CITY COUNCIL
ATLANTA, GEORGIA

13-O-1189

LEGISLATION HISTORY – BLUE BACK

AN ORDINANCE BY COUNCILMEMBER HOWARD SHOOK A SERIES 2013B 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 AND 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, THAT CERTAIN TWELFTH SUPPLEMENTAL ORDINANCE ADOPTED ON JULY 18, 2011 AND THAT CERTAIN SERIES 2013A BOND ORDINANCE, ADOPTED JULY 15 2013; TO PROVIDE FOR THE ISSUANCE BY THE CITY OF ATLANTA OF ITS WATER AND WASTEWATER REVENUE REFUNDING BONDS, SERIES 2013B, 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 FOR OTHER RELATED PURPOSES

Review List:

Atlanta City Council	Completed	07/03/2013 11:59 AM
Finance/Executive Committee	Pending	

HISTORY:

07/01/13 Atlanta City Council

Certified by Presiding Officer	Certified by Clerk
Mayor's Action *See Authentication Page Attachment*	

CITY COUNCIL
ATLANTA, GEORGIA

13-O-1189

SPONSOR SIGNATURES

Howard Shook, Councilmember, District 7

AN ORDINANCE
BY COUNCILMEMBER(S) SHOOK

AN ORDINANCE BY COUNCILMEMBER HOWARD SHOOK A SERIES 2013B 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 AND 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, THAT CERTAIN TWELFTH SUPPLEMENTAL ORDINANCE ADOPTED ON JULY 18, 2011 AND THAT CERTAIN SERIES 2013A BOND ORDINANCE, ADOPTED JULY 15 2013; TO PROVIDE FOR THE ISSUANCE BY THE CITY OF ATLANTA OF ITS WATER AND WASTEWATER REVENUE REFUNDING BONDS, SERIES 2013B, 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 FOR OTHER RELATED PURPOSES

A SERIES 2013B 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 AND 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, THAT CERTAIN TWELFTH SUPPLEMENTAL ORDINANCE ADOPTED ON JULY 18, 2011 AND THAT CERTAIN SERIES 2013A BOND ORDINANCE, ADOPTED JULY 15 2013; TO PROVIDE FOR THE ISSUANCE BY THE CITY OF ATLANTA OF ITS WATER AND WASTEWATER REVENUE REFUNDING BONDS, SERIES 2013B, 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 FOR OTHER RELATED PURPOSES.

AN ORDINANCE BY COUNCIL MEMBER(S)

A SERIES 2013B 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 O 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 AND THAT CERTAIN SERIES 2009B BOND ORDINANCE ADOPTED ON OCTOBER 2009, AS SUPPLEMENTED BY THAT CERTAIN SUPPLEMENTAL SERIES 2009B BOND ORDINANCE ADOPTED OCTOBER 14, 2009, THAT CERTAIN TWELFTH SUPPLEMENTAL ORDINANCE ADOPTED ON JULY 18, 2011 AND THAT CERTAIN SERIES 2013A BOND ORDINANCE, ADOPTED JULY 15 201 TO PROVIDE FOR THE ISSUANCE BY THE CITY OF ATLANTA OF ITS WATER AND WASTEWATER REVENUE REFUNDING BONDS, SERIES 2013B, 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 FINAN OFFICER; AND FOR OTHER RELATED PURPOSES.

TABLE OF CONTENTS

This Table of Contents is for convenience of reference only and is not part of this Series 2013B Bond Ordinance.

ARTICLE I DEFINITIONS 9

Section 1.1. Definitions 9

ARTICLE II THE SERIES 2013B BONDS 10

Section 2.1.Section 2.2.Section 2.3.Section 2.4.Section 2.5.Section 2.6.

Authorization; Designation of Series 20 13B Bonds 1 0

Supplemental Pricing Resolution 1 0

Parity Certification 10

Series 2013B Bond Details ..... .11

Form of Series 2013B Bonds 11

DTC Book-Entry 23

ARTICLE III REDEMPTION OF SERIES 2013B BONDS 24

Section 3.1. Optional and Mandatory Redemption of Series 2013B Bonds 24

ARTICLE IV GENERAL PROVISIONS 25

Section 4.1. Authorization of Series 2013B Registrar and Paying Agent

Agreement 25

Section 4.2. Continuing Disclosure for Series 2013B Bonds 25

ARTICLE V SALE OF SERIES 2013B BONDS AND APPLICATION OF PROCEEDS 26

Section 5.1.Section 5.2.

Sale of Series 20 13B Bonds 26

Application of Series 2013B Bond Proceeds 26

ARTICLE VI MISCELLANEOUS PROVISIONS 28

Section 6.1.Section 6.2.Section 6.3.

Section 6.4.Section 6.5.Section 6.6.Section 6.7.Section 6.8.Section 6.9.

Continuance and Effect of Prior Ordinance 28

Official Statement 28

Attachment: C (13-O-1189 : 2013B SERIES BOND)

Designation of Bond Registrar and Paying Agent for the Series 2013B Bonds 28

Validation of Series 2013B Bonds 28

Repeal of Conflicting Ordinances and Resolutions 28

General Authorization 28

Bond Ordinance Constitutes a Contract 29

Notice of Adoption of this Series 2013B Bond Ordinance 29

Effective Date 29

Attachment: C (13-O-1189 : 2013B SERIES BOND)

SERIES 2013B BOND ORDINANCE

A SERIES 2013B BOND ORDINANCE TO RATIFY, REAFFIRM, SUPPLEMENT AND AMEND THAT CERTA MASTER BOND ORDINANCE ADOPTED ON MARCH 31, 1999, AS PREVIOUSLY SUPPLEMENTED AND AMENDED BY THAT CERTAIN FIRST SUPPLEMENTAL BOND ORDINANCE ADOPTED ON MARCH 5, 20 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 CERTA SUPPLEMENTAL SERIES 2004 BOND ORDINANCE ADOPTED ON SEPTEMBER 15, 2004, THAT CERTAIN FIFTH SUPPLEMENTAL BOND ORDINANCE ADOPTED ON NOVEMBER 19, 2007, THAT CERTAIN SERIE 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 BO ORDINANCE ADOPTED ON JUNE 17,2009 AND THAT CERTAIN SERIES 2009B BOND ORDINANCE ADOPTED ON OCTOBER 5, 2009, AS SUPPLEMENTED BY THAT CERTAIN SUPPLEMENTAL SERIES 200 BOND ORDINANCE, ADOPTED OCTOBER 14, 2009, THAT CERTAIN TWELFTH SUPPLEMENTAL ORDINANCE ADOPTED ON JULY 18, 2011 AND THAT CERTAIN SERIES 2013A BOND ORDINANCE, ADOPTED JULY 15 2013; TO PROVIDE FOR THE ISSUANCE BY THE CITY OF ATLANTA OF ITS WATER AND WASTEWATER REVENUE REFUNDING BONDS, SERIES 2013B, FOR THE PURPOSE OF REFUNDIN ALL OR A PORTION OF ITS OUTSTANDING SERIES 1999A BONDS, SERIES 2001A BONDS AND SERIES 2 BONDS AS AND TO THE EXTENT DEEMED IN THE BEST INTERESTS OF THE CITY BY THE FINANCE OFFICER; AND FOR OTHER RELATED PURPOSES.

WHEREAS, the City of Atlanta, Georgia (the "City"), by a Master Bond Ordinance duly and validly adopted on Mar 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 (the "Series 1999A Bonds"), now outstanding in aggregate principal amount of $601,440,000, 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 wh are presently outstanding; and

WHEREAS, terms used in this Series 2013B Bond Ordinance and not otherwise defmed herein shall have the meani assigned to such terms in the Prior Ordinance (hereinafter defined); and

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

WHEREAS, the Series 1999A Bonds are Parity Bonds payable from and secured by Pledged Revenues and rank on a par 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 long as such Bonds remain Outstanding, the City may enter into Hedge Agreements with Qualified Hedge Providers, and other providers, with respect to any Bonds, (2) the City shall authorize the execution, delivery and performance of each Hec Agreement in a Supplemental Ordinance, in which it shall designate the related Hedged Bonds, and (3) the City's obligatior pay Hedge Payments may be secured by a pledge of, and lien on, the Pledged Revenues on a parity with the lien created b Section 4.1 of the Master Ordinance to secure the related Hedged Bonds, or may be subordinated in lien and right of paym 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 (t "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 ("Confmnation #1"), dated March 5, 2001, relating $145,000,000 in aggregate principal amount of the Series 1999A Bonds maturing on November 1, 2029 and 2038 (the "Ser 1999A-l Hedged Bonds") and (2) a Confirmation of Swap Transaction ("ConfIrmation #2"), dated March 5, 2001, relating $71,850,000 in aggregate principal amount of the Series 1999A Bonds maturing on November 1,2022 and 2038 (the "Seric 999A-2 Hedged Bonds"); and

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

WHEREAS, on March 4,2010, the Series 1999A Swap Agreement, as supplemented by Confmnation #1 and Confmnatio #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 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 not secured by Pledged Revenues on a parity with Senior Lien Bonds; and

Attachment: C (13-O-1189 : 2013B SERIES BOND)

WHEREAS, the Master Ordinance provides for the issuance under certain conditions of Parity Bonds payable from a 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 vali 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 2001 A, now outstanding in 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 2001 A Bonds are Parity Bonds payable from and secured by Pledged Revenues and rank on 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, ea dated as of December 5, 2001 (collectively the "Series 2001 Swap Agreement") with the Swap Provider, as supplemen 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-l Hedged Bonds") and (2) a Confirmation of Swap Transaction ("ConfIrmation #5) dated December 28, 2001, relating to the th outstanding $105,705,000 in aggregate principal amount of the Series 2001C Bonds then operating in the Daily Mod and maturing on November 1, 2041 (the "Series 2001 C 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 correspond in amount and date to the principal maturities of the Series 2001B-l Hedged Bonds, (1) the City agreed to pay the Sw Provider a monthly fixed amount based on fixed interest rates, and (2) the Swap Provider agreed to pay the City a mont floating amount based on the Securities Industry and Financial Markets Association ("SIFMA") Municipal Swap Ind from February 1,2002 to May 1,2009, and 67% of LIB OR 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 correspond in amount and date to the principal maturities of the Series 2001C Hedged Bonds, (1) the City agreed to pay the Swa Provider a monthly fixed amount based on 4.09% per annum, and (2) the Swap Provider agreed to pay the City a mont floating amount based on the SIFMA Municipal Swap Index; and

WHEREAS, the Series 2001 Ordinance designated the Series 2001B-l 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 Payment under the Series 2001 Swap Agreement shall be secured by a pledge of, and lien on, the Pledged Revenues on a parit with the lien created by the Master Ordinance to secure the then outstanding Series 2001 B-1 Hedged Bonds and the Series 2001 C Hedged Bonds; and

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

WHEREAS, pursuant to the terms of the Master Ordinance, the City, by a Series 2004 Bond Ordinance duly and vali adopted on August 16, 2004, as supplemented by a Supplemental Series 2004 Bond Ordinance duly and validly adop 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 th 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 par 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 1 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 vali adopted on March 17, 2008 (the "Series 2008 Ordinance"), authorized, issued, and delivered $106,795,000 in origina aggregate principal amount of its Water and Wastewater Revenue Bonds, Series 2008, now outstanding in the aggreg 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 par 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 Ser 2001 Ordinance, in order to enhance the marketability of then outstanding Series 2001B Bonds and Series 2001C Bon and

WHEREAS, the City, by a Commercial Paper Ordinance duly and validly adopted on January 17, 2006 (the "Commerc Paper Ordinance"), authorized the issuance, in various

programs, series, and subseries from time to time, of its Water and Wastewater Revenue Commercial Paper Notes (th "Commercial Paper Notes") in an aggregate principal amount not to exceed $1,200,000,000, none of which are presen outstanding; and

WHEREAS, pursuant to the terms of the Master Ordinance, the City, by a Series 2009 Bond Ordinance duly and vali adopted on May 4, 2009, as supplemented by a Supplemental Series 2009 Bond Ordinance duly and validly adopted 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 vali adopted on October 5, 2009, as supplemented by a Supplemental Series 2009B Bond Ordinance duly and validly adop 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 (the "Series 2009B Bonds"), now outstanding in the aggregate principal amount of $447,130,000, the proceeds of which were used to refu 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 November 1, 2038 and designated $330,110,000 in aggregate principal amount of the Series 2009B Bonds maturing 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 Ser 2009A Bonds, the Series 2009B Bonds, the to be issued Series 2013A Bonds and Series 2013B Bonds, the Series 20 Swap Agreement, as supplemented by Conftrmation #3 and Confirmation #5, are the only presently outstanding rever bonds and

Attachment: C (13-O-1189 : 2013B SERIES BOND)

associated obligations of the City secured by a pledge of and senior lien on the Pledged Revenues, and the City is nov 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 Ordinanc the Series 2009B Ordinance, the Twelfth Supplemental Bond Ordinance, the Series 2013A Bond Ordinance and this Series 2013B Bond Ordinance (the "Bond Ordinance"); and

WHEREAS, the City amended and supplemented the Master Ordinance and the Series 2001 Ordinance to provide for Index Rate Mode as an additional Mode into which Modal Bonds may be converted, and converted the then Outstand 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 Bc Ordinance and in the Continuing Covenants Agreement, dated as of August 1,2011, between the City and the Wells Fa Bank, National Association; and

WHEREAS, the City has determined that by refunding all or a portion of the Series 1999A Bonds, Series 2001A Bor and Series 2004 Bonds to be selected by the Finance Officer and as specified in a Series 2013B 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 City's water a sewer system for the City to refund the Refunded Bonds and to finance the costs of the foregoing by issuing its Water a Wastewater Revenue Refunding Bonds, Series 2013B (the "Series 2013B Bonds") in the aggregate principal amount not to exceed $700,000,000; and

WHEREAS, simultaneously with the issuance of the Series 2013B Bonds the City expects to issue its Water and Wastewater Revenue Refunding Bonds, Series 2013A (the "Series 2013A Bonds") in an aggregate principal amount $328,735,000 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 2013B Bonds to be issued by the City shall be Parity Bonds payable from and secured by Pledg Revenues and shall rank on a parity as to the pledge of and senior lien on Pledged Revenues with the Outstanding Pa Bonds and other parity obligations, currently consisting of the outstanding Series 1999A Bonds, the Series 2001A Bon the Series 2004 Bonds, the Series 2008 Bonds, the Series 2009A Bonds, the Series 2009B Bonds and the Series 2013 Bonds and the obligation to make Hedge Payments due in connection with the Series 2001 Swap Agreement, as permit under Article V of the Master Ordinance; and

WHEREAS, the City has determined that it is in its best interest to (i) terminate the designation as "Hedged Bonds" un the Master Ordinance of $328,735,000 in aggregate principal amount of the Series 2009B Bonds maturing Novembe 1,2013 through November 1, 2038 and currently associated with the Series 2001 Swap Agreement, as supplemented Confirmation #3 and (ii) to designate $328,735,000 in aggregate principal amount of the Series 2013A Bonds as "Hedg Bonds" pursuant to the Master Ordinance; and

Attachment: C (13-O-1189 : 2013B SERIES BOND)

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, a shall set forth in such proceedings, among other things, the date or dates such additional Bonds shall bear and the rate or ra of interest, interest payment date or dates, maturity date or dates, and redemption provisions with respect to such additiona 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 provisions 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 there and the security therefor shall be validated as prescribed by law; and

WHEREAS, the City may elect in the future to use tax revenues to pay Expenses of Operation and Maintenance and desires make provision for these payments in the Bond Ordinance; and

WHEREAS, the Master Ordinance permits the City, without the consent of Bondholders, to adopt Supplemental Ordinan which thereafter shall form a part of the Master Ordinance, in order to, among other things, modify the Master Ordinance 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 Cre Facility providing for the payment of the full amount of principal and interest to be paid thereon, each Rating Agency shal have given written notification to the City that such modification will not cause the then applicable Rating on any Bonds to reduced or withdrawn and (ii) any Outstanding Bonds which are secured by Credit Facilities providing for the payment of 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 increase the size or scope of the System, to create additional subaccounts or to abolish any su accounts within any account, or to change the amount of the Debt Service Reserve Requirement, but not below the amoun 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 eacl Rating Agency shall have given written notification to the City that the modification will not cause the then applicable Rat on any Bond to be reduced or withdrawn and (ii) for any Outstanding Bonds which are secured by a Credit Facility each Cre 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 Ordinar 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 adoption of this Series 2013B Bond Ordinance and the Rating Agencies rating the Series 2009A Bonds have provided writ notification to the City that the modification will not result in a downgrade of the ratings on the Series 2009A Bonds (being 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:

ARTICLE I

DEFINITIONS

Section 1.1.Definitions. The definitions contained in the Master Ordinance, as supplemented and amended by t 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.

"Beneficial Owner," with respect to the Series 2013B Bonds, shall have the meaning specified in Section 2.5.

"Prior Bonds" means the Series 1999A Bonds, the Series 2001A Bonds, the Series 2004 Bonds, the Series 200 Bonds, the Series 2009A Bonds, the Series 2009B Bonds and the Series 2013A Bonds.

"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 Serie 2008 Ordinance, the Seventh Supplemental Ordinance, the Series 2009 Ordinance, the Series 2009B Ordinanc and the Twelfth Supplemental Ordinance.

"Refunded Bonds" for purposes of this Series 2013B Bond Ordinance, means all or a portion of the Series 199 Bonds, Series 2001A Bonds and Series 2004 Bonds identified in the Series 2013B Supplemental Pricing Resolution.

"Series 2013B Bonds" means the City's Water and Wastewater Revenue Refunding Bonds, Series 2013B, in th original aggregate principal amount not to exceed $700,000,000, authorized under Section 2.1.

"Series 2013B Ordinance" means this Series 2013B Bond Ordinance.

"Series 2013B Registrar and Paying Agent Agreement" means U.S. Bank National Association.

"Series 2013B Supplemental Pricing Resolution" means the City's ordinance or resolution supplementing this Series 2013B Bond Ordinance to set forth certain pricing terms.

"Underwriter" means, for purposes of the Series 2013B Bonds, Goldman Sachs, as representative.

[End of Article I]

ARTICLE II

THE SERIES 2013B BONDS

Section 2.1.Authorization; Designation of Series 2013B Bonds. For the purpose of providing funds to be applied towa among other things, the costs, in whole or in part, of refunding by redemption and payment, of all or a portion of the Cit Series 1999A Bonds, Series 200lA Bonds and Series 2004 Bonds and to pay costs associated with the issuance of the Series 2013B Bonds, the City hereby authorizes the execution, issuance, and delivery of a series of Bonds, in an origi aggregate principal amount of not to exceed $700,000,000, to be designated "City of Atlanta Water and Wastewater Revenue Refunding Bonds, Series 2013B," which shall be executed, issued, and delivered under, and secured by, the Prior Ordinance, as supplemented and amended by this Series 2013B Bond Ordinance.

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

Section 2.2.Supplemental Pricing Resolution. The City shall, after the Series 2013B Bonds have actually been sold, ad a Series 2013B Supplemental Resolution which, among other things, will specify the interest rate or rates which the Series 2013B Bonds shall bear, the principal amount of Series 2013B Bonds to mature in each year, the maturities of Series 2013B Bonds, if any, which will be designated as term bonds subject to mandatory redemption, the optional redemption provisions applicable to the Series 2013B Bonds and other particulars of the Series 2013B Bonds and wil provide for the actual issuance and delivery of the Series 2013B Bonds upon the payment therefor by the purchaser o purchasers thereof.

Section 2.3.Parity Certification. The Series 2013B Bonds shall be Parity Bonds payable from and secured by Pledged Revenues and shall rank on a parity as to the pledge of and lien on the Pledged Revenues with the Prior Bonds, pursu to authorization granted by Article V of the Master Ordinance. The City hereby fmds, determines, declares, and certif that it has fulfilled all of the applicable requirements of Article V of the Master Ordinance that are conditions preceden the issuance of the Series 2013B 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 2013B Bonds will reduce the total debt service payments on Outstand Senior Bonds on a present value basis, which report is attached to this Series 2013B 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 each account of the Sinking Fund is not less than the balance required by the Bond Ordinance as of the date of issuance the Series 2013B Bonds.

(c) This Series 2013B 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

Attachment: C (13-O-1189 : 2013B SERIES BOND)

be Outstanding immediately after the issuance of the Series 2013B Bonds and (2) that thel amount of such increase b deposited in such account on or before the date and at least as fast asl specified in Section 4.4(f) of the Master Ordinan

(d) This Series 2013B Ordinance requires the proceeds of the Series 2013B Bonds tol

be used to fund interest on the Series 2013B Bonds, to refund other obligations issued for thel purpose of providing f the contruction, expansion or improvement of the System, and to payl expenses incidental thereto and to the issuance the Series 2013B Bonds.

(e) The Chief Officer will certify, by written certificate dated as of the date of

issuance of the Series 2013B Bonds, that the City is in compliance with all requirements of thel Bond Ordinance.

(f) The City will receive an opinion of Bond Counsel, dated as of the date of issuance

of the Series 2013B Bonds, to the effect that this Series 2013B Ordinance and the Series 2013BI Supplemental Pricir Resolution have been duly adopted by the City.

The City hereby certifies and recites that the requirements of Article V of the Masten

Ordinance for the issuance of the Series 2013B Bonds as Parity Bonds have, or upon thel issuance of the Series 2013 Bonds, will have been satisfied, and the Series 2013B Bonds shall be treated as Parity Bonds secured under and pursu to the Bond Ordinance equally and ratably] with the Prior Bonds.

Section 2.4.Series 2013B Bond Details. The Series 2013B Bonds shall be dated thel date of issuance and delivery. Tl Series 2013B Bonds shall be numbered in a convenient] manner, established by the Bond Registrar and shown by the Bond Register.

The Series 2013B Bonds shall bear interest at the rates per annum to be specified in thel

Series 2013B Supplemental Pricing Resolution to be adopted by the Governing Body (but whichl shall not in any eve exceed a maximum per annum rate of interest of 7.00%), computed on the basis of a 360-day year consisting of twel 30-day months, payable on November I, 2013, and semiannually thereafter on each May and November of eac year and shall mature on!

November I, in the years (with a term not exceeding 40 years and the fmal maturity date of the

Series 2013 Bonds shall be November I, 2043) and in the principal amounts to be specified in al Series 2013B Supplemental Pricing Resolution to be adopted by the Governing Body (provided the principal of and interest on the Series 2013B Bonds payable in any Fiscal Year shall not in] any event exceed a maximum amount of$115,000,000), unless earlier called for redemption.

Attachment: C (13-O-1189 : 2013B SERIES BOND)

The Series 2013B Bonds that mature on November 1 of the years to be specified in the

Series 2013B Supplemental Pricing Resolution to be adopted by the Governing Body and approved by the Chief Offi will be Term Bonds.

Section 2.5.Form of Series 2013B Bonds. The Series 2013B 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 2013B Bond may appear on the reverse side of the Series 2013B Bo with such variations, omissions, substitutions, and! insertions as are required or permitted by the Bond Ordinance.

[FORM OF SERIES 2013B 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 2013B

NumberR-

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Da t
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Rate
Dated
CUSIP

November T,

_____ ,20p

Registered Owner: Regiat~&:

Principal Amount: 'Principal An

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reg

KNOW ALL MEN BY THESE PRESENTS that th~ #JLAl'IENNltX ~ ity"), a municipal corporation duly created and existing 'Uiitwflliim\W~f>ttle:_ftf~~~~ value received, hereby promises to pay (but only fOOtvMufhcJe~u~Ut~ ~eDJomi_ istered owner identified above, or registered assignsfe_tm@dMM'Mtyi@Btiti~tMo.Mfe~

Attachment: C (13-O-1189 : 2013B SERIES BOND)

unless this Bond shall have been called for redemption prior to maturity and payment of the redemption price shall ha been duly made or provided for, the principal amount identified above and to pay (but only out of the sources provide interest on the balance of such principal sum from time to time remaining unpaid from and including the date hereof from and including the most recent Interest Payment Date (as hereinafter defmed) with respect to which interest has be paid or duly provided for, until payment of such principal sum has been made, at the interest rate per annum shown abo (computed on the basis of a 360-day year consisting of twelve 30-day months) on November 1 and May 1 of each ye (each an "Interest Payment Date") commencing , 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 such rate.

Principal of and redemption premium, if any, on this Bond are payable when due in lawful money of the United States America upon presentation and surrender of this Bond at the corporate trust office of U.S. Bank National Association, registrar and paying agent (the "Bond Registrar" or the "Paying Agent"). Payment of interest on this Bond shall be ma to the registered owner and shall be paid in lawful money of the United States of America by check or draft mailed on applicable Interest Payment Date to such registered owner as of the close of business on the 15th day of the calendar month (the "Record Date") immediately preceding such Interest Payment Date at its address as it appears on the registration books (the "Bond Register") of the City maintained by the Bond Registrar, or at such other address as is furnished in writing by such registered owner to the Bond Registrar.

Notwithstanding the foregoing, however, interest on this Bond shall be payable to any registered owner of more than $1,000,000 in aggregate principal amount of the Bonds of the same series as this Bond (including this Bond) by deposit immediately available funds to the account of such registered owner maintained with the Paying Agent or transmitted wire transfer to such registered owner at an account maintained at a commercial bank located within the United States America, if the Paying Agent receives from such registered owner written deposit or wire transfer instructions prior to Record Date preceding the Interest Payment Date for which the deposit or wire transfer is requested.

This Bond is one of a series of $ _____ in original aggregate principal amount

of revenue bonds designated "City of Atlanta Water and Wastewater Revenue Refunding Bonds, Series 2013B" (the "Series 2013B Bonds"), issued by the City pursuant to and in full compliance with the provisions of the Constitution a statutes of the State of Georgia, including specifically, but without limitation, Article 3 of Chapter 82 of Title 36 of th 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 2013B Bonds have been authorized by a Series 2013B Bond Ordinance duly adopted the City on July 15, 2013, as supplemented by a Supplemental

Pricing Resolution duly adopted by the City on _____, 2013 (collectively the "Series

2013B 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").

Attachment: C (13-O-1189 : 2013B SERIES BOND)

The City also authorized the issuance of the City of Atlanta Water and Wastewater Revenue Refunding Bonds, Series 201 in the aggregate principal amount of $328,735,000 (the "Series 2013A Bonds") concurrently with the issuance of the Serie 2013B Bonds for the purpose of providing funds to be applied toward, among other things, the costs, in whole or in part o refunding by redemption and payment, 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 2013B Bonds and other Parity Bon

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

The Master Ordinance provides for the issuance under certain conditions of Parity Bonds (as defined in the Master Ordinan payable from and secured by Pledged Revenues and ranking on a parity as to the pledge of and lien on the Pledged Reven 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 "Se 2001B Bonds"), none of which are presently outstanding, and (3) $105,705,000 in original aggregate principal amount of Water and Wastewater Revenue Bonds, Series 2001C (the "Series 2001C Bonds"), none of which are presently outstandin Pursuant to the terms of the Master Ordinance, the City, by a Series 2004 Bond Ordinance duly adopted on August 16, 2004 supplemented by a Supplemental Series 2004 Bond Ordinance duly adopted on September 15, 2004 (collectively the "Seri 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 o $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 amo of its Water and Wastewater Revenue Bonds (the "Series 2008 Bonds") now outstanding in the aggregate principal amoun $106,795,000. Pursuant to the terms of the Master Ordinance, the City, by a Series 2009 Bond Ordinance duly adopted on M 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 an Wastewater Revenue Bonds, Series 2009A (the "Series 2009A Bonds"), now outstanding in the aggregate principal amoun $714,065,000. Pursuant to the terms of the Master Ordinance, the City, by a Series 2009B Bond Ordinance duly adopted c 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 amoun $447,130,000. The Series 2001A Bonds, the Series 2004 Bonds, Series 2008 Bonds, the Series 2009A Bonds, the Series 2009B Bonds the Series 2013A Bonds and the Series 2013B Bonds are Parity Bonds payable from and secured by Pledge Revenues and rank on a parity as to the pledge of and lien on the Pledged Revenues with the Series 1999A Bonds. The Se 2013B Bonds have been issued under the provisions of the Master Ordinance authorizing the issuance of Parity Bonds and 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 2001 Bonds, the Series 2004 Bonds, the Series 2009A Bonds, Series 2009B Bonds and the Series 2013A Bonds. The Series 2013B Bonds are all issued under and, together with the Ser 1999A Bonds, the Series 2001 Bonds, the Series 2004 Bonds, the Series 2008 Bonds, the Series 2009A Bonds, the Series 2009B Bonds and the Series 2013A 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 du1y 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 C 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 Ordinance (collectively, the "Bond Ordinance").

The Series 2013B Bonds maturing on or before November 1, __ , may not be called for optional redemption prior to matur The Series 2013B Bonds maturing on or after November 1, __ , are subject to redemption prior to maturity at the option of City on or

after November 1, _____ , in whole at any time or in part on any Interest Payment Date, at the

redemption prices (expressed as percentages of principal amount) set forth in the table below plus accrued interest on such redemption date:

Redemption Date (dates inclusive)

Redemption Price

____ 1, __ through _____, __

____ 1, __ through _____, __

____ 1, __ and thereafter

%

The Series 2013B Bonds maturing on November 1, __ , November 1, __ , and

November 1, _____-, 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 amou of the Series 2013B Bonds set forth below plus the interest due thereon on the redemption date, on the dates set forth belo

Attachment: C (13-O-1189 : 2013B SERIES BOND)

Series 2013B Bonds MaturinSdrifici6.biBlBonds

November 1 of the Year

November 1 of the Year

Principal Amount

+ Final Maturity

Series 2013B Bonds Maturing November 1,

November 1
of the Year Principal Amount
+ Final Maturity

Series 2013B Bonds Matuhn~~errBonds

November 1 of the Year

November 1 ofthe·Year

Pnncipal Amount

+ Final Maturity

Notice of redemption, unless waived, is to be given by first class mail at least 30 days and not more than 60 days prior the date fixed for redemption to the registered owner of each Series 2013B Bond to be redeemed at the address shown the Bond Register or at such other address as is furnished in writing by such registered owner to the Bond Registrar. such Series 2013B Bonds called for redemption and for the retirement of which funds are duly provided shall, on the redemption date designated in such notice, become and be due and payable at the redemption price provided for redemption of such Series 2013B Bonds on such date, and

Attachment: C (13-O-1189 : 2013B SERIES BOND)

interest on the Series 2013B Bonds or portions of Series 2013B Bonds so called for redemption shall cease to accrue, su Series 2013B Bonds or portions of Series 2013B Bonds shall cease to be entitled to any lien, benefit, or security under Bond Ordinance, and the owners of such Series 2013B Bonds or portions of Series 2013B Bonds shall have no rights respect thereof except to receive payment of the redemption price. Any defect in any notice of redemption shall not aff the validity of proceedings for the redemption of any Series 2013 B Bonds.

The City has established a book-entry system of registration for the Series 2013B Bonds.

Except as specifically provided otherwise in the Bond Ordinance, an agent will hold this Bond on behalf of the benefic owner hereof. By acceptance of a confirmation of purchase, delivery, or transfer, the beneficial owner of this Bond sh be deemed to have agreed to such arrangement. While the Series 2013B Bonds are in the book-entry system of registration, the Bond Ordinance provides special provisions relating to the Series 2013B Bonds that override certain other provisions of the Bond Ordinance. This Bond is transferable by the registered owner at the principal corporate tr office of the Bond Registrar but only in the manner, subject to the limitations, and upon payment of the charges provic in the Bond Ordinance and upon surrender of this Bond. Upon such transfer, a new registered Bond or Bonds of the sa series, maturity, interest rate, aggregate principal amount, and tenor, of any authorized denomination or denominatio and bearing numbers not then outstanding, will be issued to the transferee in exchange for this Bond. The Series 201 Bonds are issuable as fully registered Bonds in the denomination of $5,000 or any integral multiple thereof. The Bon Registrar is not required to transfer or exchange any Series 2013B Bond after notice calling such Series 2013B Bond redemption has been given or during the period of 15 days (whether or not a business day for the Bond Registrar, but excluding the redemption date and including such 15th day) immediately preceding the giving of such notice of redemption.

The Series 2013B Bonds, the Series 1999A Bonds, the Series 2001A Bonds, the Series 2004 Bonds, the Series 2008 Bonds, the Series 2009 Bonds, the Series 2009B Bonds, the Series 2013A Bonds and such revenue bonds of the City may in the future be issued on a parity therewith, are equally and ratably secured by pledge of the "Pledged Revenues" 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 defmed in the Bond Ordinan 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 State 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 2013B BONDS SHALL NOT BE DEEMED TO CONSTITUTE A DEBT OF THE CITY WITHIN T MEANING OF ANY CONSTITUTIONAL LIMITATION ON DEBT NOR A PLEDGE OF THE FAITH AND CREDIT OF THE CITY. THE SERIES 2013B BONDS SHALL NOT BE PAYABLE FROM OR A CHARGE UPC ANY FUNDS OTHER THAN THE REVENUES AND AMOUNTS PLEDGED TO THE PAYMENT THEREOF, N SHALL THE CITY BE SUBJECT TO ANY PECUNIARY LIABILITY THEREON. NO OWNER OR OWNERS C THIS BOND SHALL EVER HAVE THE RIGHT TO COMPEL ANY EXERCISE OF THE TAXING POWER OF T 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 2013B BONDS.

The City has covenanted and hereby covenants and agrees at all times while any Series 2013B Bonds are outstanding a unpaid to prescribe, fix, maintain, and collect rates, fees, and other charges for the services, facilities, and commoditi furnished by the System fully sufficient at all times to: (i) provide for 100% of the expenses of operation and maintenar of the System and for the accumulation in the Revenue Fund (as defined in the Bond Ordinance) of a reasonable rese therefor, and (ii) produce net operating revenues in each Fiscal Year (as defmed in the Bond Ordinance) which, toget with certain investment earnings, will: (a) equal at least 110% of the debt service requirement on all Senior Bonds (a defmed in the Bond Ordinance) then outstanding and 100% of the debt service requirement on all Subordinate Bonds defmed in the Bond Ordinance) then outstanding, (b) enable the City to make all required payments into the Debt Serv Reserve Account and the Rebate Fund and to any Credit Issuer, any Reserve Account Credit Facility Provider, and ar Qualified Hedge Provider (as each is defmed in the Bond Ordinance), (c) enable the City to accumulate an amount to held in the Renewal and Extension Fund (as defmed 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 2013B 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 unconditiona 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 owners of a majority in aggregate principal amount of the Bonds (as defmed in the Bond Ordinance) of each class (sen and subordinate) outstanding or the issuer of any Credit Facility (as defmed 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 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 perform precedent to and in the issuance of this Bond do exist, have happened, and have been performed in due time, form, ar 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 a 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 eO. e -_·lNb~ signature of its Mayor and has caused the official seal of the City to be ~ed>6it!lMaJon" and attested by the manual signature of its Municipal Clerk. and attested by mam

CITY OF ATLANTA

(SEAL)

Attest:

By:

Mayor

Municipal Clerk Municipal Clerk

[FORM OF CERTIFICATE OF AUTHENTICATION]

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, as Bond Registrar

By: _____ By: _____
Authorized Signatory Authorized Sig

Date of Registration
and Authentication:

September ____, 2013

[FORM OF VALIDATION CERTIFICATE] 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 aEREBY CERTIFY that this Bor 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 suc 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 Co of Fulton County, Georgia.

Clerk, Superior Court Clerk, Superior 0 of Fulton County, Georgia of Fulton County,

Attachment: C (13-O-1189 : 2013B SERIES BOND)

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 TENENT JTTEN

- as tenants in common

- as tenants by the entireties

- as joint tenants with right of survivorship and not as tenants in

common and not as community property

Custodian

UNIFTRANS MIN ACT

(Custodian) under Uniform Transfers to Minors Act

– – – – – – – – – – –

(Minor)

(State)

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

[FORM OF ASSIGNMENT]

ASSIGNMENT AND TRANSFER

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

1.

e and Address of Assignee)

(Name and A

reby

(Name

(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 d on the books kept for registration attorney to transfer the Bond thereof with full power of substitution in the premises.

Dated: _____

2.

(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.

* * *

[END OF BOND FORM]

Attachment: C (13-O-1189 : 2013B SERIES BOND)

Section 2.6.DTC Book-Entrv. The Series 2013B Bonds shall be initially issued in the name of Cede & Co., as nominee fo DTC, as registered owner of the Series 2013B Bonds, and held in the custody of DTC. A single certificate will be issued a delivered to DTC for each maturity of the Series 2013B Bonds. The actual purchasers of the Series 2013B Bonds (the "Beneficial Owners") will not receive physical delivery of Series 20 13B Bond certificates except as provided herein. Beneficial Owners are expected to receive a written confirmation of their purchase providing details of each Series 2013B Bond acquired. For so long as DTC shall continue to serve as securities depository for the Series 2013B Bonds as provide 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 2013B Bonds is to receive, hold, or deliver an Series 2013B Bond certificate.

For every transfer and exchange of the Series 2013B Bonds, the Beneficial Owner may be charged a sum sufficient to cov such Beneficial Owner's allocable share of any tax, fee, or other governmental charge that may be imposed in relation there

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

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

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

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

[End of Article II]

ARTICLEDI

REDEMPTION OF SERIES 2013B BONDS

Section 3.1.Optional and Mandato" Redemption of Series 2013B Bonds. The Series 20l3B Bonds will be subje to optional and mandatory redemption prior to maturity as specified in the Series 2013B Supplemental Pricing Resolution to be adopted by the Governing Body.

[End of Article III]

ARTICLE IV

GENERAL PROVISIONS

Section 4.1.Authorization of Series 2013B Registrar and Pavine: Agent Agreement. The form, terms, and conditions a the execution, delivery and performance of the Series 20l3B Registrar and Paying Agent Agreement, which has been fi with the City, are hereby approved and authorized. The Series 20l3B Registrar and Paying Agent Agreement shall be substantially the form submitted to the Governing Body with such changes, corrections, deletions, insertions, variatio additions, or omissions as may be approved by the Chief Officer, whose approval thereof shall be conclusively evidenc by the execution of such contract. The Chief Officer is hereby authorized and directed to execute on behalf of the City Series 2013 B Registrar and Paying Agent Agreement, and the Attesting Officer is hereby authorized and directed to af thereto and attest the seal of the City, upon proper execution and delivery of the other party thereto, provided, that in 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 contract on behalf of t City.

Section 4.2.Continuing Disclosure for Series 2013B Bonds. The City hereby covenants and agrees that it shall compl with and carry out all of the provisions of the Continuing Disclosure Agreement executed by the City and to be dated as the date of the issuance and delivery of the Series 20l3B Bonds, as originally executed and as it may be amended fro time to time in accordance with its terms (the "Series 2013B Disclosure Agreement"). Notwithstanding any other provision of the Bond Ordinance, failure of the City to comply with the Series 20l3B Disclosure Agreement shall not considered a default or an Event of Default under the Bond Ordinance. It is expressly provided, however, that any beneficial owner of the Series 20l3B Bonds may take such action, to the extent and in such manner as may be allowed 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 4.2.

[End of Article IV]

ARTICLE V

SALE OF SERIES 2013B BONDS AND APPLICATION OF PROCEEDS

Section 5.1.Sale of Series 2013B Bonds. The Series 2013B Bonds shall be sold as a unit, and a certified copy of this Series 2013B Ordinance shall be filed with the Bond Registrar.

Section 5.2.Application of Series 2013B Bond Proceeds. Upon the written request of the City, the Bond Registrar sha authenticate and deliver the Series 2013B Bonds to the purchaser or purchasers and shall receive a receipt for the Ser 2013B Bonds.

The City shall apply the proceeds from the sale of the Series 2013B Bonds as follows: 5.2.1 A sufficient sum shall be deposited with the Paying Agent for the Refunded Bonds in order to pay, upon redemption prior to maturity, all outstanding Refunded Bonds.

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

5.2.3 All remaining proceeds shall be retained by the City and applied to pay the costs of issuing the Series 2013B Bor and redeeming the Refunded Bonds, and in the event any proceeds remain after such application, such excess procee shall be applied to pay interest on the Series 2013B Bonds

Section 5.3. . Provision for Payment of Refunded Bonds Requiring Escrow.

Simultaneously with the issuance of the Series 2013B Bonds to the extent that Series 2004 Bonds are to be refunded fr proceeds of the Series 2013B Bonds the City shall create a Series 2013B Escrow Fund to be held by U.S. Bank Natio Association, which is hereby designated as the Escrow Agent for the Series 2004 Bonds and the City shall deposit in Series 2013B 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 2013 Bonds.

Section 5.4.Series 2013B Escrow Agreement.

The Chief Officer is hereby authorized and directed to enter into the Series 2013B Escrow Agreement with the Escro Agent in substantially the form presented to the Governing Body at the time of adoption of the Series 2013B Supplemental Pricing Resolution, subject to such changes, insertions, corrections, or deletions as the Chief Officer m approve and subject to such additional changes in schedules, descriptions of investments, cash flow tables, and simila fmancial aspects of the Series 2013B Escrow Agreement as may be furnished. The execution and delivery of the Seri 2013B Escrow Agreement by the Chief Officer shall constitute conclusive evidence of the approval of all such chang insertions, corrections, or

Attachment: C (13-O-1189 : 2013B SERIES BOND)

deletions. The Series 2013B Escrow Agreement6hkitipIDVidltib8dlm:milBmsmMv~ governing the Series 2013B Escrow Fund. Ingt1nemiagt the ~CCDmmiClBJ~nd Ordinance an the Series 2013B Escrow Agreem6tPiDmSenil2stB8lSkBic&;~~8heti

control. control. .

Section 5.5.Termination of Rights.

Section 5.5.Termination of Rights.

The City acknowledges and intends that, by virtUBlDmitydqrmiwl_~1t1il Escrow Fund, the Refunded Bonds shall be deemtikOlJdHlW1h~1IIlJrati;fiuailthkt;Jomisequuhti"dam rights granted to the owners of the Refunded aPds ~dtlteBnnGhWDdinmcth~BmjDl(re~ ,purposes of payment, registration, exchange andpmp.,athpJIlyIll'lZlSt; fttkiBtlabmt BII~ void.void.

i[End of Article V]

ARTICLE VI

MISCELLANEOUS PROVISIONS

Section 6.1.Continuance and Effect of Prior Ordinance. The City hereby confirms the existence and applicabili 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 a supplemented and amended by this Series 2013B Ordinance. Except where otherwise expressly indicated in th Series 2013B Ordinance, the provisions of the Prior Ordinance are to be read as part of this Series 2013B Ordinance as though copied verbatim herein, and provisions of this Series 2013B Ordinance shall be read as additions to, and not as substitutes for or modifications of (except as specifically provided herein), the provisic of the Prior Ordinance. Except as expressly amended, modified, or supplemented by this Series 2013B Ordinan all of the terms, conditions, and provisions of the Prior Ordinance shall remain in full force and effect. In executi and delivering this Series 2013B 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 6.2.Official Statement. The use and distribution of the Preliminary Official Statement and the Official Statement with respect to the Series 2013B Bonds 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 authoriz ratified, confirmed, and approved. The Chief Officer is hereby authorized and directed to ratify, confirm, appro execute, and deliver the Official Statement on behalf of the city, and the execution of an Official Statement by t Chief Officer shall constitute conclusive evidence of the Chief Officer's ratification, confirmation, approval an delivery thereof on behalf of the City.

Section 6.3.Designation of Bond Registrar and Paying Agent for the Series 2013B Bonds. The City hereby designates u.S. Bank National Association, as Bond Registrar and Paying Agent for the Series 2013B Bonds.

Section 6.4.Validation of Series 2013B Bonds. The City shall deliver a certified copy of this Series 2013B 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 2013B Bonds.

Section 6.5.Repeal of Conflicting Ordinances and Resolutions. Any and all ordinances and resolutions, or parts ordinances or resolutions, if any, in conflict with this Series 2013B Ordinance are hereby repealed.

Section 6.6.General Authorization. From and after the date of adoption of this Series 2013B Bond Ordinance, t officials, employees and agents of the City are hereby authorized to do all such acts and things and to execute a 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 2013B Bonds as

may be necessary or desirable in connection with the actions authorized by and the transactions contemplated on the p of the City pursuant to this Series 2013B Bond Ordinance.

Section 6.7.Bond Ordinance Constitutes a Contract. This Series 2013B 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 exec the same on behalf of the City and for the Attesting Officer to testify the same.

Section 6.8.Notice of Adoption of this Series 2013B 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, sett forth in general terms the substance of this Series 2013B Bond Ordinance.

Section 6.9.Effective Date. This Series 2013B 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.

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(SEAL)

By: _____ By: _____

Mayor Mayor

Attest:

Municipal Clerk

Approved As To Form:

City Attorney

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~§73 ~ 00003,2IPMF.L US 45324898v6

iEXIllBIT A

CERT. - 1-- -T~ - INANCr - ADVISOR

AS REQU D BY SECTION 5.2'1

OF THE MASTER ORDINANCE

[Attached]