	3,743.12	.00	4,092.02	113,627.82
7/01/28	157	.00	326.88	3,765.14	.00	4,092.02	109,862.68
8/01/28	158	.00	320.57	3,765.45	.00	4,092.02	106,097.23
9/01/28	159	.00	315.39	3,776.63	.00	4,092.02	102,330.60
10/01/28	160	.00	294.35	3,797.67	.00	4,092.02	98,522.93
11/01/28	161	.00	292.67	3,799.15	.00	4,092.02	94,723.78
12/01/28	162	.00	272.49	3,819.53	.00	4,092.02	90,904.25
Year 2028		.00	4,051.80	45,052.44	.00	49,104.24	
1/01/29	163	.00	270.22	3,821.80	.00	4,092.02	87,082.45
2/01/29	164	.00	250.86	3,833.16	.00	4,092.02	83,249.29
3/01/29	165	.00	223.52	3,868.50	.00	4,092.02	79,380.79
4/01/29	166	.00	235.97	3,856.05	.00	4,092.02	75,534.74
5/01/29	167	.00	217.26	3,874.76	.00	4,092.02	71,649.98
6/01/29	168	.00	212.99	3,879.03	.00	4,092.02	67,770.95
7/01/29	169	.00	194.96	3,897.06	.00	4,092.02	63,873.89
8/01/29	170	.00	189.87	3,902.15	.00	4,092.02	59,971.74
9/01/29	171	.00	178.27	3,913.75	.00	4,092.02	56,057.99
10/01/29	172	.00	161.26	3,930.78	.00	4,092.02	52,137.23
11/01/29	173	.00	154.96	3,937.06	.00	4,092.02	48,190.17
12/01/29	174	.00	139.53	3,953.35	.00	4,092.02	44,236.70
Year 2029		.00	2,436.77	46,667.47	.00	49,104.24	
1/01/30	175	.00	131.49	3,960.53	.00	4,092.02	40,276.25
2/01/30	176	.00	119.73	3,972.29	.00	4,092.02	36,303.96
3/01/30	177	.00	97.47	3,994.55	.00	4,092.02	32,309.41
4/01/30	178	.00	96.03	3,995.97	.00	4,092.02	28,313.44
5/01/30	179	.00	81.45	4,010.57	.00	4,092.02	24,302.87
6/01/30	180	.00	72.24	4,019.78	.00	4,092.02	20,283.09
7/01/30	181	.00	58.55	4,033.67	.00	4,092.02	16,248.42
8/01/30	182	.00	48.50	4,043.72	.00	4,092.02	12,205.70
9/01/30	183	.00	36.28	4,055.74	.00	4,092.02	8,149.96
10/01/30	184	.00	23.45	4,068.57	.00	4,092.02	4,081.39
11/01/30	185	.00	12.13	4,081.39	.00	4,092.02	.00
Year 2030		.00	776.94	44,236.78	.00	45,013.72	
Grand Total		.00	173,025.20	584,600.00	.00	757,025.20	

EXHIBIT B

Tax Compliance Policy

[See Tab 11 of Bond Transcript]

SPECIMEN

FLATWOODS-CANOE RUN PUBLIC SERVICE DISTRICT SEWER REFUNDING REVENUE BONDS, SERIES 2015 A

No. AR-1

\$584,000

KNOW ALL MEN BY THESE PRESENTS: That on this the 27th day of May, 2015, FLATWOODS-CANOE RUN PUBLIC SERVICE DISTRICT, a public service district and political subdivision of the State of West Virginia in Braxton County of said State (the "Issuer"), for value received, hereby promises to pay, solely from the special funds provided therefor, as hereinafter set forth, to the order of

FIRST NEIGHBORHOOD BANK

or registered assigns (the "Payee"), the principal sum of FIVE HUNDRED EIGHTY-FOUR THOUSAND DOLLARS (\$584,000), plus interest as follows:

A. Interest on this Bond shall be payable at a rate of 3.5% per annum (hereinafter sometimes called the "Tax-Exempt Rate"). Interest shall be computed on the basis of a year of 360 days and 30 days in a month.

B. Notwithstanding any other provision herein, in the event the interest on this Bond is declared to be includible in gross income for federal income tax purposes by the Internal Revenue Service ("Determination of Taxability"), interest on this Bond shall be payable at a rate of 5.25% per annum (hereinafter sometimes called the "Taxable Rate"). Interest at the Taxable Rate shall commence to accrue on the date of Determination of Taxability and such interest rate shall be charged retroactively and prospectively for all periods in which interest paid on this Bond is asserted, declared or determined to be includible in gross income for federal income tax purposes, and shall continue until the entire principal of and interest on this Bond are paid, notwithstanding that the entire principal amount of this Bond may have been paid in full prior to the Determination of Taxability. Any interest being past due on this Bond by reason of such increase shall become immediately due and payable.

C. This Bond shall be payable in 185 installments commencing on the 1st day of July, 2015 and on the 1st day of each month thereafter, to and including November 1, 2030. The monthly installments shall consist of principal and interest as listed on the attached debt service schedule attached hereto as EXHIBIT A.

D. The Bonds are not subject to a prepayment penalty.

E. All payments received by the Paying Agent on account of the Bond shall be applied first to payment of interest accrued on the Bond and next to payment of principal of the Bond. If not sooner paid, the entire principal amount of this Bond unpaid on November 1, 2030 together with all accrued interest and any other sums due and owing upon this Bond shall be due and payable on such date.

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

This Bond is issued to (i) refund the Issuer's Sewer Refunding Revenue Bonds, Series 1990 C; (ii) fund the Series 2015 A Bonds Reserve Account; and (iii) to pay costs of issuance and related costs. The existing public sewer facilities of the Issuer, and any further additions, improvements or extensions thereto are herein called the "System." This Bond is issued under the authority of and in full compliance with the Constitution and statutes of the State of West Virginia, including particularly Chapter 16, Article 13A of the West Virginia Code of 1931, as amended (the "Act"), and a Resolution duly adopted by the Issuer on May 13, 2015, and a Supplemental Resolution, duly adopted by the Issuer on May 13, 2015 (collectively, the "Bond Legislation"), and is subject to all the terms and conditions thereof.

THE PRINCIPAL OF AND INTEREST ON THIS BOND IS PAYABLE ONLY FROM AND SECURED BY A PLEDGE OF THE NET REVENUES TO BE DERIVED FROM THE OPERATION OF THE SYSTEM, ON A PARITY WITH RESPECT TO LIENS, PLEDGE AND SOURCE OF AND SECURITY FOR PAYMENT WITH THE ISSUER'S:

(I) SEWER REVENUE BONDS, SERIES 1990 A (WEST VIRGINIA WATER DEVELOPMENT AUTHORITY), DATED NOVEMBER 14, 1990, ISSUED IN THE ORIGINAL AGGREGATE PRINCIPAL AMOUNT OF \$1,147,938 (THE "SERIES 1990 A BONDS");

(II) SEWER REVENUE BONDS, SERIES 1991 A (WEST VIRGINIA WATER DEVELOPMENT AUTHORITY), DATED NOVEMBER 15, 1991, ISSUED IN THE ORIGINAL AGGREGATE PRINCIPAL AMOUNT OF \$275,806 (THE "SERIES 1991 A BONDS");

(III) SEWER REVENUE BONDS, SERIES 1997 (WEST VIRGINIA SRF PROGRAM), DATED FEBRUARY 10, 1997, ISSUED IN THE ORIGINAL AGGREGATE PRINCIPAL AMOUNT OF \$400,000 (THE "SERIES 1997 BONDS"); AND

(IV) SEWER REVENUE BONDS, SERIES 2011 A (WEST VIRGINIA SRF PROGRAM), DATED JUNE 24, 2011, ISSUED IN THE ORIGINAL AGGREGATE PRINCIPAL AMOUNT OF \$8,033,000 (THE "SERIES 2011 A BONDS"), (HEREINAFTER COLLECTIVELY, THE "FIRST LIEN BONDS").

THERE ARE OUTSTANDING OBLIGATIONS OF THE ISSUER WHICH WILL RANK JUNIOR AND SUBORDINATE TO THE SERIES 2015 A BONDS AS TO LIENS, PLEDGE OF AND SECURITY FOR PAYMENT, BEING THE ISSUER'S:

(I) SEWER REVENUE BONDS, SERIES 1990 B (WEST VIRGINIA WATER DEVELOPMENT AUTHORITY), DATED NOVEMBER 14, 1990, ISSUED IN THE ORIGINAL AGGREGATE PRINCIPAL AMOUNT OF \$51,842 (THE "SERIES 1990 B BONDS"); AND

(II) SEWER REVENUE BONDS, SERIES 1991 B (WEST VIRGINIA WATER DEVELOPMENT AUTHORITY), DATED NOVEMBER 15, 1991, ISSUED IN THE ORIGINAL AGGREGATE PRINCIPAL AMOUNT OF \$9,194 (THE "SERIES 1991 B BONDS") (HEREINAFTER COLLECTIVELY, THE "SECOND LIEN BONDS" AND COLLECTIVELY WITH THE FIRST LIEN BONDS, THE "PRIOR BONDS").

This Bond does not constitute a corporate indebtedness of the Issuer within the meaning of any constitutional or statutory provisions or limitations, nor shall the Issuer be obligated to pay the same or the interest hereon except from the source set forth above. Under the Bond Legislation, the Issuer has entered into certain covenants with the Payee, for the terms of which reference is made to said Bond Legislation. Remedies provided the Payee are exclusively as provided in the Bond Legislation, to which reference is here made for a detailed description thereof.

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

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

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

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

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

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

[Remainder of Page Intentionally Blank]

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

FLATWOODS-CANOE RUN PUBLIC SERVICE
DISTRICT

[SEAL]

By: _____
Its: Chairman

ATTEST:

Secretary

CERTIFICATE OF AUTHENTICATION AND REGISTRATION

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

Date: March 27, 2015.

FIRST NEIGHBORHOOD BANK
as Registrar

By: _____

Its: Authorized Officer

A handwritten signature in blue ink, appearing to read "Douglas D. Swearingen", is written over a horizontal line. The signature is fluid and cursive.

Debt Service Schedule

[Form of Assignment]

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

Dated: _____, 20 ____.

In the presence of:

Flatwoods-Canoe Run PSD
Sewer Refunding Revenue Bonds, Series 2015 A
Closing Date: May 27, 2015

Date		Interest	Principal	Total	Balance
					584,000.00
7/1/ 2015	1	1,960.00	2,132.02	4,092.02	581,867.98
8/1/ 2015	2	1,729.66	2,362.36	4,092.02	579,505.62
9/1/ 2015	3	1,722.64	2,369.38	4,092.02	577,136.24
10/1/ 2015	4	1,660.26	2,431.76	4,092.02	574,704.48
11/1/ 2015	5	1,708.37	2,383.65	4,092.02	572,320.83
12/1/ 2015	6	1,646.40	2,445.62	4,092.02	569,875.21
1/1/ 2016	7	1,694.01	2,398.01	4,092.02	567,477.20
2/1/ 2016	8	1,686.88	2,405.14	4,092.02	565,072.06
3/1 2016	9	1,571.37	2,520.65	4,092.02	562,551.41
4/1/ 2016	10	1,672.24	2,419.78	4,092.02	560,131.63
5/1/ 2016	11	1,611.34	2,480.68	4,092.02	557,650.95
6/1/ 2016	12	1,657.67	2,434.35	4,092.02	555,216.60
7/1/ 2016	13	1,597.20	2,494.82	4,092.02	552,721.78
8/1/ 2016	14	1,643.02	2,449.00	4,092.02	550,272.78
9/1/ 2016	15	1,635.75	2,456.27	4,092.02	547,816.51
10/1/ 2016	16	1,575.91	2,516.11	4,092.02	545,300.40
11/1/ 2016	17	1,620.96	2,471.06	4,092.02	542,829.34
12/1/ 2016	18	1,561.56	2,530.46	4,092.02	540,298.88
1/1/ 2017	19	1,606.10	2,485.92	4,092.02	537,812.96
2/1/ 2017	20	1,598.70	2,493.32	4,092.02	535,319.64
3/1 2017	21	1,437.30	2,654.72	4,092.02	532,664.92
4/1/ 2017	22	1,583.40	2,508.62	4,092.02	530,156.30
5/1/ 2017	23	1,525.11	2,566.91	4,092.02	527,589.39
6/1/ 2017	24	1,568.31	2,523.71	4,092.02	525,065.68
7/1/ 2017	25	1,510.46	2,581.56	4,092.02	522,484.12
8/1/ 2017	26	1,553.14	2,538.88	4,092.02	519,945.24
9/1/ 2017	27	1,545.59	2,546.43	4,092.02	517,398.81
10/1/ 2017	28	1,488.41	2,603.61	4,092.02	514,795.20
11/1/ 2017	29	1,530.28	2,561.74	4,092.02	512,233.46
12/1/ 2017	30	1,473.55	2,618.47	4,092.02	509,614.99
1/1/ 2018	31	1,514.88	2,577.14	4,092.02	507,037.85
2/1/ 2018	32	1,507.22	2,584.80	4,092.02	504,453.05
3/1 2018	33	1,354.42	2,737.60	4,092.02	501,715.45
4/1/ 2018	34	1,491.41	2,600.61	4,092.02	499,114.84
5/1/ 2018	35	1,435.81	2,656.21	4,092.02	496,458.63
6/1/ 2018	36	1,475.77	2,616.25	4,092.02	493,842.38
7/1/ 2018	37	1,420.64	2,671.38	4,092.02	491,171.00
8/1/ 2018	38	1,460.06	2,631.96	4,092.02	488,539.04
9/1/ 2018	39	1,452.23	2,639.79	4,092.02	485,899.25
10/1/ 2018	40	1,397.79	2,694.23	4,092.02	483,205.02
11/1/ 2018	41	1,436.38	2,655.64	4,092.02	480,549.38
12/1/ 2018	42	1,382.40	2,709.62	4,092.02	477,839.76
1/1/ 2019	43	1,420.43	2,671.59	4,092.02	475,168.17

2/1/ 2019	44	1,412.49	2,679.53	4,092.02	472,488.64
3/1 2019	45	1,268.60	2,823.42	4,092.02	469,665.22
4/1/ 2019	46	1,396.12	2,695.90	4,092.02	466,969.32
5/1/ 2019	47	1,343.34	2,748.68	4,092.02	464,220.64
6/1/ 2019	48	1,379.94	2,712.08	4,092.02	461,508.56
7/1/ 2019	49	1,327.63	2,764.39	4,092.02	458,744.17
8/1/ 2019	50	1,363.67	2,728.35	4,092.02	456,015.82
9/1/ 2019	51	1,355.55	2,736.47	4,092.02	453,279.35
10/1/ 2019	52	1,303.95	2,788.07	4,092.02	450,491.28
11/1/ 2019	53	1,339.14	2,752.88	4,092.02	447,738.40
12/1/ 2019	54	1,288.01	2,804.01	4,092.02	444,934.39
1/1/ 2020	55	1,322.61	2,769.41	4,092.02	442,164.98
2/1/ 2020	56	1,314.38	2,777.64	4,092.02	439,387.34
3/1 2020	57	1,221.86	2,870.16	4,092.02	436,517.18
4/1/ 2020	58	1,297.59	2,794.43	4,092.02	433,722.75
5/1/ 2020	59	1,247.70	2,844.32	4,092.02	430,878.43
6/1/ 2020	60	1,280.83	2,811.19	4,092.02	428,067.24
7/1/ 2020	61	1,231.43	2,860.59	4,092.02	425,206.65
8/1/ 2020	62	1,263.97	2,828.05	4,092.02	422,378.60
9/1/ 2020	63	1,255.56	2,836.46	4,092.02	419,542.14
10/1/ 2020	64	1,206.90	2,885.12	4,092.02	416,657.02
11/1/ 2020	65	1,238.56	2,853.46	4,092.02	413,803.56
12/1/ 2020	66	1,190.39	2,901.63	4,092.02	410,901.93
1/1/ 2021	67	1,221.45	2,870.57	4,092.02	408,031.36
2/1/ 2021	68	1,212.92	2,879.10	4,092.02	405,152.26
3/1 2021	69	1,087.80	3,004.22	4,092.02	402,148.04
4/1/ 2021	70	1,195.43	2,896.59	4,092.02	399,251.45
5/1/ 2021	71	1,148.53	2,943.49	4,092.02	396,307.96
6/1/ 2021	72	1,178.07	2,913.95	4,092.02	393,394.01
7/1/ 2021	73	1,131.68	2,960.34	4,092.02	390,433.67
8/1/ 2021	74	1,160.60	2,931.42	4,092.02	387,502.25
9/1/ 2021	75	1,151.89	2,940.13	4,092.02	384,562.12
10/1/ 2021	76	1,106.28	2,985.74	4,092.02	381,576.38
11/1/ 2021	77	1,134.27	2,957.75	4,092.02	378,618.63
12/1/ 2021	78	1,089.18	3,002.84	4,092.02	375,615.79
1/1/ 2022	79	1,116.55	2,975.47	4,092.02	372,640.32
2/1/ 2022	80	1,107.72	2,984.30	4,092.02	369,656.02
3/1 2022	81	992.50	3,099.52	4,092.02	366,556.50
4/1/ 2022	82	1,089.62	3,002.40	4,092.02	363,554.10
5/1/ 2022	83	1,045.84	3,046.18	4,092.02	360,507.92
6/1/ 2022	84	1,071.65	3,020.37	4,092.02	357,487.55
7/1/ 2022	85	1,028.39	3,063.63	4,092.02	354,423.92
8/1/ 2022	86	1,053.56	3,038.46	4,092.02	351,385.46
9/1/ 2022	87	1,044.53	3,047.49	4,092.02	348,337.97
10/1/ 2022	88	1,002.07	3,089.95	4,092.02	345,248.02
11/1/ 2022	89	1,026.28	3,065.74	4,092.02	342,182.28
12/1/ 2022	90	984.36	3,107.66	4,092.02	339,074.62
1/1/ 2023	91	1,007.94	3,084.08	4,092.02	335,990.54
2/1/ 2023	92	998.77	3,093.25	4,092.02	332,897.29

3/1 2023	93	893.80	3,198.22	4,092.02	329,699.07
4/1/ 2023	94	980.07	3,111.95	4,092.02	326,587.12
5/1/ 2023	95	939.49	3,152.53	4,092.02	323,434.59
6/1/ 2023	96	961.45	3,130.57	4,092.02	320,304.02
7/1/ 2023	97	921.42	3,170.60	4,092.02	317,133.42
8/1/ 2023	98	942.71	3,149.31	4,092.02	313,984.11
9/1/ 2023	99	933.35	3,158.67	4,092.02	310,825.44
10/1/ 2023	100	894.16	3,197.86	4,092.02	307,627.58
11/1/ 2023	101	914.45	3,177.57	4,092.02	304,450.01
12/1/ 2023	102	875.81	3,216.21	4,092.02	301,233.80
1/1/ 2024	103	895.45	3,196.57	4,092.02	298,037.23
2/1/ 2024	104	885.95	3,206.07	4,092.02	294,831.16
3/1 2024	105	819.87	3,272.15	4,092.02	291,559.01
4/1/ 2024	106	866.69	3,225.33	4,092.02	288,333.68
5/1/ 2024	107	829.45	3,262.57	4,092.02	285,071.11
6/1/ 2024	108	847.41	3,244.61	4,092.02	281,826.50
7/1/ 2024	109	810.73	3,281.29	4,092.02	278,545.21
8/1/ 2024	110	828.01	3,264.01	4,092.02	275,281.20
9/1/ 2024	111	818.30	3,273.72	4,092.02	272,007.48
10/1/ 2024	112	782.48	3,309.54	4,092.02	268,697.94
11/1/ 2024	113	798.74	3,293.28	4,092.02	265,404.66
12/1/ 2024	114	763.49	3,328.53	4,092.02	262,076.13
1/1/ 2025	115	779.05	3,312.97	4,092.02	258,763.16
2/1/ 2025	116	769.20	3,322.82	4,092.02	255,440.34
3/1 2025	117	685.84	3,406.18	4,092.02	252,034.16
4/1/ 2025	118	749.20	3,342.82	4,092.02	248,691.34
5/1/ 2025	119	715.41	3,376.61	4,092.02	245,314.73
6/1/ 2025	120	729.22	3,362.80	4,092.02	241,951.93
7/1/ 2025	121	696.03	3,395.99	4,092.02	238,555.94
8/1/ 2025	122	709.13	3,382.89	4,092.02	235,173.05
9/1/ 2025	123	699.08	3,392.94	4,092.02	231,780.11
10/1/ 2025	124	666.76	3,425.26	4,092.02	228,354.85
11/1/ 2025	125	678.81	3,413.21	4,092.02	224,941.64
12/1/ 2025	126	647.09	3,444.93	4,092.02	221,496.71
1/1/ 2026	127	658.42	3,433.60	4,092.02	218,063.11
2/1/ 2026	128	648.22	3,443.80	4,092.02	214,619.31
3/1 2026	129	576.24	3,515.78	4,092.02	211,103.53
4/1/ 2026	130	627.52	3,464.50	4,092.02	207,639.03
5/1/ 2026	131	597.32	3,494.70	4,092.02	204,144.33
6/1/ 2026	132	606.84	3,485.18	4,092.02	200,659.15
7/1/ 2026	133	577.24	3,514.78	4,092.02	197,144.37
8/1/ 2026	134	586.03	3,505.99	4,092.02	193,638.38
9/1/ 2026	135	575.61	3,516.41	4,092.02	190,121.97
10/1/ 2026	136	546.93	3,545.09	4,092.02	186,576.88
11/1/ 2026	137	554.62	3,537.40	4,092.02	183,039.48
12/1/ 2026	138	526.55	3,565.47	4,092.02	179,474.01
1/1/ 2027	139	533.50	3,558.52	4,092.02	175,915.49
2/1/ 2027	140	522.93	3,569.09	4,092.02	172,346.40
3/1 2027	141	462.74	3,629.28	4,092.02	168,717.12

4/1/ 2027	142	501.53	3,590.49	4,092.02	165,126.63
5/1/ 2027	143	475.02	3,617.00	4,092.02	161,509.63
6/1/ 2027	144	480.10	3,611.92	4,092.02	157,897.71
7/1/ 2027	145	454.23	3,637.79	4,092.02	154,259.92
8/1/ 2027	146	458.55	3,633.47	4,092.02	150,626.45
9/1/ 2027	147	447.76	3,644.26	4,092.02	146,982.19
10/1/ 2027	148	422.82	3,669.20	4,092.02	143,312.99
11/1/ 2027	149	426.01	3,666.01	4,092.02	139,646.98
12/1/ 2027	150	401.73	3,690.29	4,092.02	135,956.69
1/1/ 2028	151	404.14	3,687.88	4,092.02	132,268.81
2/1/ 2028	152	393.19	3,698.83	4,092.02	128,569.98
3/1 2028	153	357.53	3,734.49	4,092.02	124,835.49
4/1/ 2028	154	371.08	3,720.94	4,092.02	121,114.55
5/1/ 2028	155	348.41	3,743.61	4,092.02	117,370.94
6/1/ 2028	156	348.90	3,743.12	4,092.02	113,627.82
7/1/ 2028	157	326.88	3,765.14	4,092.02	109,862.68
8/1/ 2028	158	326.57	3,765.45	4,092.02	106,097.23
9/1/ 2028	159	315.39	3,776.63	4,092.02	102,320.60
10/1/ 2028	160	294.35	3,797.67	4,092.02	98,522.93
11/1/ 2028	161	292.87	3,799.15	4,092.02	94,723.78
12/1/ 2028	162	272.49	3,819.53	4,092.02	90,904.25
1/1/ 2029	163	270.22	3,821.80	4,092.02	87,082.45
2/1/ 2029	164	258.86	3,833.16	4,092.02	83,249.29
3/1 2029	165	223.52	3,868.50	4,092.02	79,380.79
4/1/ 2029	166	235.97	3,856.05	4,092.02	75,524.74
5/1/ 2029	167	217.26	3,874.76	4,092.02	71,649.98
6/1/ 2029	168	212.99	3,879.03	4,092.02	67,770.95
7/1/ 2029	169	194.96	3,897.06	4,092.02	63,873.89
8/1/ 2029	170	189.87	3,902.15	4,092.02	59,971.74
9/1/ 2029	171	178.27	3,913.75	4,092.02	56,057.99
10/1/ 2029	172	161.26	3,930.76	4,092.02	52,127.23
11/1/ 2029	173	154.96	3,937.06	4,092.02	48,190.17
12/1/ 2029	174	138.63	3,953.39	4,092.02	44,236.78
1/1/ 2030	175	131.49	3,960.53	4,092.02	40,276.25
2/1/ 2030	176	119.73	3,972.29	4,092.02	36,303.96
3/1 2030	177	97.47	3,994.55	4,092.02	32,309.41
4/1/ 2030	178	96.05	3,995.97	4,092.02	28,313.44
5/1/ 2030	179	81.45	4,010.57	4,092.02	24,302.87
6/1/ 2030	180	72.24	4,019.78	4,092.02	20,283.09
7/1/ 2030	181	58.35	4,033.67	4,092.02	16,249.42
8/1/ 2030	182	48.30	4,043.72	4,092.02	12,205.70
9/1/ 2030	183	36.28	4,055.74	4,092.02	8,149.96
10/1/ 2030	184	23.45	4,068.57	4,092.02	4,081.39
11/1/ 2030	185	12.13	4,081.39	4,093.52	0.00

WV MUNICIPAL BOND COMMISSION

900 Pennsylvania Avenue
Suite 1117
Charleston, WV 25301
(304) 558-3971

NEW ISSUE REPORT FORM

Date of Report: 5/27/2015

ISSUE: <u>Flatwoods-Canoe Run Public Service District</u>	
<u>Sewer Refunding Revenue Bonds, Series 2015 A</u>	
ADDRESS: <u>406 Main Street, Sutton, WV 26601</u>	COUNTY: <u>Braxton</u>
PURPOSE OF ISSUE:	
New Money: _____	Refunding the Series 1990 C Bonds
Refunding: <u>x</u>	REFUNDS ISSUE(S) DATED: <u>11/14/1990</u>
ISSUE DATE: <u>5/27/2015</u>	CLOSING DATE: <u>5/27/2015</u>
ISSUE AMOUNT: <u>\$584,000</u>	RATE: <u>3.500%</u>
1ST DEBT SERVICE DUE: <u>7/1/2015</u>	1ST PRINCIPAL DUE: <u>7/1/2015</u>
1ST DEBT SERVICE AMOUNT <u>\$4,092.02</u>	PAYING AGENT: <u>Municipal Bond Commission</u>

BOND COUNSEL:	UNDERWRITERS COUNSEL
Firm: <u>Septoe & Johnson PLLC</u>	Firm: <u>Bowles Rice</u>
Contact: <u>John Stump, Esquire</u>	Contact: <u>Cam Siegrist</u>
Phone: <u>304.353.8196</u>	Phone: <u>304.347.1129</u>
CLOSING BANK:	ESCROW TRUSTEE:
Bank: <u>First Neighborhood Bank</u>	Firm: _____
Contact: <u>Douglass J. Swearingen</u>	Contact: _____
Phone: <u>304.865.7524</u>	Phone: _____
KNOWLEDGEABLE ISSUER CONTACT	OTHER:
Contact: <u>Rodney Pritt</u>	Agency: _____
Position: <u>General Manager</u>	Contact: _____
Phone: <u>304.765.2300</u>	Position: _____
	Phone: _____

DEPOSITS TO MBC AT CLOSE	
By: _____ Wire	Accrued Interest: \$ _____
_____ Check	Capitalized Interest: \$ _____
	Reserve Account: \$ _____
	Other: \$ _____

REFUNDS & TRANSFERS BY MBC AT CLOSE	
By: _____ Wire	To Escrow Trustee \$ _____
<u>x</u> Check	To Issuer \$ _____
_____ IGT	To Cons. Invest. Fund \$ _____
<u>x</u> To 2015 A Reserves	\$ <u>49,105.00</u>

NOTES: Series 2015 A Bonds Reserve Account fully funded at Closing

The Reserve Requirement is \$49,105

FOR MUNICIPAL BOND COMMISSION USE ONLY:

DOCUMENTS REQUIRED: _____

TRANSFERS REQUIRED: _____



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

Writer's Contact Information

May 27, 2015

Flatwoods-Canoe Run Public Service District
Sewer Refunding Revenue Bonds, Series 2015 A

Flatwoods-Canoe Run Public Service District
Sutton, West Virginia

First Neighborhood Bank
Parkersburg, West Virginia

Ladies and Gentlemen:

We have served as bond counsel in connection with the issuance by the Flatwoods-Canoe Run Public Service District (the "Issuer") of its \$584,000 Sewer Refunding Revenue Bonds, Series 2015 A (the "Series 2015 A Bonds"), dated the date hereof.

The Series 2015 A Bonds are issued under the authority of and in full compliance with the Constitution and statutes of the State of West Virginia, including particularly, Chapter 16, Article 13A of the West Virginia Code of 1931, as amended (the "Act"), and a Bond Resolution duly adopted by the Issuer on May 13, 2015, as supplemented by a Supplemental Resolution duly adopted by the Issuer on May 13, 2015 (collectively, the "Bond Resolution"), and are subject to all the terms and conditions of the Bond Resolution. All capitalized terms used herein and not otherwise defined herein shall have the same meanings set forth in the Bond Resolution when used herein.

The Series 2015 A Bonds are originally issued in the form of one bond, numbered AR-1, in fully registered form and bear interest on the principal amount thereof at the rate of 3.5% per annum, payable in monthly installments of principal and interest as set forth therein.

This Bond is not subject to a prepayment penalty.

The Series 2015 A Bonds are issued for the purposes of: (i) currently refunding the Issuer's Sewer Refunding Revenue Bonds, Series 1990 C; (ii) funding the Series 2015 A Bonds Reserve Account; and (iii) paying costs of issuance and related costs thereof.

The Series 2015 A Bonds have been sold to First Neighborhood Bank, Parkersburg, West Virginia (the "Purchaser"), pursuant to a commitment letter dated April 7, 2015.

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

In connection with the issuance of the Series 2015 A Bonds, the Issuer has executed a Tax Certificate as to Arbitrage, dated as of the date hereof (the "Tax & Non-Arbitrage Certificate"), which, among other things, sets forth restrictions on the investment and expenditure of the Bond proceeds and earnings thereon, to ensure that the arbitrage requirements of the Internal Revenue Code of 1986, as amended, and regulations thereunder (collectively, the "Code"), necessary to establish and maintain the excludability of interest on the Series 2015 A Bonds from gross income for federal income tax purposes, are and will continue to be met.

Based upon the foregoing, and assuming compliance with the covenants of the Issuer set forth in the Bond Resolution and in certain certificates delivered in connection with the issuance of the Series 2015 A Bonds, we are of the opinion, under existing law, that:

1. The Issuer is a duly created and validly existing public service district under and pursuant to the laws of the State of West Virginia, with full power and authority to adopt the Bond Resolution and to issue and sell the Series 2015 A Bonds, all under the provisions of the Act and other applicable provisions of law.

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

3. The Series 2015 A Bonds have been duly authorized, issued, executed and delivered by the Issuer to the Purchaser and are valid, legally enforceable and binding special obligations of the Issuer, payable only from and secured by a lien on the Net Revenues of the System, on a parity with the Issuer's: (i) Sewer Revenue Bonds, Series 1990 A (West Virginia Water Development Authority), dated November 14, 1990, issued in the original aggregate principal amount of \$1,147,938 (the "Series 1990 A Bonds"); (ii) Sewer Revenue Bonds, Series 1991 A (West Virginia Water Development Authority), dated November 15, 1991, issued in the original aggregate principal amount of \$275,806 (the "Series 1991 A Bonds"); (iii) Sewer Revenue Bonds, Series 1997 (West Virginia SRF Program), dated February 10, 1997, issued in the original aggregate principal amount of \$400,000 (the "Series 1997 Bonds"); and (iv) Sewer Revenue Bonds, Series 2011 A (West Virginia SRF Program), dated June 24, 2011, issued in the original aggregate principal amount of \$8,033,000 (the "Series 2011 A Bonds"), (hereinafter collectively, the "First Lien Bonds"); with respect to liens, pledge and source of and security for payment. There are outstanding obligations of the Issuer which will rank junior and subordinate to the Series 2015 A Bonds as to liens, pledge of and security for payment, being the Issuer's: (i) Sewer Revenue Bonds, Series 1990 B (West Virginia Water Development Authority), dated November 14, 1990, issued in the original aggregate principal amount of \$51,842 (the "Series 1990 B Bonds"); and (ii) Sewer Revenue Bonds, Series 1991 B (West Virginia Water Development Authority), dated November 15, 1991, issued in the original aggregate principal amount of \$9,194

(the "Series 1991 B Bonds") (hereinafter collectively, the "Second Lien Bonds" and collectively with the First Lien Bonds, the "Prior Bonds").

4. Under existing laws, regulations, rulings and judicial decisions of the United States of America, as presently written and applied, the interest on the Series 2015 A Bonds (a) is excludable from gross income of the owners thereof for federal income tax purposes pursuant to Section 103 of the Internal Revenue Code of 1986, as amended and the regulations promulgated thereunder (the "Code") and (b) is not an item of tax preference for purposes of the federal alternative minimum tax imposed upon individuals and corporations under the Code. It should be noted, however, that interest on the Series 2015 A Bonds is included in the adjusted current earnings of certain corporations for purposes of computing the alternative minimum tax that may be imposed with respect to corporations. The opinions set forth above are subject to the condition that the Issuer comply, on a continuing basis, with all requirements of the Code that must be satisfied subsequent to issuance of the Series 2015 A Bonds for interest thereon to be or continue to be excludable from gross income for federal income tax purposes and all certifications, covenants and representations which may affect the excludability from gross income of the interest on the Series 2015 A Bonds set forth in the Bond Resolution, and in certain certificates delivered in connection with the issuance of the Series 2015 A Bonds. Failure to comply with certain of such Code provisions or such certifications, covenants and representations could cause the interest on the Series 2015 A Bonds to be includable in gross income retroactive to the date of issuance of the Series 2015 A Bonds. We express no opinion regarding other federal tax consequences arising with respect to the Series 2015 A Bonds except as expressly set forth in paragraphs 4 and 6.

5. Under the Act, the Series 2015 A Bonds are exempt from all taxation by the State of West Virginia or any county, municipality, political subdivision or agency thereof and the interest on the Series 2015 A Bonds is exempt from personal and corporate income taxes imposed directly thereon by the State of West Virginia.

6. The Issuer has designated the Series 2015 A Bonds as "qualified tax-exempt obligations" for purposes of the Code, and has covenanted that it does not reasonably expect to issue more than \$10,000,000 of tax-exempt obligations (other than private activity bonds and obligations issued to currently refund any obligation of the Issuer to the extent the amount of the refunding obligation does not exceed the outstanding amount of the refunded obligations) during the calendar year 2015. Therefore, the Series 2015 A Bonds are "qualified tax-exempt obligations" within the meaning of Section 265(b)(3)(B) of the Code.

7. The Series 1990 C Bonds have been defeased within the meaning and with the effect expressed in the resolutions authorizing the issuance of the Series 1990 C Bonds, and the covenants, agreements and other obligations of the Issuer to the Holders and Owners of the Series 1990 C Bonds have been satisfied and discharged. In rendering the opinion set forth in this paragraph, we have relied upon the Receipt and Release of the United States Department of Agriculture to the sufficiency of the monies on deposit to provide for the payment of the principal of, interest on, and premium, if any, of the Series 1990 C Bonds.

It is to be understood that the rights of the Holders of the Series 2015 A Bonds and the enforceability of liens, pledges, rights or remedies with respect to the Series 2015 A Bonds and

the Bond Resolution may be subject to and limited by any applicable bankruptcy, reorganization, insolvency, moratorium or other similar laws heretofore or hereafter enacted affecting creditors' rights or remedies generally, and that their enforcement may also be subject to the exercise of judicial discretion in appropriate cases.

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

Very truly yours,



STEPTOE & JOHNSON PLLC

SWEEP RESOLUTION

WHEREAS, Flatwoods-Canoe Run Public Service District (the "Issuer") is a governmental body and political subdivision of West Virginia;

WHEREAS, the Issuer has issued bonds, as more specifically set forth on Exhibit A, attached hereto and incorporated herein by reference (the "Bonds");

WHEREAS, the Issuer makes monthly debt service payments on the Bonds to the West Virginia Municipal Bond Commission (the "MBC") which in turn pays the owners of the Bonds and deposits funds in the reserve accounts;

WHEREAS, the MBC may accept such monthly payments by electronic funds transfer thereby eliminating delay in payments and lost checks;

WHEREAS, Pursuant to Chapter 13, Article 3, Section 5a, the MBC has established fees for its services (the "MBC Fee");

WHEREAS, the Issuer find and determines that it is in the best interest of the Issuer, its citizens and the owners of the Bonds that the monthly debt service and reserve fund payments be made by electronic transfer with the State Treasurer **sweeping** the Issuer's account.

NOW THEREFORE BE IT RESOLVED AS FOLLOWS:

- 1) The monthly debt service payments on the Bonds, as set forth in Exhibit A, shall be made to the MBC by electronic transfer by the State Treasurer from the accounts set forth in Exhibit A in such form and at such directions as are provided by the MBC.
- 2) The Chairman and Secretary are hereby authorized to sign and execute all such documents as are necessary to facilitate the electronic transfer of the Bond debt service and reserve fund payments.
- 3) This resolution shall be effective immediately upon adoption.

Adopted this 13th day of May, 2015.


Chairman


Secretary