

LEGISLATION HISTORY – BLUE BACK

AN ORDINANCE BY COUNCILMEMBER HOWARD SHOOK A SERIES 2013A BOND ORDINANCE TO RATIFY, REAFFIRM, SUPPLEMENT AND AMEND THAT CERTAIN MASTER BOND ORDINANCE ADOPTED ON MARCH 31, 1999, AS PREVIOUSLY SUPPLEMENTED AND AMENDED BY THAT CERTAIN FIRST SUPPLEMENTAL BOND ORDINANCE ADOPTED ON MARCH 5, 2001, THAT CERTAIN SERIES 2001 BOND ORDINANCE ADOPTED ON DECEMBER 5, 2001, THAT CERTAIN SERIES 2004 BOND ORDINANCE ADOPTED ON AUGUST 16, 2004, AS SUPPLEMENTED BY THAT CERTAIN SUPPLEMENTAL SERIES 2004 BOND ORDINANCE ADOPTED ON SEPTEMBER 15, 2004, THAT CERTAIN FIFTH SUPPLEMENTAL BOND ORDINANCE ADOPTED ON NOVEMBER 19, 2007, THAT CERTAIN SERIES 2008 BOND ORDINANCE ADOPTED ON MARCH 17, 2008, THAT CERTAIN SEVENTH SUPPLEMENTAL BOND ORDINANCE ADOPTED ON OCTOBER 6, 2008, THAT CERTAIN SERIES 2009 BOND ORDINANCE ADOPTED ON MAY 4, 2009, AS SUPPLEMENTED BY THAT CERTAIN SUPPLEMENTAL SERIES 2009 BOND ORDINANCE ADOPTED ON JUNE 17, 2009, THAT CERTAIN SERIES 2009B BOND ORDINANCE ADOPTED ON OCTOBER 5, 2009, AS SUPPLEMENTED BY THAT CERTAIN SUPPLEMENTAL SERIES 2009B BOND ORDINANCE, ADOPTED OCTOBER 14, 2009 AND THAT CERTAIN TWELFTH SUPPLEMENTAL ORDINANCE ADOPTED ON JULY 18, 2011; TO PROVIDE FOR THE ISSUANCE BY THE CITY OF ATLANTA OF ITS WATER AND WASTEWATER REVENUE REFUNDING BONDS, SERIES 2013A FOR THE PURPOSE OF REFUNDING ALL OR A PORTION OF ITS OUTSTANDING SERIES 1999A BONDS, SERIES 2001A BONDS AND SERIES 2004 BONDS AS AND TO THE EXTENT DEEMED IN THE BEST INTERESTS OF THE CITY BY THE FINANCE OFFICER; AND AUTHORIZE THE DESIGNATION OF THE SERIES 2013A BONDS AS HEDGED BONDS RELATED TO A CERTAIN SWAP AGREEMENT; AND FOR OTHER RELATED PURPOSES.

Review List:

Charlene Parker	Completed	07/02/2013 12:30 PM
Jim Beard	Completed	07/02/2013 3:10 PM
Finance/Executive Committee	Pending	
Mayor's Office	Pending	
Office of Research and Policy Analysis	Pending	
Atlanta City Council	Pending	

Certified by Presiding Officer	Certified by Clerk
Mayor's Action <i>See Authentication Page Attachment</i>	

CITY COUNCIL
ATLANTA, GEORGIA

13-O-1138

SPONSOR SIGNATURES



Howard Shook, Councilmember, District 7

**AN ORDINANCE
BY COUNCILMEMBER(S) SHOOK**

AN ORDINANCE BY COUNCILMEMBER HOWARD SHOOK A SERIES 2013A BOND ORDINANCE TO RATIFY, REAFFIRM, SUPPLEMENT AND AMEND THAT CERTAIN MASTER BOND ORDINANCE ADOPTED ON MARCH 31, 1999, AS PREVIOUSLY SUPPLEMENTED AND AMENDED BY THAT CERTAIN FIRST SUPPLEMENTAL BOND ORDINANCE ADOPTED ON MARCH 5, 2001, THAT CERTAIN SERIES 2001 BOND ORDINANCE ADOPTED ON DECEMBER 5, 2001, THAT CERTAIN SERIES 2004 BOND ORDINANCE ADOPTED ON AUGUST 16, 2004, AS SUPPLEMENTED BY THAT CERTAIN SUPPLEMENTAL SERIES 2004 BOND ORDINANCE ADOPTED ON SEPTEMBER 15, 2004, THAT CERTAIN FIFTH SUPPLEMENTAL BOND ORDINANCE ADOPTED ON NOVEMBER 19, 2007, THAT CERTAIN SERIES 2008 BOND ORDINANCE ADOPTED ON MARCH 17, 2008, THAT CERTAIN SEVENTH SUPPLEMENTAL BOND ORDINANCE ADOPTED ON OCTOBER 6, 2008, THAT CERTAIN SERIES 2009 BOND ORDINANCE ADOPTED ON MAY 4, 2009, AS SUPPLEMENTED BY THAT CERTAIN SUPPLEMENTAL SERIES 2009 BOND ORDINANCE ADOPTED ON JUNE 17, 2009, THAT CERTAIN SERIES 2009B BOND ORDINANCE ADOPTED ON OCTOBER 5, 2009, AS SUPPLEMENTED BY THAT CERTAIN SUPPLEMENTAL SERIES 2009B BOND ORDINANCE, ADOPTED OCTOBER 14, 2009 AND THAT CERTAIN TWELFTH SUPPLEMENTAL ORDINANCE ADOPTED ON JULY 18, 2011; TO PROVIDE FOR THE ISSUANCE BY THE CITY OF ATLANTA OF ITS WATER AND WASTEWATER REVENUE REFUNDING BONDS, SERIES 2013A FOR THE PURPOSE OF REFUNDING ALL OR A PORTION OF ITS OUTSTANDING SERIES 1999A BONDS, SERIES 2001A BONDS AND SERIES 2004 BONDS AS AND TO THE EXTENT DEEMED IN THE BEST INTERESTS OF THE CITY BY THE FINANCE OFFICER; AND AUTHORIZE THE DESIGNATION OF THE SERIES 2013A BONDS AS HEDGED BONDS RELATED TO A CERTAIN SWAP AGREEMENT; AND FOR OTHER RELATED PURPOSES.

WHEREAS, the City of Atlanta (the “City”), by a Master Bond Ordinance duly and validly adopted on March 31, 1999 (the “Master Ordinance”), authorized, issued and delivered \$1,096,140,000 in original aggregate principal amount of its Water and Wastewater Revenue Bonds, Series 1999A, now outstanding in the aggregate principal amount of \$601,440,000 (the “Series 1999A Bonds”), and authorized, issued and delivered \$12,605,000 in original aggregate principal amount of its Water and Wastewater Revenue Bonds, Series 1999B (the “Series 1999B Bonds”), none of which are presently outstanding; and

WHEREAS, terms used in this Series 2013A Bond Ordinance and not otherwise defined herein shall have the meaning assigned to such terms in the Prior Ordinance (hereafter defined); and

WHEREAS, under the terms of the Master Ordinance, the Series 1999A Bonds are and the Series 1999B Bonds were special limited obligations of the City payable solely from and secured by a first priority pledge of and lien on the Pledged Revenues; and

WHEREAS, the Series 1999A Bonds are Parity Bonds payable from and secured by Pledged Revenues and rank on a parity basis as to the pledge of and lien on the Pledged Revenues with the Outstanding Parity Bonds; and

WHEREAS, the Master Ordinance provides that (1) in connection with the issuance of any Bonds or at any time thereafter so long as such Bonds remain Outstanding, the City may enter into Hedge Agreements with Qualified Hedge Providers, and no other providers, with respect to any Bonds, (2) the City shall authorize the execution, delivery and performance of each Hedge Agreement in a Supplemental Ordinance, in which it shall designate the related Hedged Bonds, and (3) the City's obligation to pay Hedge Payments may be secured by a pledge of, and lien on, the Pledged Revenues on a parity with the lien created by Section 4.1 of the Master Ordinance to secure the related Hedged Bonds, or may be subordinated in lien and right of payment to the payment of the Bonds, as determined by the City; and

WHEREAS, pursuant to the terms of a First Supplemental Bond Ordinance duly and validly adopted on March 5, 2001 (the "First Supplemental Ordinance"), the City entered into an ISDA Master Agreement and related Schedule to the Master Agreement, each dated as of March 5, 2001 (collectively the "Series 1999A Swap Agreement") with UBS AG (the "Swap Provider"), as supplemented by (1) a Confirmation of Swap Transaction ("Confirmation #1"), dated March 5, 2001, relating to \$145,000,000 in aggregate principal amount of the Series 1999A Bonds maturing on November 1, 2029 and 2038 (the "Series 1999A-1 Hedged Bonds") and (2) a Confirmation of Swap Transaction ("Confirmation #2"), dated March 5, 2001, relating to \$71,850,000 in aggregate principal amount of the Series 1999A Bonds maturing on November 1, 2022 and 2038 (the "Series 1999A-2 Hedged Bonds"); and

WHEREAS, the First Supplemental Ordinance designated the Series 1999A-1 Hedged Bonds and the Series 1999 A-2 Hedged Bonds as "Hedged Bonds" under the Master Ordinance and provided that the City's obligation to pay Hedge Payments under the Series 1999A Swap Agreement shall be secured by a pledge of, and lien on, the Pledged Revenues on a parity with the lien created by the Master Ordinance to secure the Series 1999A-1 Hedged Bonds and the Series 1999A-2 Hedged Bonds; and

WHEREAS, on March 4, 2010, the Series 1999A Swap Agreement, as supplemented by Confirmation #1 and Confirmation #2, was terminated pursuant to two Confirmation Letters to ISDA Master Agreement, each dated as of March 4, 2010 (collectively, the "1999A Swap Terminations"), and each providing for the payment of the respective Termination Payment (as defined in the 1999A Swap Terminations) relating to the termination of Confirmation #1 and Confirmation #2; and

WHEREAS, the termination payments were fully paid from amounts on deposit in the Renewal and Extension Fund and are not secured by Pledged Revenues on a parity with Senior Lien Bonds; and

WHEREAS, the Master Ordinance provides for the issuance under certain conditions of Parity Bonds payable from and secured by Pledged Revenues and ranking on a parity as to the pledge of and lien on the Pledged Revenues; and

WHEREAS, pursuant to the terms of the Master Ordinance, the City, by a Series 2001 Bond Ordinance duly and validly adopted on December 5, 2001 (the "Series 2001 Ordinance"), authorized, issued, and delivered (1) \$415,310,000 in original aggregate principal amount of its Water and Wastewater Revenue Bonds, Series 2001A, now outstanding in the aggregate principal amount of \$414,800,000 (the "Series 2001A Bonds"), (2) \$335,640,000 in original aggregate principal amount of its Water and Wastewater Revenue Bonds, Series 2001B (the "Series 2001B Bonds"), and (3) \$105,705,000 in original aggregate principal amount of its Water and Wastewater Revenue Bonds, Series 2001C (the "Series 2001C Bonds"), and the Series 2001B Bonds and the Series 2001C Bonds are no longer outstanding; and

WHEREAS, the Series 2001A Bonds are Parity Bonds payable from and secured by Pledged Revenues and rank on a parity basis as to the pledge of and lien on the Pledged Revenues with the Outstanding Parity Bonds; and

WHEREAS, pursuant to the terms of the Series 2001 Ordinance, the City entered into an ISDA Master Agreement, a Schedule to the Master Agreement, and an ISDA Credit Support Annex to the Schedule to the Master Agreement, each dated as of December 5, 2001 (collectively the “Series 2001 Swap Agreement”) with the Swap Provider, as supplemented by (1) a Confirmation of Swap Transaction (“Confirmation #3”) relating to the then outstanding \$335,640,000 in aggregate principal amount of the Series 2001B Bonds maturing on November 1, 2038, (the “Series 2001B-1 Hedged Bonds”) and (2) a Confirmation of Swap Transaction (“Confirmation #5) dated December 28, 2001, relating to the then outstanding \$105,705,000 in aggregate principal amount of the Series 2001C Bonds then operating in the Daily Mode and maturing on November 1, 2041 (the “Series 2001C Hedged Bonds”); and

WHEREAS, pursuant to the terms of the Series 2001 Ordinance, the City authorized a Confirmation of Swap Transaction, which it defined as “Confirmation #4,” but the City elected to not have Confirmation #4 executed and delivered; and

WHEREAS, under the terms of Confirmation #3, on a basis determined by reference to notional amounts corresponding in amount and date to the principal maturities of the Series 2001B-1 Hedged Bonds, (1) the City agreed to pay the Swap Provider a monthly fixed amount based on fixed interest rates, and (2) the Swap Provider agreed to pay the City a monthly floating amount based on the Securities Industry and Financial Markets Association (“SIFMA”) Municipal Swap Index from February 1, 2002 to May 1, 2009, and 67% of LIBOR from June 1, 2009 to November 1, 2038; and

WHEREAS, under the terms of Confirmation #5, on a basis determined by reference to notional amounts corresponding in amount and date to the principal maturities of the Series 2001C Hedged Bonds, (1) the City agreed to pay the Swap Provider a monthly fixed amount based on fixed interest rates, and (2) the Swap Provider agreed to pay the City a monthly floating amount based on the SIFMA Municipal Swap Index; and

WHEREAS, the Series 2001 Ordinance designated the Series 2001B-1 Hedged Bonds and the Series 2001C Hedged Bonds as “Hedged Bonds” under the Master Ordinance and provided that the City’s obligation to pay Hedge Payments under the Series 2001 Swap Agreement shall be secured by a pledge of, and lien on, the Pledged Revenues on a parity with the lien created by the Master Ordinance to secure the then outstanding Series 2001B-1 Hedged Bonds and the Series 2001C Hedged Bonds; and

WHEREAS, under the terms of the Series 2001 Ordinance, the City terminated its designation as “Hedged Bonds” under the Master Ordinance of \$28,270,000 in aggregate principal amount of the Series 1999A Bonds maturing on November 1, 2038, and designated \$28,270,000 in aggregate principal amount of the Series 2001A Bonds maturing on November 1, 2039, and subject to mandatory redemption on November 1, 2038, as “Hedged Bonds” pursuant to the Master Ordinance; and

WHEREAS, pursuant to the terms of the Master Ordinance, the City, by a Series 2004 Bond Ordinance duly and validly adopted on August 16, 2004, as supplemented by a Supplemental Series 2004 Bond Ordinance duly and validly adopted on September 15, 2004 (collectively the “Series 2004 Ordinance”), authorized, issued, and delivered \$849,330,000 in original aggregate principal amount of its Water and Wastewater Revenue Bonds, Series 2004, now outstanding in the aggregate principal amount of \$784,915,000 (the “Series 2004 Bonds”); and

WHEREAS, the Series 2004 Bonds are Parity Bonds payable from and secured by Pledged Revenues and rank on a parity as to the pledge of and lien on the Pledged Revenues with the Outstanding Parity Bonds; and

WHEREAS, pursuant to the terms of a Fifth Supplemental Bond Ordinance duly and validly adopted on November 19, 2007 (the “Fifth Supplemental Ordinance”), the City waived the application

of Sections 6.1 and 6.4 of the Master Ordinance to certain portions of the System to be located in Piedmont Park; and

WHEREAS, pursuant to the terms of the Master Ordinance, the City, by a Series 2008 Bond Ordinance duly and validly adopted on March 17, 2008 (the "Series 2008 Ordinance"), authorized, issued, and delivered \$106,795,000 in original aggregate principal amount of its Water and Wastewater Revenue Bonds, Series 2008, now outstanding in the aggregate principal amount of \$106,795,000 (the "Series 2008 Bonds"); and

WHEREAS, the Series 2008 Bonds are Parity Bonds payable from and secured by Pledged Revenues and rank on a parity as to the pledge of and lien on the Pledged Revenues with the Outstanding Parity Bonds; and

WHEREAS, pursuant to the terms of a Seventh Supplemental Bond Ordinance duly and validly adopted on October 6, 2008 (the "Seventh Supplemental Ordinance"), the City amended and restated clause (ii) of Section 8.4(b) of the Series 2001 Ordinance, in order to enhance the marketability of then outstanding Series 2001B Bonds and Series 2001C Bonds; and

WHEREAS, the City, by a Commercial Paper Ordinance duly and validly adopted on January 17, 2006 (the "Commercial Paper Ordinance"), authorized the issuance, in various programs, series, and subseries from time to time, of its Water and Wastewater Revenue Commercial Paper Notes (the "Commercial Paper Notes") in an aggregate principal amount not to exceed \$1,200,000,000, none of which are presently outstanding; and

WHEREAS, pursuant to the terms of the Master Ordinance, the City, by a Series 2009 Bond Ordinance duly and validly adopted on May 4, 2009, as supplemented by a Supplemental Series 2009 Bond Ordinance duly and validly adopted on June 17, 2009 (collectively the "Series 2009 Ordinance"), authorized, issued, and delivered \$750,000,000 in original aggregate principal amount of its Water and Wastewater Revenue Bonds, Series 2009A, now outstanding in the aggregate principal amount of \$714,065,000 (the "Series 2009A Bonds"); and

WHEREAS, the Series 2009A Bonds are Parity Bonds payable from and secured by Pledged Revenues and rank on a parity as to the pledge of and lien on the Pledged Revenues with the Outstanding Parity Bonds; and

WHEREAS, pursuant to the terms of the Master Ordinance, the City, by a Series 2009B Bond Ordinance duly and validly adopted on October 5, 2009, as supplemented by a Supplemental Series 2009B Bond Ordinance duly and validly adopted on October 14, 2009, (collectively, the "Series 2009B Ordinance"), authorized, issued and delivered \$448,965,000 in original aggregate principal amount of its Water and Wastewater Revenue Bonds, Series 2009B, now outstanding in the aggregate principal amount of \$447,130,000 (the "Series 2009B Bonds"), the proceeds of which were used to refund all of the outstanding Series 2001B Bonds and Series 2001C Bonds; and

WHEREAS, the Series 2009B Bonds are Parity Bonds payable from and secured by Pledged Revenues and rank on a parity as to the pledge of and lien on the Pledged Revenues with the Outstanding Parity Bonds; and

WHEREAS, under the terms of the Series 2009B Ordinance, the City terminated its designation as "Hedged Bonds" under the Master Ordinance of (a) \$330,110,000 in aggregate principal amount of the Series 2001B Bonds maturing on November 1, 2038 and designated \$330,110,000 in aggregate principal amount of the Series 2009B Bonds maturing in the years 2010 through 2038 and in the amounts identified in the Series 2009B Ordinance as "Hedged Bonds"; and

WHEREAS, under the terms of the Series 2009B Ordinance, the City terminated its designation as "Hedged Bonds" under the Master Ordinance of (a) \$25,265,000 in aggregate principal amount of

Series 2001C Bonds maturing on November 1, 2041 and designated \$25,265,000 aggregate principal amount of the Series 2004 Bonds maturing on November 1, 2043 as “Hedged Bonds” and (b) \$80,440,000 in aggregate principal amount of Series 2001C Bonds maturing on November 1, 2041 and designated \$80,440,000 in aggregate principal amount of Series 2008 Bonds maturing on November 1, 2041 as “Hedged Bonds”; and

WHEREAS, the Series 1999A Bonds, the Series 2001A Bonds, the Series 2004 Bonds, the Series 2008 Bonds, the Series 2009A Bonds, the Series 2009B Bonds, the to be issued Series 2013A Bonds and Series 2013B Bonds, the Series 2001 Swap Agreement, as supplemented by Confirmation #3 and Confirmation #5, are the only presently outstanding revenue bonds and associated obligations of the City secured by a pledge of and senior lien on the Pledged Revenues, and the City is now complying in all respects with the terms, provisions, and covenants of the Master Ordinance, as supplemented and amended by the First Supplemental Ordinance, the Series 2001 Ordinance, the Series 2004 Ordinance, the Fifth Supplemental Ordinance, the Series 2008 Ordinance, the Seventh Supplemental Ordinance, the Series 2009 Ordinance, the Series 2009B Ordinance and the Twelfth Supplemental Bond Ordinance (as supplemented by this Series 2013A Ordinance and the to be adopted Series 2013B Supplemental Bond Ordinance, the “Bond Ordinance”); and

WHEREAS, the City amended and supplemented the Master Ordinance and the Series 2001 Ordinance to provide for the Index Rate Mode (as hereafter defined) as an additional Mode into which Modal Bonds may be converted, and converted the then Outstanding Series 2008 Bonds to the Index Rate Mode for purchase initially by Wells Fargo Bank, National Association, which bonds bear interest at the rates applicable during the “Index Rate Period” provided for in the Twelfth Supplemental Bond Ordinance and in the Continuing Covenants Agreement, dated as of August 1, 2011, between the City and the Wells Fargo Bank, National Association; and

WHEREAS, the City has determined that by refunding all or a portion of the Series 1999A Bonds, Series 2001A Bonds and Series 2004 Bonds to be selected by the Finance Officer and as specified in a Series 2013A Supplemental Pricing Resolution (collectively, referred to herein the “Refunded Bonds”) it can achieve debt service savings; and

WHEREAS, the City has determined that it is in the best interests of the citizens of the area served by the System for the City to refund the Refunded Bonds and to finance the costs of the foregoing by issuing its Water and Wastewater Revenue Refunding Bonds, Series 2013A (the “Series 2013A Bonds”) in the aggregate principal amount of \$328,735,000; and

WHEREAS, simultaneously with the issuance of the Series 2013A Bonds the City expects to issue its Water and Wastewater Revenue Refunding Bonds, Series 2013B (the “Series 2013B Bonds”) in an aggregate principal amount to be determined by the City in a related Supplemental Ordinance (the “Series 2013B Supplemental Ordinance”) also for the purpose of refunding all or a portion of the Series 1999A Bonds, Series 2001A Bonds and Series 2004 Bonds; and

WHEREAS, the Series 2013A Bonds to be issued by the City shall be Parity Bonds payable from and secured by Pledged Revenues and shall rank on a parity as to the pledge of and senior lien on Pledged Revenues with the Outstanding Parity Bonds and other parity obligations, currently consisting of the outstanding Series 1999A Bonds, the Series 2001A Bonds, the Series 2004 Bonds, the Series 2008 Bonds, the Series 2009A Bonds, the Series 2009B Bonds and the Series 2013B Bonds and the obligation to make Hedge Payments due in connection with the Series 2001 Swap Agreement, as permitted under Article V of the Master Ordinance; and

WHEREAS, the City has determined that it is in its best interest to authorize the Finance Officer to (i) terminate the designation as “Hedged Bonds” under the Master Ordinance of \$328,735,000 in aggregate principal amount of the Series 2009B Bonds maturing November 1, 2013 through November

1, 2038 and currently associated with the Series 2001 Swap Agreement, as supplemented by Confirmation #3 and (ii) to designate \$328,735,000 in aggregate principal amount of the Series 2013A Bonds as “Hedged Bonds” pursuant to the Master Ordinance; and

WHEREAS, the City has determined that it is in its best interests to authorize the Finance Officer to negotiate the terms of a new Swap Agreement modifying the Series 2001 Swap Agreement and associated confirmation, including providing, if and to the extent deemed required, a new counterparty, amortization of the notional schedule and swap rate; and

WHEREAS, Section 5.6 of the Master Ordinance provides that (1) the City shall adopt a Series Ordinance authorizing the issuance of additional Bonds and reciting that the requirements of Article V of the Master Ordinance have been satisfied, and shall set forth in such proceedings, among other things, the date or dates such additional Bonds shall bear and the rate or rates of interest, interest payment date or dates, maturity date or dates, and redemption provisions with respect to such additional Bonds and any other matters applicable to such additional Bonds as the City may deem advisable, and (2) any such Series Ordinance shall restate and reaffirm, by reference, all of the applicable terms, conditions, and provision of the Bond Ordinance not modified by the Series Ordinance; and

WHEREAS, all additional Bonds, any Series Ordinance providing for additional Bonds, and all proceedings relative thereto and the security therefor shall be validated as prescribed by law; and

WHEREAS, the Master Ordinance permits the City, without the consent of Bondholders, to adopt Supplemental Ordinances which thereafter shall form a part of the Master Ordinance, in order to, among other things, modify the Master Ordinance in any respect (other than a modification described in the Master Ordinance requiring the unanimous written consent of all Bondholders), provided that for (i) any Outstanding Bonds which are assigned a rating and which are not secured by a Credit Facility providing for the payment of the full amount of principal and interest to be paid thereon, each Rating Agency shall have given written notification to the City that such modification will not cause the then applicable Rating on any Bonds to be reduced or withdrawn and (ii) any Outstanding Bonds which are secured by Credit Facilities providing for the payment of the full amount of the principal and interest to be paid thereon, each Credit Issuer shall have consented in writing to such modification; and

WHEREAS, Section 10.1.9 of the Master Ordinance provides that the City may, from time to time, adopt one or more Supplemental Ordinances to create additional subaccounts or to abolish any subaccounts within any account, or to change the amount of the Debt Service Reserve Requirement, but not below the amount specified in such definition; and

WHEREAS, Section 10.1.13 of the Master Ordinance provides that to modify provisions of the Bond Ordinance in any respect that (i) for any Outstanding Bonds which are assigned a Rating which are not secured by a Credit Facility that each Rating Agency shall have given written notification to the City that the modification will not cause the then applicable Rating on any Bond to be reduced or withdrawn and (ii) for any Outstanding Bonds which are secured by a Credit Facility each Credit Issuer shall have consented in writing to such modifications; and

WHEREAS, Sections 13.2 and 13.3 of the Series 2001 Ordinance provide that any amendments to the Series 2001 Ordinance must be approved by each Credit Issuer, the Tender Agent and the Remarketing Agent and that the Rating Agencies must receive prior notification of such amendments; and

WHEREAS, each Credit Issuer with respect to the Parity Bonds, the Credit Issuer with respect to the Series 2001 Swap Agreement, the Swap Provider, the Tender Agent and the Remarketing Agent have each provided their written consent to the adoption of this Series 2013A Bond Ordinance and the Rating Agencies rating the Series 2009A Bonds have provided written notification to the City that the

modification will not result in a downgrade of the ratings on the Series 2009A Bonds (being the only series of Parity Bonds not secured by a Credit Facility); and

NOW, THEREFORE, the City Council of the City of Atlanta, Georgia, hereby ordains as follows:

SERIES 2013A BOND ORDINANCE

**ADOPTED JULY 15, 2013
BY THE CITY COUNCIL
OF THE CITY OF ATLANTA**

TABLE OF CONTENTS

	<u>Page</u>
ARTICLE I	DEFINITIONS.....9
Section 1.1.	Definitions.....9
ARTICLE II	THE SERIES 2013A BONDS12
Section 2.1.	Authorization; Designation of Series 2013A Bonds.....12
Section 2.2.	Supplemental Pricing Resolution.....12
Section 2.3.	Parity Certification.....12
Section 2.4.	Series 2013A Bond Details.....13
Section 2.5.	Form of Series 2013A Bonds.....14
Section 2.6.	DTC Book-Entry.....29
ARTICLE III	REDEMPTION OF SERIES 2013A BONDS.....30
Section 3.1.	Optional Redemption of Series 2013A Bonds.....30
Section 3.2.	Mandatory Redemption of Series 2013A Bonds.30
Section 3.3.	Selection of Series 2013A Bonds in LIBOR Mode to Be Redeemed; Notice.....30
ARTICLE IV	MANDATORY TENDER FOR PURCHASE OF SERIES 2013A BONDS32
Section 4.1.	Mandatory Tender for Purchase.....32
ARTICLE V	GENERAL PROVISIONS33
Section 5.1.	Authorization of Series 2013A Registrar and Paying Agent Agreement and Series 2013A Remarketing Agreement.....33
Section 5.2.	Continuing Disclosure for Series 2013A Bonds.....33
ARTICLE VI	SALE OF SERIES 2013A BONDS AND APPLICATION OF PROCEEDS.....34
Section 6.1.	Sale of Series 2013A Bonds34
Section 6.2.	Application of Series 2013A Bond Proceeds.....34
ARTICLE VII	HEDGED BONDS.....36
Section 7.1.	Hedged Bonds.....36
Section 7.2.	Authorization of Swap Agreement; Novation36
ARTICLE VIII	AMENDMENTS TO THE MODAL ORDINANCE.....37
Section 8.1.	Amendments to Definitions of “LIBOR Index Reset Date”, “Applicable Spread” and “Computation Date”.....37

Attachment: 2013A BOND ORDINANCE (13-O-1138 : 2013A Bond Ordinance)

Section 8.2. Amendment to Definition of “Applicable Spread”37

Section 8.3. Amendment to Mandatory Tender Events in Modal Ordinance.....37

Section 8.4. Amendment to Index Rate Mode Change Provisions in Modal
Ordinance.....38

Section 8.5. Amendment to Mode Change Notice Provisions for Index Rate Mode38

Section 8.6. Amendment to Transfer and Exchangeability of Index Rate Bonds39

Section 8.7. Certain Provisions of Twelfth Supplemental Ordinance not applicable
to Series 2013A Bonds.....39

ARTICLE IX MISCELLANEOUS PROVISIONS.....40

Section 9.1. Continuance and Effect of Prior Ordinance.....40

Section 9.2. Official Statement.40

Section 9.3. Designation of Bond Registrar and [,] Paying Agent [and Calculation
Agent] for the Series 2013A Bonds.40

Section 9.4. Validation of Series 2013A Bonds.40

Section 9.5. Repeal of Conflicting Ordinances and Resolutions.40

Section 9.6. General Authorization.....41

Section 9.7. Ordinance Constitutes a Contract.41

Section 9.8. Notice of Adoption of Series 2013A Bond Ordinance41

Section 9.9. Effective Date.41

ARTICLE I
DEFINITIONS

Section 1.1. Definitions.

The definitions contained in the Master Ordinance, as supplemented and amended by the First Supplemental Ordinance, the Series 2001 Ordinance, the Series 2004 Ordinance, the Fifth Supplemental Ordinance, the Series 2008 Ordinance, the Seventh Supplemental Ordinance, the Series 2009 Ordinance, the Series 2009B Ordinance and the Twelfth Supplemental Ordinance, particularly Article I thereof, are hereby amended, modified and supplemented as follows, and the following terms shall have the meanings specified below, unless the context clearly requires otherwise:

“Calculation Agent” means U.S. Bank National Association or any other person appointed by the City to serve as calculation agent for the Modal Bonds in the Index Rate Mode.

“Initial LIBOR Index Rate Period” means for the Series 2013A Bonds, the period commencing on the date of issuance of the Series 2013A Bonds ending on the first to occur of (i) the Initial LIBOR Tender Date, (ii) a Mandatory Tender Date on which the Series 2013A Bonds have been successfully remarketed; or (iii) the date on which all of the Series 2013A Bonds are redeemed in accordance with the Modal Ordinance.

“Initial LIBOR Tender Date” means that date designated for the Series 2013A Bonds and specified in the Series 2013A Supplemental Pricing Resolution.

“LIBOR Call Date” means the date which is six months prior to the LIBOR Tender Date as specified in the Series 2013A Supplemental Pricing Resolution.

“LIBOR Delayed Remarketing Period” means the period beginning on the date that all then Outstanding Series 2013A Bonds are not remarketed on the LIBOR Tender Date and ending on the date that such bonds are remarketed or redeemed.

“LIBOR Delayed Remarketing Period Rate” means the interest rate on the Series 2013A Bonds during the LIBOR Delayed Remarketing Period equal to the fixed interest rate specified in the Series 2013A Supplemental Pricing Resolution.

“LIBOR Mode” shall mean the Mode during which an Index Rate Bond bears interest at the LIBOR Index Rate.

“LIBOR Tender Date” means (i) with respect to the Series 2013A Bonds during the initial LIBOR Mode commencing on the date of issuance of such bonds, the Initial LIBOR Tender Date, and (ii) with respect to a change in Mode for the Series 2013A Bonds to a LIBOR Mode after the date of issuance of such bonds (including a change in Mode from one LIBOR Mode to another LIBOR Mode), the date so specified by the City pursuant to a Supplemental Ordinance. The LIBOR Tender Date shall always be a Business Day. If a date that is not a Business Day is specified as a LIBOR Tender Date, then the LIBOR Tender Date shall be the Business Day following such specified date.

“Mandatory Tender Date” means the date that each Variable Rate Bond affected by a mandatory tender event specified in Section 8.2 of the Series 2001 Bond Ordinance, as amended by the Series 2013A Supplemental Ordinance is required to be tendered for purchase.

“Modal Bonds” means the Series 2008 Bonds and the Series 2013A Bonds.

“Modal Ordinance” means the Series 2001 Ordinance, as supplemented by the Twelfth Supplemental Ordinance and this Series 2013A Ordinance.

“Mode” means any of the methods of determining an interest rate for the Modal Bonds permitted by the Series 2001 Ordinance, by the Twelfth Supplemental Ordinance and by the Series 2013A Bond Ordinance and shall expressly include, among others, the Index Rate Mode.

“Prior Ordinance” means the Master Ordinance, as supplemented and amended by the First Supplemental Ordinance, the Series 2001 Ordinance, the Series 2004 Ordinance, the Fifth Supplemental Ordinance, the Series 2008 Ordinance, the Seventh Supplemental Ordinance, the Series 2009 Ordinance, the Series 2009B Ordinance and the Twelfth Supplemental Ordinance.

“Refunded Bonds” for purposes of this Series 2013A Bond Ordinance, means the portion of the Series 1999A Bonds, the Series 2001A Bonds and the Series 2004 Bonds to be refunded as identified in the Series 2013A Supplemental Pricing Resolution.

“Series 2013A Bonds” means the City’s Water and Wastewater Revenue Refunding Bonds, Series 2013A, in the original aggregate principal amount of \$328,735,000, authorized under Section 2.1 hereof.

“Series 2013A Ordinance” means this Series 2013A Bond Ordinance.

“Series 2013A Calculation Agent Agreement” means the Calculation Agent Agreement, dated as of the first day of the month on which the Series 2013A Bonds are issued, between the City and the Calculation Agent.

“Series 2013A Registrar and Paying Agent” means U.S. Bank National Association.

“Series 2013A Remarketing Agent” means Wells Fargo Bank, National Association, until a successor remarketing agent becomes such and thereafter such successor remarketing agent.

“Series 2013A Remarketing Agreement” means the Remarketing Agreement, to be dated the date and its execution and delivery, between the City and Wells Fargo Bank, National Association, relating to the Series 2013A Bonds.

“Series 2013A Supplemental Pricing Resolution” means the City’s ordinance or resolution supplementing the Series 2013A Bond Ordinance to set forth certain pricing terms, including the portion of the Series 1999A Bonds, the Series 2001A Bonds and the Series 2004 Bonds to be refunded, the Applicable Spread and the Initial LIBOR Tender Date.

“Tender Agent” means, for purposes of the Series 2013A Bonds, U.S. Bank National Association, until a success Tender Agent becomes such and thereafter such successor Tender Agent.

[End of Article I]

ARTICLE II

THE SERIES 2013A BONDS

Section 2.1. Authorization; Designation of Series 2013A Bonds.

For the purpose of providing funds to be applied toward, among other things, the costs, in whole or in part, of refunding by redemption and payment, all or a portion of the City's Series 1999A Bonds, Series 2001A Bonds and Series 2004 Bonds and to pay costs associated with the issuance of the Series 2013A Bonds, the City hereby authorizes the execution, issuance, and delivery of a series of Bonds, in an original aggregate principal amount of \$328,735,000, to be designated "City of Atlanta Water and Wastewater Revenue Refunding Bonds, Series 2013A," which shall be executed, issued and delivered under, and secured by, the Prior Ordinance, as supplemented and amended by this Series 2013A Supplemental Ordinance.

The Series 2013A Bonds shall be issued in authorized denominations of \$100,000 and any integral multiple of \$5,000 in excess thereof as Index Rate Bonds, initially in the LIBOR Mode, in substantially the form provided in Section 2.5 hereof, provided that some of the text of each Index Rate Bond may appear on the reverse side of such Index Rate Bond, with such variations, omissions, substitutions and insertions as are required or permitted by the Bond Ordinance. Provided further that the Series 2013A Bonds shall bear interest from the issue date at the rate or rates of interest not to exceed 10% per annum. The maximum annual principal and interest on the Series 2013A Bonds in any sinking fund year will not exceed \$361,608,500. The final maturity of the Series 2013A Bonds shall be November 1, 2039.

The provisions for execution, registration, place of payment, transfer and exchangeability and notice of redemption shall be in accordance with Article II and Article III of the Master Ordinance and this Series 2013A Bond Ordinance.

Section 2.2. Supplemental Pricing Resolution. The City shall, after the Series 2013A Bonds have actually been sold, adopt the Series 2013A Supplemental Resolution which, among other things, will specify the portion of the Series 1999A Bonds, the Series 2001A Bonds and the Series 2004 Bonds to be refunded, the Applicable Spread, the LIBOR Tender Date(s) and other particulars of the Series 2013A Bonds and will provide for the actual issuance and delivery of the Series 2013A Bonds upon the payment therefor by the purchaser or purchasers thereof.

Section 2.3. Parity Certification. The Series 2013A Bonds shall be Parity Bonds payable from and secured by Pledged Revenues and shall rank on a parity as to the pledge of and senior lien on the Pledged Revenues with the Prior Bonds, pursuant to authorization granted by Article V of the Master Ordinance. The City hereby finds, determines, declares, and certifies that it has fulfilled all of the applicable requirements of Article V of the Master Ordinance that are conditions precedent to the issuance of the Series 2013A Bonds as Parity Bonds, namely:

(a) The City will receive a report from its Financial Advisor(s) demonstrating that the refunding of the Refunded Bonds by the Series 2013A Bonds will reduce the total debt service payments on Outstanding Senior Bonds on a present value basis, which report shall be in the form attached to this Series 2013A Bond Ordinance as Exhibit "A."

(b) The City will receive a report from an Independent Certified Public Accountant to the effect that the payments required to be made into each account of the Sinking Fund have been made and the balance in each account of the Sinking Fund is not less than the balance required by the Bond Ordinance as of the date of issuance of the Series 2013A Bonds.

(c) With respect to the Series 2013A Bonds that bear interest at a Variable Rate, this Series 2013A Bond Ordinance provides that maximum rate of interest per annum that such Series 2013A Bonds may bear is 10%.

(d) This Series 2013A Ordinance requires (1) that the amount to be accumulated and maintained in the Debt Service Reserve Account be increased to not less than 100% of the Debt Service Reserve Requirement computed on a basis which includes all Senior Bonds which will be Outstanding immediately after the issuance of the Series 2013A Bonds and (2) that the amount of such increase be deposited in such account on or before the date and at least as fast as specified in Section 4.4(f) of the Master Ordinance.

(e) This Series 2013A Ordinance, as required by the Master Ordinance, provides for the proceeds of the Series 2013A Bonds to be used solely to fund interest on the Series 2013A Bonds and to refund other obligations previously issued for the provision of improvements of the System, and to pay expenses incidental thereto and to the issuance of the Series 2013A Bonds.

(f) The Chief Officer will certify, by written certificate dated as of the date of issuance of the Series 2013A Bonds, that the City is in compliance with all requirements of the Bond Ordinance.

(g) The City will receive an opinion of Bond Counsel, dated as of the date of issuance of the Series 2013A Bonds, to the effect that this Series 2013A Ordinance and the Series 2013A Supplemental Pricing Resolution have been duly adopted by the City.

The City hereby certifies and recites that the requirements of Article V of the Master Ordinance for the issuance of the Series 2013A Bonds as Parity Bonds have, or upon the issuance of the Series 2013A Bonds, will have been satisfied, and the Series 2013A Bonds shall be treated as Parity Bonds secured under and pursuant to the Bond Ordinance equally and ratably with the Prior Bonds.

Section 2.4. Series 2013A Bond Details. The Series 2013A Bonds shall be dated the date of issuance and delivery. The Series 2013A Bonds shall be numbered in a convenient manner, established by the Bond Registrar and shown by the Bond Register. Interest on the Series 2013A Bonds will be calculated on the basis of a 365/366 day year for the actual number of days elapsed.

The Series 2013A Bonds shall be issued in the Index Rate Mode and bear interest during the Index Rate Period initially at the LIBOR Index Rate, computed and payable as provided in the Modal Ordinance and shall mature on November 1, in the year specified in the Series 2013A Supplemental Pricing Resolution to be adopted by the Governing Body of the City, unless earlier called for redemption. The interest rate per annum shall not exceed 10%.

Interest on the Series 2013A Bond is payable on (i) the first Modal Business Day of each month during the Initial LIBOR Mode and during the LIBOR Delayed Remarketing Period, (ii) on the initial LIBOR Tender Date or (iii) on any other Mandatory Tender Date.

Section 2.5. Form of Series 2013A Bonds. The Series 2013A Bonds, the Validation Certificate, and the Bond Registrar's Certificate of Authentication shall be in substantially the form set out below, provided that some of the text of each such Series 2013A Bond may appear on the reverse side of the Series 2013A Bond, with such variations, omissions, substitutions, and insertions as are required or permitted by the Bond Ordinance.

* * *

(FORM OF INDEX RATE BOND)

UNLESS THIS BOND IS PRESENTED BY AN AUTHORIZED REPRESENTATIVE OF THE DEPOSITORY TRUST COMPANY ("DTC"), A NEW YORK CORPORATION, TO THE CITY OR ITS AGENT FOR REGISTRATION OF TRANSFER, EXCHANGE, OR PAYMENT, AND ANY BOND ISSUED IS REGISTERED IN THE NAME OF CEDE & CO. OR IN SUCH OTHER NAME AS IS REQUESTED BY AN AUTHORIZED REPRESENTATIVE OF DTC (AND ANY PAYMENT IS MADE TO CEDE & CO. OR TO SUCH OTHER ENTITY AS IS REQUESTED BY AN AUTHORIZED REPRESENTATIVE OF DTC), ANY TRANSFER, PLEDGE, OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL INASMUCH AS THE REGISTERED OWNER HEREOF, CEDE & CO., HAS AN INTEREST HEREIN.

UNITED STATES OF AMERICA

STATE OF GEORGIA
CITY OF ATLANTA

WATER AND WASTEWATER REVENUE REFUNDING BOND,
SERIES 2013A

Number _____ \$ _____

Maturity Date

Dated

CUSIP

November 1, 20__

_____, 2013

Registered Owner: _____

Principal Amount: _____ Dollars

KNOW ALL MEN BY THESE PRESENTS that the **CITY OF ATLANTA** (the "City"), a municipal corporation duly created and existing under the laws of the State of Georgia, for value received, hereby promises to pay (but only out of the sources provided) to the registered owner identified above, or registered assigns, on the Maturity Date stated above, unless this Bond shall have been called for redemption prior to maturity and payment of the redemption price shall have been duly made or provided for, the principal amount identified above and to pay (but only out of the sources provided) interest on the balance of such principal sum from time to time remaining unpaid from and including the date of original issuance hereof or from and including the most recent Interest Payment Date (as defined in the hereinafter defined Modal Ordinance) with respect to which interest has been paid or duly provided for, until payment of such principal sum has been made at the Index Rate determined and computed as provided in the Modal Ordinance on the Interest Payment Dates specified in the Modal Ordinance, until the payment of the principal amount of this Bond in full, and promises to pay interest on overdue principal and, to the extent permitted by law, on overdue premium, if any, and interest, at the Default Rate (as defined in the Modal Ordinance).

Attachment: 2013A BOND ORDINANCE (13-O-1138 : 2013A Bond Ordinance)

Principal of and redemption premium, if any, on this Bond are payable when due in lawful money of the United States of America upon presentation and surrender of this Bond at the corporate trust office of U.S. Bank National Association, Atlanta, Georgia, as registrar and paying agent (the “Bond Registrar” or the “Paying Agent”). Payment of interest on this Bond shall be made to the registered owner and shall be paid in lawful money of the United States of America by the method specified in the Modal Ordinance.

This Series 2013A Bond is initially issued in the LIBOR Mode for the Initial LIBOR Index Rate Period. During the initial LIBOR Mode, the Series 2013A Bonds will bear interest at the LIBOR Index Rate (not to exceed 10%), determined weekly on the LIBOR Index Reset Date equal to the sum of (i) the LIBOR Index multiplied by the Applicable Factor (67% during the Initial LIBOR Index Rate Period) then in effect and (ii) the Applicable Spread.

Interest on this Series 2013A Bond is payable (i) on the first Modal Business Day of each month, commencing on _____, 2013 during the Initial LIBOR Index Rate Period and during any LIBOR Delayed Remarketing Period, (ii) on the Initial LIBOR Tender Date, or (iii) on any Mandatory Tender Date (each an “Interest Payment Date”).

Determination of Interest

This Series 2013A Bond as initially issued in the LIBOR Mode and bears interest at the LIBOR Index Rate (not to exceed 10%). On each Computation Date, the Calculation Agent shall determine the LIBOR Index Rate. The interest rate to be borne by this Series 2013A Bond while in the LIBOR Mode is (i) for the initial Computation Date in any Index Rate Period, from the first day of the Initial LIBOR Index Rate Period through and including the subsequent Computation Date and (ii) for each Computation Date thereafter, from the first Modal Business Day after such Computation Date through and including the subsequent Computation Date.

The interest rate on the Series 2013A Bonds may be adjusted from time to time in the manner set forth in the Modal Ordinance. All Series 2013A Bonds shall accrue interest at the LIBOR Index Rate until the Mode for the Series 2013A Bonds is converted to a different Mode pursuant to the Modal Ordinance.

“LIBOR Index Rate” means a per annum rate of interest equal to the sum of (i) the LIBOR Index multiplied by the Applicable Factor, plus (ii) the Applicable Spread. Such rate will be rounded upward to the third decimal place.

“LIBOR Index” means the rate per annum determined on the basis of the rate of deposits in United States dollars of amounts equal to or comparable to the outstanding principal amount of the Index Rate Bonds, offered for a term of one month, which rate appears on the display designated as Reuters Screen LIBOR01 Page (or such other page as may replace Reuters Screen LIBOR01 Page or such other service or services as may be nominated by the British Bankers’ Association for the purpose of displaying London interbank offered rates for United States dollar deposits), determined as of approximately 11:00 a.m., London time, on each Computation Date, or if such rate is not available, another rate determined by the Calculation Agent of which the City has received written notice.

“Applicable Spread” with respect to the Series 2013A Bonds means (i) during the Initial Interest Period while at the LIBOR Index Rate commencing on the date of issuance, the Applicable Spread designated for the Series 2013A Bonds in the Series 2013A Supplemental Pricing Resolution and (ii) during any Index Rate Period other than the Initial Period, the number of basis points determined by the Remarketing Agent on or before the Modal Business Day immediately preceding the first day of such Index Rate Period (which may include a schedule for the Applicable Spread based upon the ratings assigned to the long-term System debt of the City) that, when added to the product of the Applicable Index and the Applicable Factor, if applicable, would equal the minimum interest rate per annum that would enable the Remarketing Agent to sell the Index Rate Bonds on such date at a price equal to the principal amount thereof, plus accrued interest thereon, if any.

Mode Change for Index Rate Mode for Series 2013A Bond

This Series 2013A Bond may be converted to another Mode, subject to the terms of the Modal Ordinance. On the conversion date this Series 2013A Bond shall be subject to mandatory tender for purchase.

Mandatory Tender for Purchase

On each LIBOR Tender Date the Series 2013A Bonds shall be subject to mandatory tender for purchase at the Purchase Price. The Tender Agent shall give at least 15 days’ notice prior to the Mandatory Tender Date in the manner provided in the Bond Ordinance. The notice shall state the Purchase Date, the Purchase Price and that, if the Bondholder of any Series 2013A Bond (or portion thereof) that is subject to purchase fails to deliver such Series 2013A Bond to the Tender Agent for purchase on the Mandatory Tender Date, the and if the Tender Agent is in receipt of the Purchase Price for such Series 2013A Bond, such bond shall nevertheless be deemed purchased on such Mandatory Tender Date, the ownership of such Bond (or portion thereof) shall be transferred to the purchaser thereof, and such Bondholder shall have no further rights except the right to receive the Purchase Price thereof.

If the Purchase Price of all Series 2013A Bonds tendered for purchase cannot be paid because sufficient remarketing proceeds are not available for the purchase on such date, (i) no purchase shall occur and the Tender Agent shall promptly return all Series 2013A Bonds tendered or deemed tendered to the Bondholder thereof with notice of insufficiency and the Series 2013A Remarketing Agent shall promptly return all remarketing proceeds to the persons providing such moneys without interest, (ii) the Series 2013A Bonds shall then bear interest at the LIBOR Delayed Remarketing Period Rate and (iii) such failed purchase shall not constitute a default by the City under this Series 2013A Bond Ordinance.

Optional Redemption

The Series 2013A Bonds while bearing interest at the LIBOR Index Rate are subject to redemption at the option of the City, in whole or in part, on any Business Date during the period beginning six months prior to the LIBOR Tender Date, to and including such LIBOR Tender Date and during a LIBOR Delayed Remarketing Period, at a redemption price equal to 100% of

Attachment: 2013A BOND ORDINANCE (13-O-1138 : 2013A Bond Ordinance)

the principal amount of Bonds called for redemption, plus accrued interest, if any, to the date of redemption.

Mandatory Redemption

The Series 2013A Bonds maturing on November 1, 2039 are subject to mandatory redemption prior to maturity by application of payments from the Sinking Fund, in accordance with the Bond Ordinance, at a redemption price equal to the principal amounts of the Series 2013A Bonds set forth below, plus the interest due thereon on the redemption date, on the dates set forth below:

Series 2013A Bonds Maturing November 1, 2039

<u>November 1</u> <u>Of the Year</u>	<u>Principal Amount</u>
2019	\$
2020	
2021	
2022	
2023	
2024	
2025	
2026	
2027	
2028	
2029	
2030	
2031	
2032	
2033	
2034	
2035	
2036	
2037	
2038	
2039	

+ Final Maturity.

This Bond is one of a series of \$328,735,000 in original aggregate principal amount of revenue bonds designated “City of Atlanta Water and Wastewater Revenue Refunding Bonds, Series 2013A” (the “Series 2013A Bonds”), issued by the City pursuant to and in full compliance with the provisions of the Constitution and statutes of the State of Georgia, including specifically, but without limitation, Article 3 of Chapter 82 of Title 36 of the Official Code of Georgia Annotated, known as the “Revenue Bond Law” as amended, and the Charter of the City of Atlanta, as amended. The Series 2013A Bonds have been authorized by a Series 2013A Bond Ordinance (the “Series 2013A Bond Ordinance”) duly adopted by the City on July 15, 2013, as

Attachment: 2013A BOND ORDINANCE (13-O-1138 : 2013A Bond Ordinance)

supplemented by a Supplemental Pricing Resolution duly adopted by the City on _____, 2013 (collectively, the “Series 2013A Ordinance”), for the purpose of refunding \$_____ in aggregate principal amount of the City’s Water and Wastewater Revenue Bonds, Series 1999A (the “Series 1999A Bonds”), \$_____ in aggregate principal amount of the City’s Water and Wastewater Revenue Bonds, Series 2001A (the “Series 2001A Bonds”) and \$_____ in aggregate principal amount of the City’s Water and Wastewater Revenue Bonds, Series 2004 (the “Series 2004 Bonds”).

The City has also authorized the issuance of the City of Atlanta Water and Wastewater Revenue Refunding Bonds, Series 2013B, in the aggregate principal amount of \$_____ (the “Series 2013B Bonds”) concurrently with the issuance of the Series 2013A Bonds for the purpose of providing funds to be applied toward, among other things, the costs, in whole or in part, of refunding by redemption and payment of all or a portion of the Series 1999A Bonds, Series 2001A Bonds and Series 2004 Bonds. The Series 2013B Bonds shall constitute Senior Bonds on parity with the Series 2013A Bonds and other Parity Bonds.

The Series 2013A Bonds will be issued as Modal Bonds under the Series 2001 Bond Ordinance (the “Series 2001 Ordinance”) duly adopted by the City on December 5, 2001, as supplemented and amended by the Twelfth Supplemental Bond Ordinance (the “Twelfth Supplemental Ordinance”) duly adopted by the City on July 18, 2011 and the Series 2013A Bond Ordinance. The Series 2001 Ordinance as supplemented and amended by the Twelfth Supplemental Ordinance and the Series 2013A Bond Ordinance is referred to herein as the “Modal Ordinance.” The Series 2013A Bonds will operate in the Modes (as defined in the Modal Ordinance) specified from time to time as provided in the Modal Ordinance.

The Series 2013A Bonds are issued under, and the Series 2013A Bond Ordinance was adopted subject to and in conformity with, the provisions of a Master Bond Ordinance (the “Master Ordinance”) duly adopted by the City on March 31, 1999, authorizing the issuance of \$1,096,140,000 in original aggregate principal amount of the City’s Water and Wastewater Revenue Bonds, Series 1999A (the “Series 1999A Bonds”), now outstanding in the aggregate principal amount of \$601,440,000, and authorizing the issuance of \$12,605,000 in original aggregate principal amount of the City’s Water and Wastewater Revenue Bonds, Series 1999B (the “Series 1999B Bonds”), none of which are presently outstanding. Under the terms of the Master Ordinance, the Series 1999A Bonds and the Series 1999B Bonds were payable solely from and secured by a first priority pledge of and lien on the Pledged Revenues (as defined in the Master Ordinance).

The Master Ordinance provides for the issuance under certain conditions of Parity Bonds (as defined in the Master Ordinance) payable from and secured by Pledged Revenues and ranking on a parity as to the pledge of and lien on the Pledged Revenues with the Series 1999A Bonds. Pursuant to the terms of the Master Ordinance, the City, by the Series 2001 Ordinance, authorized the issuance of (1) \$415,310,000 in original aggregate principal amount of its Water and Wastewater Revenue Bonds, Series 2001A (the “Series 2001A Bonds”), now outstanding in the aggregate principal amount of \$414,800,000, (2) \$335,640,000 in original aggregate principal amount of its Water and Wastewater Revenue Bonds, Series 2001B (the “Series 2001B Bonds”), none of which are presently outstanding, and (3) \$105,705,000 in original aggregate principal amount of its Water and Wastewater Revenue Bonds, Series 2001C (the “Series 2001C Bonds”),

none of which are presently outstanding. Pursuant to the terms of the Master Ordinance, the City, by a Series 2004 Bond Ordinance duly adopted on August 16, 2004, as supplemented by a Supplemental Series 2004 Bond Ordinance duly adopted on September 15, 2004 (collectively the “Series 2004 Ordinance”), authorized the issuance of \$849,330,000 in original aggregate principal amount of its Water and Wastewater Revenue Bonds, Series 2004 (the “Series 2004 Bonds”), now outstanding in the aggregate principal amount of \$784,915,000. Pursuant to the terms of the Master Ordinance, the City by a Series 2008 Bond Ordinance duly adopted on March 17, 2008 (the “Series 2008 Ordinance”) authorized the issuance of \$106,795,000 in original aggregate principal amount of its Water and Wastewater Revenue Bonds (the “Series 2008 Bonds”) now outstanding in the aggregate principal amount of \$106,795,000. Pursuant to the terms of the Master Ordinance, the City, by a Series 2009 Bond Ordinance duly adopted on May 4, 2009, as supplemented by a Supplemental Series 2009 Bond Ordinance duly adopted on June 17, 2009 (collectively the “Series 2009 Ordinance”), authorized the issuance of \$750,000,000 in original aggregate principal amount of its Water and Wastewater Revenue Bonds, Series 2009A (the “Series 2009A Bonds”), now outstanding in the aggregate principal amount of \$714,065,000. Pursuant to the terms of the Master Ordinance, the City, by a Series 2009B Bond Ordinance duly adopted on October 5, 2009, as supplemented by a Supplemental Series 2009B Bond Ordinance duly adopted on October 14, 2009 (collectively, the “Series 2009B Ordinance”), authorized the issuance of \$448,965,000 in original aggregate principal amount of its Water and Wastewater Revenue Bonds, Series 2009B (the “Series 2009B Bonds”), now outstanding in the aggregate principal amount of \$447,130,000. The Series 1999A Bonds, the Series 2001A Bonds, the Series 2004 Bonds, the Series 2008 Bonds, the Series 2009A Bonds, the Series 2009B Bonds and the Series 2013B Bonds are Parity Bonds payable from and secured by Pledged Revenues and rank on a parity as to the pledge of and senior lien on the Pledged Revenues with the Series 2013A Bonds. The Series 2013A Bonds have been issued under the provisions of the Master Ordinance authorizing the issuance of Parity Bonds and, as Parity Bonds, are payable from and secured by Pledged Revenues and rank on a parity as to the pledge of and lien on the Pledged Revenues with the Series 1999A Bonds, the Series 2001A Bonds, the Series 2004 Bonds, the Series 2008 Bonds, the Series 2009A Bonds, the Series 2009B Bonds and the Series 2013B Bonds. The Series 2013A Bonds are all issued under and, together with the Series 1999A Bonds, the Series 2001A Bonds, the Series 2004 Bonds, the Series 2008 Bonds, the Series 2009A Bonds and the Series 2009B Bonds, are equally and ratably secured by and entitled to the benefit of the Master Ordinance, as supplemented and amended by a First Supplemental Bond Ordinance duly adopted by the City on March 5, 2001, the Series 2001 Ordinance, the Series 2004 Ordinance, a Fifth Supplemental Bond Ordinance duly adopted by the City on November 19, 2007, the Series 2008 Ordinance, the Series 2009 Ordinance, the Series 2009B Ordinance, the Twelfth Supplemental Ordinance, the Series 2013A Bond Ordinance and the Series 2013B Bond Ordinance (defined below) (collectively, the “Bond Ordinance”).

The Series 2013A Bonds are subject to redemption prior to maturity and tender for purchase as provided in the Series 2001 Ordinance, the Series 2008 Ordinance, the Twelfth Supplemental Ordinance and the Series 2013A Bond Resolution.

Simultaneously with the issuance of the Series 2013A Bonds the City has issued its Water and Wastewater Revenue Refunding Bonds, Series 2013B (the “Series 2013B Bonds”) in

the original aggregate principal amount of \$ _____ for the purpose of refunding all or a portion of the Series 1999A Bonds, Series 2001A Bonds and Series 2004 Bonds.

The City has established a book-entry system of registration for the Series 2013A Bonds. Except as specifically provided otherwise in the Bond Ordinance, an agent will hold this Bond on behalf of the beneficial owner hereof. By acceptance of a confirmation of purchase, delivery, or transfer, the beneficial owner of this Bond shall be deemed to have agreed to such arrangement. While the Series 2013A Bonds are in the book-entry system of registration, the Bond Ordinance provides special provisions relating to the Series 2013A Bonds that override certain other provisions of the Bond Ordinance. This Bond is transferable by the registered owner at the principal corporate trust office of the Bond Registrar but only in the manner, subject to the limitations, and upon payment of the charges provided in the Bond Ordinance and upon surrender of this Bond. Upon such transfer, a new registered Bond or Bonds of the same series, maturity, interest rate, aggregate principal amount, and tenor, of any authorized denomination or denominations, and bearing numbers not then outstanding, will be issued, to the transferee in exchange for this Bond. The Series 2013A Bonds are issuable as fully registered Bonds in Authorized Denominations (as defined in the Modal Ordinance).

This Bond is transferable by the registered owner at the principal corporate trust office of the Bond Registrar but only in the manner, subject to the limitations, and upon payment of the charges provided in the Bond Ordinance and upon surrender of this Bond. Upon such transfer, a new registered Bond or Bonds of the same series, maturity, interest rate, aggregate principal amount, and tenor, of any authorized denomination or denominations, and bearing numbers not then outstanding, will be issued to the transferee in exchange for this Bond. The Series 2013A Bonds are issuable as fully registered Bonds in Authorized Denominations (as defined in the Modal Ordinance).

The Series 2013A Bonds, the Series 1999A Bonds, the Series 2001 Bonds, the Series 2004 Bonds, the Series 2008 Bonds, the Series 2009A Bonds, the Series 2009B Bonds, the Series 2013B Bonds and such revenue bonds of the City as may in the future be issued on a parity therewith, are equally and ratably secured by pledge of the "Pledged Revenues" of the water and sewer system (the "System") of the City, which are defined, in the Bond Ordinance to include gross operating revenues, certain amounts payable by any provider of a Hedge Agreement (as defined in the Bond Ordinance) pursuant to such Hedge Agreement, moneys and securities from time to time on deposit in the funds and accounts established in the Bond Ordinance, and earnings on investments made with the foregoing moneys and securities, excluding any amounts required in the Bond Ordinance to be set aside pending, or used for, rebate to the United States government pursuant to Section 148(f) of the Internal Revenue Code of 1986, as amended, and any regulations promulgated with respect to any such rebate requirement.

THE SERIES 2013A BONDS SHALL NOT BE DEEMED TO CONSTITUTE A DEBT OF THE CITY WITHIN THE MEANING OF ANY CONSTITUTIONAL DEBT LIMITATION NOR A PLEDGE OF THE FAITH AND CREDIT OF THE CITY. THE SERIES 2013A BONDS SHALL NOT BE PAYABLE FROM OR A CHARGE UPON ANY FUNDS OTHER THAN THE REVENUES AND AMOUNTS PLEDGED TO THE PAYMENT THEREOF, NOR SHALL THE CITY BE SUBJECT TO ANY PECUNIARY LIABILITY THEREON. NO

OWNER OR OWNERS OF THIS BOND SHALL EVER HAVE THE RIGHT TO COMPEL ANY EXERCISE OF THE TAXING POWER OF THE CITY TO PAY THIS BOND OR THE INTEREST HEREON, NOR TO ENFORCE PAYMENT OF THIS BOND AGAINST ANY PROPERTY OF THE CITY; NOR SHALL THIS BOND CONSTITUTE A CHARGE, LIEN, OR ENCUMBRANCE, LEGAL OR EQUITABLE, UPON ANY PROPERTY OF THE CITY, EXCEPT FOR THE PLEDGED REVENUES AND ANY OTHER FUNDS PLEDGED TO SECURE THE SERIES 2013A BONDS.

The City has covenanted and hereby covenants and agrees at all times while any Series 2013A Bonds are outstanding and unpaid to prescribe, fix, maintain, and collect rates, fees, and other charges for the services, facilities, and commodities furnished by the System fully sufficient at all times to: (i) provide for 100% of the expenses of operation and maintenance of the System and for the accumulation in the Revenue Fund (as defined in the Bond Ordinance) of a reasonable reserve therefor, and (ii) produce net operating revenues in each Fiscal Year (as defined in the Bond Ordinance) which, together with certain investment earnings, will: (a) equal at least 110% of the debt service requirement on all Senior Bonds (as defined in the Bond Ordinance) then outstanding and 100% of the debt service requirement on all Subordinate Bonds (as defined in the Bond Ordinance) then outstanding, (b) enable the City to make all required payments into the Debt Service Reserve Account and the Rebate Fund and to any Credit Issuer, any Reserve Account Credit Facility Provider and any Qualified Hedge Provider (as each is defined in the Bond Ordinance), (c) enable the City to accumulate an amount to be held in the Renewal and Extension Fund (as defined in the Bond Ordinance), which in the judgment of the City is adequate to meet the costs of major renewals, replacements, repairs, additions, betterments, and improvements to the System, necessary to keep the same in good operating condition or as is required by any governmental agency having jurisdiction over the System, and (d) remedy all deficiencies in required payments into any of the funds and accounts mentioned in the Bond Ordinance from prior Fiscal Years.

The Bond Ordinance contains a more particular statement of the covenants and provisions securing the Series 2013A Bonds, the conditions under which the owner of this Bond may enforce covenants (other than the covenant to pay principal of and interest on this Bond when due from the sources provided, the right to enforce which is unconditional), the conditions upon which additional revenue bonds may be issued on a parity or achieve parity status with this Bond under the Bond Ordinance, and the conditions upon which the Bond Ordinance may be amended with the consent of the owners of a majority in aggregate principal amount of the Bonds (as defined in the Bond Ordinance) of each class (senior and subordinate) outstanding or the issuer of any Credit Facility (as defined in the Bond Ordinance), if any, of such Bonds. Upon the occurrence of an Event of Default under the Bond Ordinance, the owner of this Bond shall be entitled to the remedies provided by the Bond Ordinance and the Revenue Bond Law.

It is hereby certified, recited, and declared that all acts, conditions, and things required to exist, happen, and be performed precedent to and in the issuance of this Bond do exist, have happened, and have been performed in due time, form, and manner as required by law.

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

IN WITNESS WHEREOF, the City has caused this Bond to be executed by the manual signature of its Mayor and has caused the official seal of the City to be impressed on this Bond and attested by the manual signature of its Municipal Clerk.

CITY OF ATLANTA

(SEAL)

By: _____
Mayor

Attest:

Municipal Clerk

Attachment: 2013A BOND ORDINANCE (13-O-1138 : 2013A Bond Ordinance)

BOND REGISTRAR'S CERTIFICATE OF AUTHENTICATION

This Bond is one of the bonds of the series described in the within-mentioned Bond Ordinance.

U.S. BANK NATIONAL ASSOCIATION

By: _____
Authorized Signatory

Date of Registration and Authentication: September, ____, 2013

Attachment: 2013A BOND ORDINANCE (13-O-1138 : 2013A Bond Ordinance)

VALIDATION CERTIFICATE

STATE OF GEORGIA)
)
COUNTY OF FULTON)

CIVIL ACTION FILE
NO. 2013-CV-_____

The undersigned Clerk of the Superior Court of Fulton County, State of Georgia, **DOES HEREBY CERTIFY** that this Bond and the security therefor was validated and confirmed by judgment of the Superior Court of Fulton County, on the ___ day of _____ 2013, that no intervention or objection was filed opposing the validation of this Bond and the security therefor, and that no appeal of such judgment of validation has been taken.

IN WITNESS WHEREOF, I have hereunto set my hand and have impressed hereon the official seal of the Superior Court of Fulton County, Georgia.

Clerk, Superior Court of Fulton County, Georgia

Attachment: 2013A BOND ORDINANCE (13-O-1138 : 2013A Bond Ordinance)

The following abbreviations, when used in the inscription on this Bond or in the assignment below, shall be construed as though they were written out in full according to applicable laws or regulations:

TEN COM	as tenants in common
TEN ENT	as tenants by the entireties
JT TEN	as joint tenants with right of survivorship and not as tenants in common and not as community property
UNIF TRANS	_____ Custodian _____
MIN ACT	(Custodian) _____ (Minor)
	under Uniform Transfers to Minors Act _____
	(State)

Additional abbreviations may be used although not in the above list.

ASSIGNMENT AND TRANSFER

FOR VALUE RECEIVED, the undersigned sells, assigns and transfers unto:

(Name and Address of Assignee)

(Insert Social Security or Taxpayer Identification Number of Assignee)

the within revenue bond of the City of Atlanta and does hereby irrevocably constitute and appoint _____ attorney to transfer the Bond on the books kept for registration thereof with full power of substitution in the premises.

Date: _____

(Signature Guaranteed)

Notice: Signature(s) must be guaranteed by an eligible guarantor institution (such as banks, stockbrokers, savings and loan associations, and credit unions) with membership in an approved Signature Guarantee Medallion Program pursuant to S.E.C. Rule 17Ad-15.

Registered Owner

Notice: The signature(s) on this assignment must correspond with the name as it appears on the face of the within bond in every particular without alteration or enlargement or any change whatsoever.

Attachment: 2013A BOND ORDINANCE (13-O-1138 : 2013A Bond Ordinance)

Section 2.6. DTC Book-Entry. The Series 2013A Bonds shall be initially issued in the name of Cede & Co., as nominee for DTC, as registered owner of the Series 2013A Bonds, and held in the custody of DTC. A single certificate will be issued and delivered to DTC for each maturity of the Series 2013A Bonds. The actual purchasers of the Series 2013A Bonds (the “Beneficial Owners”) will not receive physical delivery of Series 2013A Bond certificates except as provided herein. Beneficial Owners are expected to receive a written confirmation of their purchase providing details of each Series 2013A Bond acquired. For so long as DTC shall continue to serve as securities depository for the Series 2013A Bonds as provided herein, all transfers of beneficial ownership interests will be made by book-entry only, and no investor or other party purchasing, selling, or otherwise transferring beneficial ownership of Series 2013A Bonds is to receive, hold, or deliver any Series 2013A Bond certificate.

For every transfer and exchange of the Series 2013A Bonds, the Beneficial Owner may be charged a sum sufficient to cover such Beneficial Owner’s allocable share of any tax, fee, or other governmental charge that may be imposed in relation thereto.

The City and the Bond Registrar will recognize DTC or its nominee as the Bondholder for all purposes, including notices and voting.

The City and the Bond Registrar covenant and agree, so long as DTC shall continue to serve as securities depository for the Series 2013A Bonds, to meet the requirements of DTC with respect to required notices and other provisions of the Letter of Representations.

The Bond Registrar is authorized to rely conclusively upon a certificate furnished by DTC and corresponding certificates from DTC participants and indirect participants as to the identity of, and the respective principal amount of Series 2013A Bonds beneficially owned by, the Beneficial Owner or Beneficial Owners.

If at any time DTC ceases to hold the Series 2013A Bonds, a Supplemental Ordinance amending the relevant provisions of the Bond Ordinance shall be adopted and thereafter all references in the Bond Ordinance to DTC in connection with the Series 2013A Bonds shall be of no further force or effect.

[End of Article II]

ARTICLE III

REDEMPTION OF SERIES 2013A BONDS

Section 3.1. Optional Redemption of Series 2013A Bonds. While in the initial LIBOR Mode or a LIBOR Delayed Remarketing Period, the Series 2013A Bonds are subject to optional redemption by the City, in whole or in part, in Authorized Denominations, on the LIBOR Call Date or any Modal Business Day thereafter, at a redemption price equal to 100% of the principal amount thereof, plus unpaid accrued interest to the date fixed for redemption, if any, without premium.

The City also has the option to cause the adjustment of the Mode for the Series 2013A Bonds, or to add a Credit Facility for the Series 2013A Bonds, on any date on which the Series 2013A Bonds are subject to optional redemption as provided above, in which event the Series 2013A Bonds shall be subject to mandatory tender at the Purchase Price provided in the Supplemental Ordinance. The City may not adjust the Mode for any Bonds which have been called for redemption.

Section 3.2. Mandatory Redemption of Series 2013A Bonds. The Series 2013A Bonds maturing on November 1, 2039 are subject to mandatory redemption prior to maturity by application of payments from the Sinking Fund, in accordance with the Bond Ordinance, at a redemption price equal to the principal amounts of the Series 2013A Bonds as specified in the Series 2013A Supplemental Pricing Resolution.

Section 3.3. Selection of Series 2013A Bonds in LIBOR Mode to Be Redeemed; Notice.

Any Series 2013A Bonds redeemed under Section 3.1 of this Series 2013A Bond Ordinance shall be called for redemption by the Paying Agent and paid as herein provided upon receipt by the Paying Agent at least 45 days prior to the redemption date of a written request of the City. Such request shall specify the principal amount of such Series 2013A Bonds and their maturities so to be called for redemption, the applicable redemption price or prices and the provision or provisions referred to in Section 3.1 and this Section 3.2 pursuant to which Series 2013A Bonds in the LIBOR Mode are to be called for redemption.

During any LIBOR Index Rate Period, in the event any of the Series 2013A Bonds are called for redemption, in whole or in part, the City shall give notice thereof to the Holders of such Bonds at least 30 days prior to the date fixed for redemption, which notice shall specify the anticipated redemption date and the principal amount of such Series 2013A Bonds to be redeemed and such notice will not require presentation of such Series 2013A Bonds for payment.

[End of Article III]

ARTICLE IV

MANDATORY TENDER FOR PURCHASE OF SERIES 2013A BONDS

Section 4.1. **Mandatory Tender for Purchase.** (a) Series 2013A Bonds shall be subject to mandatory tender on a Purchase Date at the Purchase Price as set forth in Section 8.2(a) of the Series 2001 Ordinance, as amended, and for the Series 2013A Bonds (i) on the LIBOR Tender Date, (ii) on the effective date of a conversion to another Mode, or (iii) on any date upon which a Credit Facility is to be provided for the Series 2013A Bonds.

(b) If the Purchase Price of all Series 2013A Bonds tendered for purchase pursuant to Section 4.01(a) cannot be paid because sufficient remarketing proceeds are not available for the purchase on such date, (i) no purchase shall occur and the Tender Agent shall promptly return all Series 2013A Bonds tendered or deemed tendered to the Bondholder thereof with notice of insufficiency and the Series 2013A Remarketing Agent shall promptly return all remarketing proceeds to the persons providing such moneys without interest, (ii) the Series 2013A Bonds shall then bear interest at the LIBOR Delayed Remarketing Period Rate and (iii) such failed purchase shall not constitute a default by the City under this Series 2013A Bond Ordinance.

[End of Article IV]

Attachment: 2013A BOND ORDINANCE (13-O-1138 : 2013A Bond Ordinance)

ARTICLE V

GENERAL PROVISIONS

Section 5.1. Authorization of Series 2013A Registrar and Paying Agent Agreement and Series 2013A Remarketing Agreement. The Finance Officer is hereby authorized to review, negotiate and approve a Series 2013A Registrar and Paying Agent Agreement and the Series 2013A Remarketing Agreement in a form satisfactory to the City as determined by the Finance Officer. The Series 2013A Registrar and Paying Agent Agreement, and the Series 2013A Remarketing Agreement shall be in substantially the forms submitted to the Governing Body with such changes, corrections, deletions, insertions, variations, additions, or omissions as may be approved by the Chief Officer, whose approval thereof shall be conclusively evidenced by the execution of each such contract. The Chief Officer is hereby authorized and directed to execute on behalf of the City the Series 2013A Registrar and Paying Agent Agreement and the Series 2013A Remarketing Agreement, and the Attesting Officer is hereby authorized and directed to affix thereto and attest the seal of the City, upon proper execution and delivery of the other parties thereto, provided, that in no event shall any such attestation or affixation of the seal of the City be required as a prerequisite to the effectiveness thereof, and the Chief Officer and Attesting Officer are authorized and directed to deliver such contracts on behalf of the City.

Section 5.2. Continuing Disclosure for Series 2013A Bonds. The City hereby covenants and agrees that it shall comply with and carry out all of the provisions of the Continuing Disclosure Agreement to be executed by the City and to be dated as of the date of the issuance and delivery of the Series 2013A Bonds, as originally executed and as it may be amended from time to time in accordance with its terms (the “Series 2013A Disclosure Agreement”). Notwithstanding any other provision of the Bond Ordinance, failure of the City of comply with the Series 2013A Disclosure Agreement shall not be considered a default or an Event of Default under the Bond Ordinance. It is expressly provided, however, that any beneficial owner of the Series 2013A Bonds may take such action, to the extent and in such manner as may be allowed by applicable law, as may be necessary and appropriate, including seeking mandamus or specific performance by court order, to cause the City to comply with its obligations under this Section 5.2.

[End of Article V]

ARTICLE VI

SALE OF SERIES 2013A BONDS AND APPLICATION OF PROCEEDS

Section 6.1. Sale of Series 2013A Bonds. The Series 2013A Bonds shall be sold as a unit, and a certified copy of this Series 2013A Ordinance shall be filed with the Bond Registrar.

Section 6.2. Application of Series 2013A Bond Proceeds. Upon the written request of the City, the Bond Registrar shall authenticate and deliver the Series 2013A Bonds to the purchaser or purchasers and shall receive a receipt for the Series 2013A Bonds.

The City shall apply the proceeds from the sale of the Series 2013A Bonds as follows:

(a) A sufficient sum shall be deposited with the Paying Agent and Escrow Agent for the Refunded Bonds as specified in the Series 2013A Supplemental Pricing Resolution in order to pay, upon redemption at or prior to maturity, all outstanding Refunded Bonds.

(b) A sufficient sum, if any, shall be deposited into the Debt Service Reserve Account in order to increase the balance held in such account to not less than 100% of the Debt Service Reserve Requirement computed on a basis that includes all Senior Bonds which will be Outstanding immediately after the issuance of the Series 2013A Bonds, after giving effect to all Reserve Account Credit Facilities.

(c) All remaining proceeds shall be retained by the City and applied to pay the costs of issuing the Series 2013A Bonds and redeeming the Refunded Bonds, and in the event any proceeds remain after such application, such excess proceeds shall be applied to pay interest on the Series 2013A Bonds.

Section 6.3. Provision for Payment of Refunded Bonds Requiring Escrow.

Simultaneously with the issuance of the Series 2013A Bonds to the extent that Series 2004 Bonds are to be refunded from proceeds of the Series 2013A Bonds the City shall create a Series 2013A Escrow Fund to be held by U.S. Bank National Association, which is hereby designated as the Escrow Agent for the Series 2004 Bonds and the City shall deposit in the Series 2013A Escrow Fund such amount that, together with investment earnings thereon, will be sufficient to pay, at maturity or upon redemption prior to maturity all Series 2004 Bonds to be refunded with proceeds of the Series 2013A Bonds.

Section 6.4. Series 2013A Escrow Agreement.

The Chief Officer is hereby authorized and directed to enter into the Series 2013A Escrow Agreement with the Escrow Agent in substantially the form presented to the Governing Body at the time of adoption of the Series 2013A Supplemental Pricing Resolution, subject to such changes, insertions, corrections, or deletions as the Chief Officer may approve and subject to such additional changes in schedules, descriptions of investments, cash flow tables, and similar financial aspects of the Series 2013A Escrow Agreement as may be furnished. The execution and delivery of the Series 2013A Escrow Agreement by the Chief Officer shall

Attachment: 2013A BOND ORDINANCE (13-O-1138 : 2013A Bond Ordinance)

constitute conclusive evidence of the approval of all such changes, insertions, corrections, or deletions. The Series 2013A Escrow Agreement shall provide for all of the terms and conditions governing the Series 2013A Escrow Fund. In the event of any conflict between the Bond Ordinance and the Series 2013A Escrow Agreement, the Series 2013A Escrow Agreement shall control.

Section 6.5. Termination of Rights.

The City acknowledges and intends that, by virtue of the deposits into the Series 2013A Escrow Fund, the Refunded Bonds shall be deemed to have been paid and that, consequently, the rights granted to the owners of the Refunded Bonds under the Bond Ordinance (except for purposes of payment, registration, exchange and transfer), shall cease, determine, and become void.

[End of Article VI]

ARTICLE VII

HEDGED BONDS

Section 7.1. Hedged Bonds. The City anticipates terminating its designation as “Hedged Bonds” under Section 5.9(b) of the Master Bond Ordinance of \$328,735,000 in aggregate principal amount of the Series 2009B Bonds maturing November 1, 2013 through and including November 1, 2039 and anticipates designating \$328,735,000 in aggregate principal amount of Series 2013A Bonds maturing on November 1, 2013 through 2018, inclusive and on November 1, 2039, and subject to mandatory redemption on the dates and in the amounts set forth in the Series 2013A Supplemental Pricing Resolution, as “Hedged Bonds” pursuant to Section 5.9(b) of the Master Ordinance.

Section 7.2. Authorization of Swap Agreement; Novation. (a) The Finance Officer is hereby authorized to review, negotiate and approve, if deemed appropriate, a novation of the 2001 ISDA Master Agreement and related Schedule to the Master Agreement dated as of December 5, 2001 (the “Series 2001 Swap Agreement”), if deemed appropriate, on terms most favorable to the City as determined by the Finance Officer. The Finance Officer is hereby authorized and directed to execute on behalf of the City, any novated Swap Agreement and related confirmations and the Attesting Officer is hereby authorized and directed to affix the seal of the City, upon proper execution and delivery of the other parties thereto, provided, that in no event shall any such attestation or affixation of the seal of the City be required as a prerequisite to the effectiveness thereof, and the Finance Officer and the Attesting Officer are authorized and directed to deliver such documents on behalf of the City. The Finance Officer may elect not to have any such confirmation executed and delivered.

(b) The 2013A Hedged Bonds shall be related to the Hedge Agreement specified in the Series 2013A Supplemental Pricing Resolution. The City’s obligation to pay Hedge Payments under such Hedge Agreement shall be secured by a pledge of, and senior lien on, the Pledged Revenues on a parity with the lien created by Section 4.1 of the Master Ordinance to secure the Series 2013A Hedged Bonds, which Pledged Revenues are hereby pledged for that purpose.

[End of Article VII]

Attachment: 2013A BOND ORDINANCE (13-O-1138 : 2013A Bond Ordinance)

ARTICLE VIII

AMENDMENTS TO THE MODAL ORDINANCE

Section 8.1. Amendments to Definitions of “LIBOR Index Reset Date” and “Computation Date”. The definitions contained in the Master Ordinance, as supplemented by supplemental ordinances, including by Section 1.1 of the Series 2001 Ordinance and Section 1.1 of the Twelfth Supplement are hereby amended by striking in its entirety the definition of “LIBOR Index Reset Date” and “Computation Date” and replacing it with the following:

“LIBOR Index Reset Date” means the Business Day preceding each Thursday.

“Computation Date” means during each Index Rate Period, (a) when the Applicable Index is the LIBOR Index, each LIBOR Index Reset Date and (b) when the Applicable Index is the SIFMA Index, each Wednesday.

Section 8.2. Amendment to Definition of “Applicable Spread.” The definition of “Applicable Spread” in the Twelfth Supplement shall be amended by allowing the City to specify the applicable number of basis points in a supplemental pricing resolution or ordinance for each series of Bonds bearing interest during an Index Rate Period, including the Series 2013A Bonds, by striking the first sentence before the colon and replacing it with the following:

“Applicable Spread” shall mean the number of basis points indicated for a series of Bonds as specified in a pricing resolution or ordinance or if not specified in the pricing resolution or ordinance shall mean the following:”

Section 8.3. Amendment to Mandatory Tender Events in Modal Ordinance. Section 8.2 (a) of the Series 2001 Ordinance is hereby amended by striking such section in its entirety and replacing it with the following:

Attachment: 2013A BOND ORDINANCE (13-O-1138 : 2013A Bond Ordinance)

(a) Each Variable Rate Bond affected by any of the following enumerated events shall be subject to mandatory tender on the Purchase Date set opposite the respective event upon such notice as is required to be given, all as set forth in the following table, at the Purchase Price of 100% of the principal amount thereof, plus interest accrued to the Purchase Date.

Event	Purchase Date	Tender Notice Required
End of Flexible Rate Period	Day on which the Period ends	No
End of Term Rate Period	Day on which the Period ends	Yes, at least 15 days' notice
Mode Change	Mode Change Date	Yes, at least 15 days' notice
Occurrence of Last Put Termination Event	As provided in Section 11.7 hereof	As provided in Section 11.7 hereof
Occurrence of Expiry Date, if required by Section 8.3 hereof	The last Modal Business Day to occur not less than 5 days before the Expiry Date	Yes, at least 15 days' notice
New Credit Issuer	As provided in subsection (b) below	Yes, at least 15 days' notice
LIBOR Tender Date	LIBOR Tender Date established in a Supplemental Pricing Resolution	Yes, at least 15 days' notice

Section 8.4. Amendment to Index Rate Mode Change Provisions in Modal Ordinance. Section 6.1(b) of the Series 2001 Ordinance, as amended by the Twelfth Supplemental Ordinance further is hereby amended by striking such section in its entirety and replacing it with the following:

(4) The Mode of an Index Rate Bond may be changed only on an Interest Payment Date if all conditions set forth in the Continuing Covenants Agreement are satisfied, if any such agreement is in place for such Index Rate Bond.

Section 8.5. Amendment to Mode Change Notice Provisions for Index Rate Mode. Section 3.3(a) of the Series 2001 Ordinance is hereby amended by striking such section in its entirety and replacing it with the following:

(i) In addition to the conditions precedent to Mode change set forth in Section 6.9 of the Series 2001 Ordinance, only for purposes of the Series 2008 Bonds or any bonds which were sold pursuant to a direct purchase, if the Mode change is from an

Attachment: 2013A BOND ORDINANCE (13-O-1138 : 2013A Bond Ordinance)

Index Rate to a new Index Rate and the Majority Holder is unchanged, the Majority Holder must consent to such Mode Change.

Section 8.6. Amendment to Transfer and Exchangeability of Index Rate Bonds.

Section 2.2 of the Twelfth Supplemental Ordinance providing transferability and exchangeability restrictions applicable to privately placed Modal Bonds bearing interest at the Index Rate is hereby amended so as not to require an Investor Letter for publicly offered Modal Bonds bearing interest at the Index Rate by striking such section in its entirety and replacing it with the following:

Section 2.2 Transfer and Exchangeability of Index Rate Bonds.

Notwithstanding Section 2.7 of the Master Ordinance, as supplemented, prior to the transfer of any Modal Bonds bearing interest at the Index Rate which are privately placed with a purchaser subject to the terms of a continuing covenants agreement (or similar agreement) there shall first be filed with the Paying Agent and the City an Investors Letter in the form attached as Exhibit C to the Twelfth Supplemental Ordinance executed by a duly authorized officer of the purchaser thereof. An Investor Letter shall not be required to transfer and exchange publicly offered Modal Bonds in the Index Mode, including the Series 2013A Bonds.

Section 8.7. Certain Provisions of Twelfth Supplemental Ordinance not applicable to Series 2013A Bonds.

(a) Notwithstanding anything to the contrary in the Modal Ordinance Section 2.2 of the Twelfth Supplemental Ordinance relating to the transfer and exchangeability of Index Rate Bonds and Section 6.4 of the Twelfth Supplemental Ordinance relating to the availability of the Debt Service Reserve Account for Additional Interest do not apply to the Series 2013A Bonds.

(b) Notwithstanding anything to the contrary in the Modal Ordinance, the initial issuance of Series 2013A Bonds are not subject to the terms of any continuing covenants agreement and the provisions of the Modal Ordinance applicable to Modal Bonds issued subject to a continuing covenants agreement shall not apply to the Series 2013A Bonds as initially issued under this Series 2013A Supplemental Ordinance.

[End of Article VIII]

Attachment: 2013A BOND ORDINANCE (13-O-1138 : 2013A Bond Ordinance)

ARTICLE IX

MISCELLANEOUS PROVISIONS

Section 9.1. Continuance and Effect of Prior Ordinance.

The City hereby confirms the existence and applicability of the Prior Ordinance and ratifies, restates and reaffirms its representations, warranties, covenants, and agreements and all of the applicable terms, conditions and provisions as set forth in the Prior Ordinance and as supplemented and amended by this Series 2013A Bond Ordinance. Except where otherwise expressly indicated in this Series 2013A Bond Ordinance, the provisions of the Prior Ordinance are to be read as a part of this Series 2013A Bond Ordinance as though copied verbatim herein, and provisions of this Series 2013A Bond Ordinance shall be read as additions to, and not as substitutes for or modifications of (except as specifically provided herein), the provisions of the Prior Ordinance. Except as expressly amended, modified or supplemented by this Series 2013A Bond Ordinance, all of the terms, conditions and provisions of the Prior Ordinance shall remain in full force and effect. In executing and delivering this Series 2013A Bond Ordinance, the City shall be entitled to all powers, privileges and immunities afforded to the City and shall be subject to all the duties, responsibilities and obligations of the City under the Prior Ordinance.

Section 9.2. Official Statement. The preparation, use and distribution of the Preliminary Official Statement and the Official Statement with respect to the Series 2013A Bonds, including a Municipal Advisor’s Feasibility Study, shall be and is hereby authorized, ratified, confirmed, and approved, and the execution and delivery of the Official Statement in final form shall be and is hereby authorized, ratified, confirmed, and approved. The Chief Officer is hereby authorized and directed to ratify, confirm, approve, execute, and deliver the Official Statement on behalf of the city, and the execution of an Official Statement by the Chief Officer shall constitute conclusive evidence of the Chief Officer’s ratification, confirmation, approval and delivery thereof on behalf of the City.

Section 9.3. Designation of Bond Registrar and [,] Paying Agent [and Calculation Agent] for the Series 2013A Bonds.

The City hereby designates U.S. Bank National Association, Atlanta, Georgia, as Bond Registrar, Paying Agent and Calculation Agent for the Series 2013A Bonds.

Section 9.4. Validation of Series 2013A Bonds. The City shall deliver a certified copy of this Series 2013A Bond Ordinance with an appropriate notice signed by the Attesting Officer to the District Attorney for the Atlanta Judicial Circuit accompanied by the request that the District Attorney proceed with the validation of the Series 2013A Bonds.

Section 9.5. Repeal of Conflicting Ordinances and Resolutions.

Any and all ordinances and resolutions, or parts of ordinances or resolutions, if any, in conflict with this Series 2013A Bond Ordinance are hereby repealed.

Attachment: 2013A BOND ORDINANCE (13-O-1138 : 2013A Bond Ordinance)

Section 9.6. General Authorization.

From and after the date of adoption of this Series 2013A Bond Ordinance, the officials, employees and agents of the City are hereby authorized to do all such acts and things and to execute and deliver any and all other documents, agreements, certificates and instruments (including, without limitation, a certificate regarding the preparation of a Preliminary Official Statement in connection with the Series 2013A Bonds any confirmation executed in connection with a Swap Agreement) as may be necessary or desirable in connection with the actions authorized by and the transactions contemplated on the part of the City pursuant to this Series 2013A Bond Ordinance.

Section 9.7. Ordinance Constitutes a Contract.

This Series 2013A Bond Ordinance supplements and amends a contract with the Bondholders binding the City and therefore it is proper and appropriate for the Chief Officer to execute the same on behalf of the City and for the Attesting Officer to testify the same.

Section 9.8. Notice of Adoption of Series 2013A Bond Ordinance. The Bond Registrar shall mail a notice by registered or certified mail to the registered owners of all Bonds Outstanding, at their addresses shown on the Bond Register or at such other address as has been furnished in writing by such registered owner to the Bond Registrar, setting forth in general terms the substance of this Series 2013A Bond Ordinance.

Section 9.9. Effective Date.

This Series 2013A Bond Ordinance shall take effect immediately upon its adoption by the Governing Body of the City and approval by the Mayor of the City and the provisions of any previous resolutions or ordinances in conflict with the provisions herein are hereby superseded.

[End of Article IX]

(Signature Page Follows)

Attachment: 2013A BOND ORDINANCE (13-O-1138 : 2013A Bond Ordinance)

[SIGNATURE PAGE TO SERIES 2013A BOND ORDINANCE]

CITY OF ATLANTA

(SEAL)

By: _____
Mayor

Attest:

Municipal Clerk

APPROVED AS TO FORM

City Attorney

Attachment: 2013A BOND ORDINANCE (13-O-1138 : 2013A Bond Ordinance)

EXHIBIT A

**CERTIFICATE OF FINANCIAL ADVISOR
AS REQUIRED BY SECTION 5.2.1
OF THE MASTER ORDINANCE**

Attachment: 2013A BOND ORDINANCE (13-O-1138 : 2013A Bond Ordinance)