STATE OF INDIANA

INDIANA UTILITY REGULATORY COMMISSION

PETITION OF THE CITY OF ANDERSON, INDIANA	)	
	)	
(1) FOR AUTHORITY AND APPROVAL TO INCREASE RATES AND CHARGES FOR WATER SERVICE, INCLUDING APPROVAL OF NEW SCHEDULE(S) OF RATES AND CHARGES FOR WATER SERVICE, AND	)	**CAUSE NO. 44510**
	)	
(2) FOR AUTHORITY AND APPROVAL TO ISSUE BONDS, NOTES, OR OTHER OBLIGATIONS OF INDEBTEDNESS	)	

PREFILED DIRECT TESTIMONY AND EXHIBITS

OF

PETE HEUER

REPLACING PREFILED DIRECT TESTIMONY AND EXHIBITS OF THOMAS A. BREWER (RETIRED) PREVIOUSLY FILED JULY 2, 2014

(PETITIONERS EXHIBITS PH, PH-1, PH-2, AND PH-3)

By: _____

Robert L. Hartley – #7563-49 (rhartley@fbtlaw.com)
Kyle J. Hupfer – #20939-53 (khupfer@fbtlaw.com)
Beau F. Zoeller – #30928-22 (bzoeller@fbtlaw.com)
FROST BROWN TODD LLC
201 N. Illinois St., Suite 1900
Indianapolis, IN 46204
Telephone: (317) 237-3949
Counsel for Petitioner City of Anderson Indiana Water Utility

CERTIFICATE OF SERVICE

Served upon the following by mail and by electronic transmission on November 25, 2014:

Indiana Office of the Utility Consumer Counselor
PNC Center
115 West Washington Street
Suite 1500 South
Indianapolis, Indiana 46204

Email: infomgt@oucc.in.gov

_____
Robert L. Hartley

FROST BROWN TODD LLC
201 N. Illinois St., Suite 1900
P.O. Box 44961
Indianapolis, In 46244-0961
317-237-3949
Fax: 317-237-3900

1. Q PLEASE STATE YOUR NAME AND BUSINESS ADDRESS.

A My name is Pete Heuer. My business address is City Hall, 120 E. 8th Street, Anderson, Indiana 46011.

2. Q BY WHOM ARE YOU EMPLOYED AND IN WHAT POSITION?

A I am employed by the City of Anderson, Indiana. My current position is Chairman of the Board of Public Works ("Board").

3. Q WHAT ARE YOUR DUTIES AND RESPONSIBILITIES AS CHAIRMAN?

A I am responsible for the planning, execution and review of the operations and other activities for the City's municipally-owned utilities, including the Anderson Water Utility ("Utility"), among other things.

4. Q ARE YOU FAMILIAR WITH THE BOOKS, RECORDS, AND OPERATIONS OF THE UTILITY?

A Yes, I am.

5. Q BRIEFLY DESCRIBE THE UTILITY.

A The Utility procures, processes and delivers water to the City and a few surrounding areas. It is comprised of two (2) separate treatment plants, the Lafayette water treatment plant ("Lafayette Plant") and the Wheeler Avenue water treatment plant ("Wheeler Plant"), and two (2) separate well fields, with each well field supplying its respective treatment plant. In design only, each plant was to be capable of processing ten (10) MGD. Originally,

both treatment plants were groundwater facilities until a reassessment from IDEM reclassified the Wheeler Plant as Groundwater Under the Direct Influence of Surface Water or GWUDI. The distribution system is comprised of 320 linear miles of major water main with 21,500 individual customer services and approximately 23,683 m. There are seven (7) water towers that store total six and a half (6 ½) million gallons of water. Both treatment plants feed into an interconnected or grid network distribution system, therefore creating a blend of water from each plant.

6. Q HAVE YOU PREVIOUSLY TESTIFIED BEFORE THIS COMMISSION?

A No.

7. Q WHAT IS THE PURPOSE OF YOUR TESTIMONY IN THIS PROCEEDING?

A My testimony provides background and evidence in support of the Indiana Utility Regulatory Commission ("Commission") granting the relief set forth in the City's Petition with the Commission ("Petition"), which seeks approval of a new schedule of reasonable and just rates and charges that will provide the Utility with adequate revenues, and authority to issue debt to fund necessary capital improvements and certain operation and maintenance expenses.

8. Q HAS THE COMMON COUNCIL OF THE CITY OF ANDERSON, INDIANA AUTHORIZED A PROPOSED INCREASE IN RATES AND THE ISSUANCE OF BONDS?

A Yes. A certified copy of the City's proposed rate ordinance, Ordinance 5-14, is attached as Petitioner's Exhibit PH-1, and is included as part of my testimony in this cause. Additionally, a certified copy of the City's proposed bond ordinance, Ordinance 6-14, is attached as Petitioner's Exhibit PH-2, and is also included as part of my testimony in this cause. Both ordinances, Ordinance 5-14 and Ordinance 6-14, received Common Council approval on March 13, 2014 after public hearing and comment. Notice of Public Hearing, attached as PH-3, regarding the proposed increase in water rates and Ordinance 5-14, was duly published in the Herald Bulletin.

9. Q IN YOUR OPINION, ARE THE CURRENT RATES AND CHARGES SUFFICIENT TO MEET THE UTILITY'S REVENUE REQUIREMENTS?

A No, not in my opinion.

10. Q ON WHAT DO YOU BASE YOUR OPINION?

A My opinion is based upon my general experience, observations, obvious condition and the functionality of the Utility's system as a whole. Furthering my beliefs and opinions, specialized consultants such as Crowe Horwath LLP and Curry & Associates, Inc. have performed many detailed studies regarding financing and engineering of the Utility.

11. Q WHAT FACTORS DID THE UTILITY CONSIDER IN DETERMINING THAT THE UTILITY'S RATES AND CHARGES FOR WATER SERVICE NEEDED TO BE INCREASED?

A The Utility has employed the services of Curry & Associates, Inc., as well as American Structurepoint, Inc., to conduct an engineering study thoroughly analyzing the current condition of the Utility's system and the required remedies for improvement. We then engaged Crowe Horwath LLP to prepare a rate study analyzing the Utility's current revenue requirements to provide the Board with the recommended level of revised rates and charges necessary to fund the general operations, maintenance, and the capital improvement projects outlined in the engineering study.

12. Q WAS THE RATE STUDY COMPLETED AND ACTED UPON BY THE UTILITY, THE BOARD OF PUBLIC WORKS AND ANDERSON COMMON COUNCIL?

A Yes. The revised rates and charges were set forth and approved by the Board of Public Works in Board Resolution No. 06-14 on February 25, 2014. The Anderson Common Council approved the revised rates and charges in Ordinance No. 5-14 on March 13, 2014 (the "Ordinance"). The Ordinance also provided that the City would seek the Commission's approval to increase the Utility's rates and charges, to issue debt to fund necessary capital improvements, and pay for certain operation and maintenance expenses pending an increase in rates.

13. Q PLEASE EXPLAIN THE PROJECTS FOR WHICH THE UTILITY IS ASKING FOR AUTHORITY TO ISSUE NEW BONDS.

A One project would be the replacement of the Lafayette Plant. The Lafayette Plant has surpassed its useful service life and is of a nature and design that is highly inefficient. This inefficiency lowers the overall production potential and does not allow this treatment plant to utilize the available yield of the well field that a recent hydrological study confirmed to be present. Additionally, our studies have revealed that the Lafayette Plant has the potential for critical failure and serious down time in the near future. This is a serious threat because neither of the two (2) treatment plants owned by the Utility is capable of supplying the City's daily demand individually.

Another project would be the replacement of four (4) wells in the Lafayette Township well field. These wells are beyond their useful service lives, have a drastically reduced production yield, and are also unable to utilize the available potential of this well field.

Another project is the water main renewal project in the Homewood Development. This will replace miles of two (2) inch galvanized water main that is currently suffering a high incident of leakage. Additionally, it will improve pressure and allow the installation of fire hydrants throughout the neighborhood.

Another project is the repair and upgrade at the Wheeler Plant. Bypass piping and demolition will be necessary to offset a potential failure of the facility building because of its age and its current integration into the process chain and piping.

The final project is the in-depth hydrogeological study to research and quantify a new future source of water for the City. Although preliminary findings have indicated a specific area, in-depth and complete studies and confirmation tests need to be conducted to validate and facilitate the next steps of developing a new well field.

14. Q DOES THIS CONCLUDE YOUR DIRECT TESTIMONY?

A Yes it does, at this time.

-C E R T I F I C A T E–

STATE OF INDIANA)
) SS:
COUNTY OF MADISON)

I HEREBY CERTIFY THAT THE ATTACHED AND FOREGOING DOCUMENT IS A TRUE, ACCURATE AND COMPLETE COPY OF ORDINANCE 5-14 ADOPTED BY THE COMMON COUNCIL OF THE CITY OF ANDERSON, MADISON COUNTY, INDIANA, ON THE 13TH DAY OF MARCH 2014 AS IT APPEARS ON FILE AND RECORD IN MY OFFICE. WITNESS MY HAND AND THE SEAL OF SAID CITY, AFFIXED AT ANDERSON, INDIANA, ON THIS 18TH DAY OF JUNE 2014.

LISA JONES
DEPUTY CITY CLERK
ANDERSON, INDIANA

Anderson Common Council
ORDINANCE NO. 5-14

AN ORDINANCE OF THE CITY OF ANDERSON, INDIANA ADOPTING A NEW SCHEDULE OF RATES AND CHARGES FOR SERVICES RENDERED BY THE WATERWORKS UTILITY OF THE CITY OF ANDERSON, INDIANA

WHEREAS, the City of Anderson, Indiana owns and operates a municipal water utility known as Waterworks Utility of the City of Anderson, Indiana (the "Utility"), which provides water and related services to customers in and around the City of Anderson; and

WHEREAS, the existing rates and charges for water provided by the Utility were placed into effect following approval by the Indiana Utility Regulatory Commission (the "Commission") in Cause No. 42914, Order dated December 20, 2006; and

WHEREAS, the Utility intends to file with the Commission a verified petition seeking approval of new schedules of water rates and charges that would reflect reasonable and just rates and charges under IC 8-1.5-3-8; and

WHEREAS, the Utility engaged Crowe Horwath LLP to perform a financial study of the Utility's revenue requirements under IC 8-1.5-3-8 for the test year ending December 31, 2012; and

WHEREAS, a study of the Utility's revenue requirements was performed by Crowe Horwath LLP and the Common Council has been advised by the Board of Public Works of the City of Anderson that the Utility's annual *pro forma* operating revenues do not produce sufficient revenue to meet the Utility's statutory revenue requirements; and

WHEREAS, the Board of Public Works has determined that certain improvements are necessary to keep the Utility in proper working order, so that the Utility can adequately handle the demand for water; and

WHEREAS, the Board of Public Works has determined that a (i) 21.18% increase in revenue effective upon the approval of the Commission, and (ii) an additional 21.18% increase effective January 1, 2016 are necessary to provide for the revenue requirements set forth in IC 8-1.5-3-8; and

WHEREAS, the Board of Public Works of the City of Anderson has recommended to the Common Council that it approve by Ordinance the increase in operating revenues produced by the revised schedules of rates and charges for water prepared by Crowe Horwath LLP, which are attached hereto as Exhibit "A" and Exhibit "B;" and

WHEREAS, upon the Common Council's adoption of the revised water rates and charges set forth in Exhibit "A" and Exhibit "B," the Utility intends to file with the Commission a verified petition seeking approval of the revised rates and charges; and

WHEREAS, based upon the foregoing, the Common Council of the City of Anderson now finds that (i) the Utility's annual operating revenues from rates and charges should be increased by approximately (A) 21.18% effective upon approval of the Commission (See Exhibit A), and (B) an additional 21.18% effective January 1, 2016 (See Exhibit "B"); and (ii) the proposed rates and charges set forth in Exhibit "A" and Exhibit "B" are "nondiscriminatory reasonable and just" charges for services within the meaning of IC 8-1.5-3-8.

Anderson Common Council
ORDINANCE NO. 5-14

NOW, THEREFORE, BE IT ORDAINED by the Common Council of the City of Anderson, Indiana, that:

Section 1. The schedules of revised rates and charges attached hereto as Exhibit "A" and Exhibit "B" are hereby adopted as and for the rates and charges to be utilized by the Utility when charging customers for water, effective as set forth below.

Section 2. All Ordinances and parts of Ordinances in conflict herewith are hereby repealed, provided, however, that the existing schedule of water rates and charges shall remain in full force and effect until the schedule of rates and charges fixed by this Ordinance shall be approved by the Commission, and until such time as the Order of said Commission approving said new rates and charges shall direct.

Section 3. This Ordinance shall be in full force and effect from and after its passage; provided, however, that the schedule of rates and charges herein adopted shall not become effective unless and until approved by the Commission or until such time as said Commission shall direct.

Section 4. The necessary and appropriate officials of the Utility are hereby authorized and directed to file with the Commission, a verified petition seeking approval of a new schedule of water rates and charges, as well as testimony and exhibits in support thereof, in accordance with the above findings.

PASSED AND ADOPTED BY THE COMMON COUNCIL OF THE CITY OF ANDERSON, INDIANA, THIS 13th DAY OF MARCH, 2014.

COMMON COUNCIL, CITY OF ANDERSON

By: Pamela Jones
Pamela Jones, President

ATTEST:

Sheila Ashley
Sheila Ashley, City Clerk

Presented by me, the undersigned City Clerk of the City of Anderson, to the Mayor of said City for his approval on the 20th day of March, 2014, at 9:55 o'clock, A.m.

Sheila Ashley
Sheila Ashley, City Clerk

Having examined the foregoing Ordinance, I do now, as the Mayor of the City of Anderson, approve said Ordinance and return the same to the City Clerk of the City of Anderson, this 20th day of March, 2014.

Kevin S. Smith
Kevin S. Smith, Mayor

1st Reading 2-27-14
2nd Reading 2-27-14
3rd Reading 3-13-14 Adopted

Anderson Common Council
ORDINANCE NO. 5-14

Sponsor:
PETE HEUER,
Chairman, Board of Public Works

Prepared by:
KYLE J. HUPFER, ESQ.
FROST BROWN TODD LLC

Reviewed and approved by:
ASHLEY HOPPER
Anderson City Attorney

EXHIBIT A

ANDERSON MUNICIPAL WATER UTILITY
Anderson, Indiana

Schedule of Rates and Charges

			Upon IURC Approval
Metered Rates Per Month (per 100 cubic feet)			
First	500	cubic feet	$ 3.488
Next	4,000	cubic feet	1.978
Next	25,500	cubic feet	1.711
Next	70,000	cubic feet	1.480
Over	100,000	cubic feet	1.288
Minimum Monthly Charges			
5/8	Inch Meter		$ 13.95
3/4	Inch Meter		26.94
1	Inch Meter		50.75
1 1/2	Inch Meter		99.78
2	Inch Meter		121.41
3	Inch Meter		191.82
4	Inch Meter		241.39
6	Inch Meter		499.41
8	Inch Meter		751.01
10	Inch Meter		1,018.63
Private Fire Protection Charges Per Month Per Connection			
2	Inch Line		$ 2.23
2 1/2	Inch Line		4.01
3	Inch Line		6.48
4	Inch Line		13.83
6	Inch Line		40.15
8	Inch Line		85.55
10	Inch Line		153.85
12	Inch Line		248.52
Private Fire Hydrant - Per Month			$ 40.15

EXHIBIT A
(Continued)

ANDERSON MUNICIPAL WATER UTILITY
Anderson, Indiana

Schedule of Rates and Charges

Public Fire Protection Charges Per Month Per Connection	Upon IURC Approval
5/8 Inch Connection	$ 2.24
3/4 Inch Connection	3.24
1 Inch Connection	5.74
1 1/2 Inch Connection	12.94
2 Inch Connection	22.99
3 Inch Connection	51.73
4 Inch Connection	91.96
6 Inch Connection	206.91
8 Inch Connection	367.87
10 Inch Connection	574.78
12 Inch Connection	827.70

EXHIBIT B

ANDERSON MUNICIPAL WATER UTILITY
Anderson, Indiana

Schedule of Rates and Charges

			Effective January 1, 2016
Metered Rates Per Month (per 100 cubic feet)			
First	500	cubic feet	$ 4.226
Next	4,000	cubic feet	2.396
Next	25,500	cubic feet	2.073
Next	70,000	cubic feet	1.793
Over	100,000	cubic feet	1.561
Minimum Monthly Charges			
5/8	Inch Meter		$ 16.90
3/4	Inch Meter		32.64
1	Inch Meter		61.49
1 1/2	Inch Meter		120.90
2	Inch Meter		147.11
3	Inch Meter		232.42
4	Inch Meter		292.49
6	Inch Meter		605.12
8	Inch Meter		909.98
10	Inch Meter		1,234.24
Private Fire Protection Charges Per Month Per Connection			
2	Inch Line		$ 2.70
2 1/2	Inch Line		4.86
3	Inch Line		7.86
4	Inch Line		16.75
6	Inch Line		48.64
8	Inch Line		103.66
10	Inch Line		186.42
12	Inch Line		301.12
Private Fire Hydrant - Per Month			$ 48.64

EXHIBIT B
(Continued)

ANDERSON MUNICIPAL WATER UTILITY
Anderson, Indiana

Schedule of Rates and Charges

Public Fire Protection Charges Per Month Per Connection	Effective January 1, 2016
5/8 Inch Connection	$ 2.72
3/4 Inch Connection	3.92
1 Inch Connection	6.96
1 1/2 Inch Connection	15.68
2 Inch Connection	27.85
3 Inch Connection	62.68
4 Inch Connection	111.43
6 Inch Connection	250.71
8 Inch Connection	445.73
10 Inch Connection	696.44
12 Inch Connection	1,002.89

-CERTIFICATE-

STATE OF INDIANA)
) SS:
COUNTY OF MADISON)

I HEREBY CERTIFY THAT THE ATTACHED AND FOREGOING DOCUMENT IS A TRUE, ACCURATE AND COMPLETE COPY OF ORDINANCE 5-14 ADOPTED BY THE COMMON COUNCIL OF THE CITY OF ANDERSON, MADISON COUNTY, INDIANA, ON THE 13TH DAY OF MARCH 2014 AS IT APPEARS ON FILE AND RECORD IN MY OFFICE. WITNESS MY HAND AND THE SEAL OF SAID CITY, AFFIXED AT ANDERSON, INDIANA, ON THIS 20th DAY OF MARCH 2014.

Sheila Ashley

SHEILA ASHLEY
CITY CLERK
ANDERSON, INDIANA

-CERTIFICATE-

STATE OF INDIANA)
) SS:
COUNTY OF MADISON)

I HEREBY CERTIFY THAT THE ATTACHED AND FOREGOING DOCUMENT IS A TRUE, ACCURATE AND COMPLETE COPY OF ORDINANCE 6-14 ADOPTED BY THE COMMON COUNCIL OF THE CITY OF ANDERSON, MADISON COUNTY, INDIANA, ON THE 13TH DAY OF MARCH 2014 AS IT APPEARS ON FILE AND RECORD IN MY OFFICE. WITNESS MY HAND AND THE SEAL OF SAID CITY, AFFIXED AT ANDERSON, INDIANA, ON THIS 18TH DAY OF JUNE 2014.

Lisa Jones

LISA JONES
DEPUTY CITY CLERK
ANDERSON, INDIANA

Anderson Common Council
ORDINANCE NO. 6-14

AN ORDINANCE OF THE COMMON COUNCIL OF THE CITY OF ANDERSON AUTHORIZING THE ACQUISITION OF, AND THE CONSTRUCTION OF CERTAIN IMPROVEMENTS AND EXTENSIONS TO, THE WATERWORKS SYSTEM OF THE CITY OF ANDERSON, THE ISSUANCE OF REVENUE BONDS TO PROVIDE THE COST THEREOF, THE COLLECTION, SEGREGATION AND DISTRIBUTION OF THE REVENUES OF SUCH SYSTEM, THE SAFEGUARDING OF THE INTERESTS OF THE OWNERS OF SUCH REVENUE BONDS AND OTHER MATTERS CONNECTED THEREWITH, INCLUDING THE ISSUANCE OF NOTES IN ANTICIPATION OF SUCH BONDS, AND REPEALING ORDINANCES INCONSISTENT HEREWITH.

WHEREAS, the City has heretofore established, constructed and financed a municipal waterworks system for the purpose of providing for the collection, treatment and delivery of water in the City (the "System") and now owns and operates the System pursuant to IC 8-1.5, as in effect on the issue date of the bond anticipation notes or the bonds, as applicable, which are authorized herein (the "Act"); and

WHEREAS, the City's municipal waterworks utility is subject to the authority and regulation of the Indiana Utility Regulatory Commission ("IURC"), has not withdrawn from the IURC's authority and regulation, and will receive IURC approval prior to the issuance of the New Bonds (as hereinafter defined); and

WHEREAS, the Common Council finds: (i) that the acquisition of, and the construction of certain improvements and extensions to, the System, including, without limitation, (a) the acquisition, construction and installation of new water mains and lines for the purpose of expanding the System and replacing aging or undersized water lines, (b) the maintenance and replacement of water wells, (c) the rehabilitation, replacement, and/or construction of water treatment plants, (d) the maintenance of elevated storage tanks, (e) the acquisition and installation of equipment appurtenant thereto, (f) the acquisition of real estate appurtenant to the construction of certain improvements and extensions to the System, and (g) the making of other site improvements related thereto (collectively, the "Project"), are necessary; (ii) that a preliminary engineering report and cost estimates for the Project (the "Engineering Report") have been prepared by Robert E. Curry & Associates, Inc., of Danville, Indiana (the "Engineer"), the engineer employed by the City for the acquisition and construction of the Project, and (iii) that the Engineering Report has been previously submitted to all government authorities having jurisdiction, and has been or will be approved by the aforesaid government authorities; and

WHEREAS, the City will advertise for and receive bids for the construction of the Project, and such bids will be subject to the Common Council's determination to acquire and construct the Project and the City obtaining funds for the Project; and

WHEREAS, on the basis of the Engineer's estimate, the cost of the Project, including incidental expenses, is in the amount of approximately $14,330,000; and

WHEREAS, the Common Council finds that the City has no other funds on hand to pay the cost of the Project, and that the entire cost of the Project is to be financed by the issuance of its

tax-exempt waterworks revenue bonds in a principal amount not to exceed $14,330,000 (the "New Bonds") and, if necessary, its bond anticipation notes (the "BANs"); and

WHEREAS, the New Bonds will constitute a charge against the Net Revenues (herein defined as the gross revenues of the System after deduction only for payment of the reasonable expenses of operation and maintenance of the System) and are to be issued subject to the provisions of the laws of the Act and this Ordinance; and

WHEREAS, the Common Council finds that there are now outstanding bonds payable out of the Net Revenues of the City's System, including: (i) City of Anderson, Indiana Waterworks Revenue Bonds, Series 2007 ("2007 Bonds") issued pursuant to Ordinance No. 47-06 of the Common Council of the City on July 13, 2006 in the original amount of $5,295,000 with a final maturity of January 1, 2027 ("2006 Ordinance"), and now currently outstanding in the amount of $4,150,000; and

WHEREAS, the 2006 Ordinance allows for the issuance of additional bonds payable from revenues of the System and ranking on parity with any outstanding 2007 Bonds; and

WHEREAS, the City desires: (i) to authorize the issuance of the BANs hereunder, if necessary, payable from the proceeds of other BANs to the extent issued for such purpose or the New Bonds and, with respect to the interest thereon and only if necessary, commencing on the due date of such interest, the Net Revenues of the System remaining after all required deposits thereof into the Waterworks Sinking Fund created pursuant to this Ordinance (the "Sinking Fund"), all in accordance with this Ordinance; and (ii) to authorize the refunding of the BANs, if issued; and

WHEREAS, the Common Council now finds that all conditions precedent to the adoption of an ordinance authorizing the issuance of the BANs and the New Bonds have been complied with in accordance with the provisions of the Act; and

WHEREAS, it is anticipated that the City will advance all or a portion of the costs of the Project prior to the issuance of the BANs or the New Bonds, with such advance to be repaid from proceeds of the BANs or the New Bonds upon the issuance thereof; and

WHEREAS, Section 1.150-2 of the Treasury Regulations on Income Tax (the "Reimbursement Regulations") specifies conditions under which a reimbursement allocation may be treated as an expenditure of bond proceeds, and the City intends by this Ordinance to qualify amounts advanced by the City to the Project for reimbursement from proceeds of the BANs or the New Bonds in accordance with the requirements of the Reimbursement Regulations;

NOW, THEREFORE, BE IT ORDAINED BY THE COMMON COUNCIL OF THE CITY OF ANDERSON, INDIANA, THAT:

Sec. 1. Authorization of Project. The City shall proceed with the completion of the Project in accordance with the Engineering Report. The aggregate cost of the Project shall not exceed the sum of $14,330,000, plus investment earnings on the proceeds of the BANs and the New Bonds.

The term "System," where used in this Ordinance shall be construed to include the City's existing waterworks system and all real estate, equipment and appurtenances thereto used in connection therewith, and all extensions, additions and improvements thereto and replacements thereof now or at any time hereafter constructed or acquired. The Project is hereby approved and shall be constructed and the BANs and the New Bonds shall be issued pursuant to and in accordance with the Act.

Sec. 2. Issuance of BANs and New Bonds.

(a) The City shall issue, if necessary, the BANs for the purpose of procuring interim financing to pay the cost of the Project and, if deemed appropriate, the costs of issuance of the BANs. The City may issue the BANs in one or more series, in an aggregate amount outstanding at any one time not to exceed $12,900,000 to be designated "Waterworks Bond Anticipation Notes, Series 2014," to be completed with the appropriate year of issuance and an alphabetical designation, if necessary. The BANs shall be lettered and numbered consecutively from R-1 and upward, and shall be in authorized denominations of $100,000 or more, unless sold to the State of Indiana (the "State"), in which case the BANs shall be in authorized denominations of $1.00 or any integral multiple thereof. The BANs shall be dated as of the date of delivery thereof and shall bear interest at a rate not to exceed 5.0% per annum (the exact rate or rates to be determined through negotiations with the purchasers of the BANs) payable either upon maturity or semiannually on January 1 and July 1, as designated by the Controller of the City (the "Controller"), with the advice of Crowe Horwath LLP, the financial advisor to the City (the "Financial Advisor"). Further, the BAN discount must not exceed 1.0% per annum. Each series of BANs will mature no later than nine months after their date of delivery, unless determined otherwise by the Controller, with the advice of the Financial Advisor and Frost Brown Todd LLC, bond counsel to the City ("Bond Counsel"), or unless sold to the State, in which case the BANs shall mature on a date or dates determined by negotiation with the State, with the advice of the Financial Advisor and Bond Counsel. The BANs are subject to renewal or extension at an interest rate or rates not to exceed 6.0% per annum (the exact rate or rates to be negotiated with the purchaser of the BANs). The term of any renewal BANs may not exceed five (5) years from the date of delivery of the initial BANs, unless such BANs are sold to the State in connection with the State's Drinking Water Revolving Loan Program (the "Program"), in which case the term of such BANs may not exceed four (4) years from the date of delivery of the initial BANs. The BANs shall be registered in the name of the purchasers thereof.

(b) The BANs shall be issued pursuant to IC 13-18-21, as amended, if sold to the State in connection with the Program, or issued pursuant to IC 5-1-14-5, as amended, if sold to a financial institution or any other purchaser. The BANs shall be sold at a price not less than par if sold to the State pursuant to the Program or at a price not less than 99% of the principal amount thereof to any other purchaser. The City pledges to the payment of the principal of the BANs the proceeds from the issuance of the New Bonds pursuant to the Act and pledges to the payment of the interest on the BANs the proceeds from the issuance of the New Bonds pursuant to the Act or, if necessary, commencing on the due date of such interest, the Net Revenues of the System remaining after all required deposits thereof into the Sinking Fund in accordance with this Ordinance.

(c) The City shall issue the New Bonds, in one or more series, in an aggregate principal amount not to exceed $14,330,000 to be designated "Waterworks Revenue Bonds, Series ," to be completed with the year in which the New Bonds are issued and an alphabetical designation, if necessary, for the purpose of procuring funds to pay the cost of the Project, the refunding of the BANs, if issued, and the issuance costs of the New Bonds or the BANs, if issued, as determined by the Controller, with the advice of the Financial Advisor. Each series of New Bonds shall rank on a parity with the other series, including the 2007 Bonds, for all purposes, including the pledge of Net Revenues under this Ordinance. The New Bonds shall be issued and sold at a price not less than the par amount thereof if sold to the State pursuant to the Program or at a price not less than 99.0% of the principal amount thereof if sold otherwise to any other purchaser. The New Bonds shall be sold by the Controller pursuant to IC 5-1-11, as amended, if not sold to the State. The New Bonds shall be issued in fully registered form in authorized denominations of $5,000 or any integral multiple thereof, unless sold to the State, in which case the New Bonds shall be in authorized denominations of $1.00 or any integral multiple thereof. The New Bonds shall be lettered and numbered consecutively from R-1 and upward, originally dated as of the first day of the month in which they are sold, or the date of delivery if sold to the State, and shall bear interest at a rate or rates not exceeding 8.0% per annum (the exact rate or rates to be determined by bidding or through negotiation with the State, as applicable). Interest is payable semiannually on January 1 and July 1 in each year, commencing on the January 1 or July 1 following the issuance of the New Bonds, all as determined by the Controller, with the advice of the Financial Advisor, and as set forth in the Financial Assistance Agreement, between the State and the City (the "Financial Assistance Agreement"), if sold to the State pursuant to the Program, the bond sale notice if the New Bonds are sold competitively pursuant to IC 5-1-11, as amended. The discount for the issuance of the bonds must not exceed 1.0%. The New Bonds: (i) shall, if sold to the State pursuant to the Program, mature annually on January 1 of each year commencing no earlier than January 1, 2015, over a period ending no later than 30 years after substantial completion of the Project and in such amounts that will produce annual debt service that is as level as practicable, except as otherwise provided in the Financial Assistance Agreement; or (ii) shall, if sold otherwise to any other purchaser, mature or be subject to mandatory sinking fund redemption annually on January 1 of each year, commencing no earlier than January 1, 2016, over a period ending no later than 30 years after substantial completion of the Project, and in such amounts as deemed appropriate by the Controller, with the advice of the Financial Advisor.

(d) Interest on the BANs and the New Bonds shall be calculated according to a 360-day calendar year containing twelve 30-day months.

(e) The Controller is authorized to select and appoint a qualified financial institution to serve as the Registrar and the Paying Agent for the BANs and the New Bonds, which registrar is hereby charged with the responsibility of authenticating the BANs and the New Bonds (the "Registrar" or the "Paying Agent"). The Controller is hereby authorized to enter into such agreements or understandings with such institution as will enable the institution to perform the services required of the Registrar and the Paying Agent. The Controller is further authorized to pay such fees as the institution may charge for the services it provides as the Registrar and the Paying Agent, and such fees may be paid from the Sinking Fund. If the BANs or the New Bonds are registered in the name of the State or any other purchaser that does not object to such designation, the Controller shall serve as the Registrar and the Paying Agent and is hereby charged with the duties of the Registrar and the Paying Agent.

(f) If the BANs or the New Bonds are registered in the name of the State, the principal thereof and interest thereon shall be paid by wire transfer to such financial institution if and as directed by the State on the due date of such payment or, if such due date is a day when financial institutions are not open for business, on the business day immediately after such due date. So long as the State is the owner of the BANs or the New Bonds, the BANs or the New Bonds shall be presented for payment as directed by the State. If the BANs or the New Bonds are not sold to the State, or if wire transfer payment is not required, the principal of and interest on the BANs (if interest thereon is payable only at maturity) or the principal of the BANs (if interest thereon is not payable only at maturity) and the principal of the New Bonds shall be payable at the principal office of the Paying Agent, and all payments of interest on the BANs (if interest thereon is not payable only at maturity) and the New Bonds shall be paid by check mailed one business day prior to the interest payment date to the registered owners thereof, as of the fifteenth day of the month preceding each interest payment date (the "Record Date"), at the addresses of the registered owners as they appear on the registration books kept by the Registrar. If payment of principal or interest is made to a depository, payment shall be made by wire transfer on the payment date in same-day funds. If the payment date occurs on a date when financial institutions are not open for business, the wire transfer shall be made on the next succeeding business day. The Paying Agent shall be instructed to wire transfer payments by 1:00 p.m. (New York City time) so such payments are received at the depository by 2:30 p.m. (New York City time). All payments on the BANs and the New Bonds shall be made in any coin or currency of the United States of America, which on the date of such payment, shall be legal tender for the payment of public and private debts.

(g) Each BAN or New Bond shall be transferable or exchangeable only upon the books of the City kept for that purpose at the principal office of the Registrar, by the registered owner thereof in person, or by its attorney duly authorized in writing, upon surrender of such BAN or New Bond together with a written instrument of transfer or exchange satisfactory to the Registrar duly executed by the registered owner or its attorney duly authorized in writing, and thereupon anew fully registered BAN or BANs or New Bond or New Bonds in the same aggregate principal amount and of the same maturity shall be executed and delivered in the name of the transferee or transferees or the registered owner, as the case may be, in exchange therefor. The costs of such transfer or exchange shall be borne by the City; provided, however, that the Registrar may make a charge sufficient to reimburse it for any tax, fee or other governmental charge required to be paid with respect to such exchange or transfer, which sum or sums shall be paid by the person requesting such exchange or transfer as a condition precedent to the exercise of the privilege of making such exchange or transfer. Except as otherwise provided in the Continuing Disclosure Agreement described in Section 24, the City, the Registrar and Paying Agent for the New Bonds may treat and consider the person in whose name the BANs or the New Bonds are registered as the absolute owner thereof for all purposes, including for the purpose of receiving payment of, or on account of, the principal thereof, the premium, if any, and interest due thereon.

(h) Following delivery, interest on the New Bonds sold to the State to finance Eligible Costs (as defined in the Financial Assistance Agreement) shall begin to accrue from the dates of payment on the New Bonds. Interest on the New Bonds issued to finance all other costs, which are authenticated on or before the Record Date, which precedes the first interest payment

date, shall be paid from their original issue date. Interest on the New Bonds authenticated subsequent to the Record Date which precedes the first interest payment date thereon shall be paid from the interest payment date to which interest has been paid as of the date on which such New Bonds are authenticated, unless a New Bond is authenticated between the Record Date and the interest payment date, in which case the interest shall be paid from such interest payment date.

(i) If the BANs or the New Bonds are not sold to the State, the BANs or the New Bonds may be issued in book-entry-only form as one fully registered BAN or New Bond per maturity registered in the name of Cede & Co., as nominee for The Depository Trust Company ("DTC"), New York, New York, and DTC may act as securities depository for the BANs or the New Bonds. In that event, the purchase of beneficial interests in the BANs or the New Bonds will be made in book-entry-only form in the denomination of $100,000 or more or in the denomination of $5,000 or any multiple thereof, respectively. Purchasers of beneficial interests will not receive certificates representing their interests in the BANs or the New Bonds purchased. As long as DTC or its nominee, Cede & Co., is the registered owner of the BANs or the New Bonds, payments of principal, premium, if any, and interest will be made when due directly to such registered owner in same-day funds wired by the Paying Agent in accordance with the procedures set forth in the Blanket Issuer Letter of Representations made by the City to DTC (the "DTC Letter of Representations"). In the event the BANs or the New Bonds are issued in book-entry only form and registered in the name of Cede & Co., the Controller is hereby authorized and directed to execute and deliver the DTC Letter of Representations.

Sec. 3. Redemption of BANs and New Bonds.

(a) If deemed appropriate by the Controller, with the advice of the Financial Advisor, the BANs shall be pre-payable by the City, in whole or in part, on or after the date determined to be most appropriate by the Controller, with the advice of the Financial Advisor, upon 7 days' notice to the owner of the BANs, without any premium, but with accrued interest to the date of prepayment.

(b) The New Bonds are redeemable at the option of the City on any date, but no earlier than January 1, 2024 (if there is a ten (10) year no-call), if the New Bonds are sold to the State pursuant to the Program, or no earlier than a date to be determined by the Controller with the advice of the Financial Advisor, if the New Bonds are otherwise sold to any other purchaser, on 60 days' notice, if the New Bonds are sold to the State, or on 30 days' notice if the New Bonds are sold to any other purchaser, in whole or in part, in inverse order of maturity and by lot within a maturity, at the par amount thereof, plus, in each case, accrued interest, if any, to the date fixed for redemption. The exact redemption dates and premiums shall be established by the Controller with the advice of the Financial Advisor.

(c) If any New Bond is issued as a term bond, the Paying Agent shall credit against the mandatory sinking fund requirement for the New Bonds maturing as term bonds, and corresponding mandatory redemption obligation, in the order determined by the City, any New Bonds maturing as term bonds maturing on the same date which have previously been redeemed (otherwise than as a result of a previous mandatory redemption requirement) or delivered to the Registrar for cancellation or purchased for cancellation by the Paying Agent and not theretofore

applied as a credit against any redemption obligation. Each New Bond maturing as a term bond so delivered or canceled shall be credited by the Paying Agent at 100% of the principal amount thereof against the mandatory sinking fund obligation on such mandatory sinking fund date, and any excess of such amount shall be credited on future redemption obligations, and the principal amount of the New Bonds to be redeemed by operation of the mandatory sinking fund requirement shall be accordingly reduced; provided, however, the Paying Agent shall credit only such New Bonds maturing as term bonds to the extent received on or before the date sixty-five (65) days preceding the applicable mandatory redemption date, if the New Bonds are sold to the State, or on or before the date forty-five (45) days preceding the applicable mandatory redemption date, if the New Bonds are sold to any other purchaser.

(d) If less than an entire maturity is called for redemption, the New Bonds to be called for redemption shall be selected by lot by the Registrar. If some New Bonds are to be redeemed by optional redemption and mandatory sinking fund redemption on the same date, the Registrar shall select by lot the New Bonds for mandatory sinking fund redemption before selecting the New Bonds by lot for optional redemption.

(e) Notice of redemption shall be given not less than sixty (60) days prior to the date fixed for redemption for New Bonds that are sold to the State, and not less than thirty (30) days prior to the date fixed for redemption for New Bonds that are sold to any other purchaser, unless such redemption notice is waived by the owner of the New Bond or New Bonds to be redeemed. Such notice shall be mailed to the address of the registered owner as shown on the registration record of the City as of the date which is sixty-five (65) days prior to such redemption date for New Bonds that are sold to the State and as of the date which is forty-five (45) days prior to such redemption date for New Bonds that are sold to any other purchaser. The notice shall specify the date and place of redemption and sufficient identification of the New Bonds called for redemption. The place of redemption may be determined by the City. Interest on the New Bonds so called for redemption shall cease on the redemption date fixed in such notice if sufficient funds are available at the place of redemption to pay the redemption price on the date so named.

(f) The BANs and the New Bonds shall be called for redemption in multiples of their minimum authorized denomination. The BANs and the New Bonds in denominations of more than the minimum authorized denomination shall be treated as representing the number of BANs and New Bonds, respectively, obtained by dividing the denomination of the BAN and the New Bond, respectively, by the minimum authorized denomination within a maturity. The BANs and the New Bonds may be redeemed in part. In the event of redemption of BANs and New Bonds in part, upon surrender of the BAN or the New Bond to be redeemed, a new BAN or BANs or New Bond or New Bonds in an aggregate principal amount equal to the unredeemed portion of the BAN or the New Bond surrendered shall be issued to the registered owner thereof.

Sec. 4. Execution and Authentication of the BANs and the New Bonds; Pledge of Net Revenues to the New Bonds. The BANs and the New Bonds shall be executed in the name of the City by the manual or facsimile signature of the Mayor of the City (the "Mayor") and the Controller of the City ("Controller"), and attested by the manual or facsimile signature of the Clerk of the City ("Clerk"). Those officials, by the signing of a Signature and No Litigation Certificate, shall adopt as and for their own proper signatures their facsimile signatures appearing

on the BANs and the New Bonds. The BANs and the New Bonds must be authenticated by an authorized officer of the Registrar or by the Controller, if the Controller is acting as the Registrar. The New Bonds shall be issued on parity with the outstanding 2007 Bonds. The New Bonds, 2007 Bonds and any additional bonds issued on a parity with the New Bonds in accordance with the restrictions imposed by this Ordinance (the "Parity Bonds" and together with the New Bonds and 2007 Bonds, the "Bonds"), as to both principal and interest, shall be payable from and secured by an irrevocable pledge of and shall constitute a charge upon the Net Revenues of the System. The City shall not be obligated to pay the principal of and interest on the Bonds, except from the Net Revenues of the System (except to the extent payable from the proceeds of the Bonds), and the New Bonds shall not constitute an indebtedness of the City within the meaning of the provisions and limitations of the constitution of the State.

Sec. 5. Form of New Bonds.

(a) The form and tenor of the New Bonds shall be substantially as follows, with all blanks to be filled in properly and all necessary additions and deletions to be made prior to the delivery thereof:

No. R-___

Unless this 2014 Bond (as defined below) is presented by an authorized representative of The Depository Trust Company, a New York corporation ("DTC"), to the City of Anderson, Indiana, 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 INDIANA **COUNTY OF MADISON**

CITY OF ANDERSON
WATERWORKS REVENUE BOND, SERIES 2014

Maturity Date	Interest Rate	Original Issue Date	Authentication Date	[CUSIP]
[See Exhibit A]	_____ %	_____, 2014	_____, ____	_____

Registered Owner:

Principal Sum:

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The City of Anderson (the "City"), in Madison County, State of Indiana, for value received, hereby promises to pay to the Registered Owner specified above or registered assigns, solely out of the special revenue fund hereinafter referred to, the Principal Sum specified above[, or so much thereof as may be advanced from time to time and be outstanding as evidenced by the records of the Registered Owner making payment for this 2014 Bond (as defined herein), or its assigns,] on [the Maturity Date set forth above] or [in the years and in the amounts set forth in Exhibit A attached hereto] [(unless this 2014 Bond is subject to and shall have been duly called for redemption and payment *as* provided for herein)], and to pay interest hereon until the Principal Sum shall be fully paid at the Interest Rate per annum specified above from the interest payment date to which interest has been paid next preceding the Authentication Date of this 2014 Bond, unless this 2014 Bond is authenticated after the fifteenth day of the month preceding an interest payment date and on or before such interest payment date, in which case it shall bear interest from such interest payment date, or unless this 2014 Bond is authenticated on or before _____ 15, 201__, in which case it shall bear interest from the Original Issue Date, which interest is payable semiannually on the first days of January and July of each year, beginning on _____1, 201__. Interest shall be calculated according to a 360-day calendar year containing twelve 30-day months.

[The principal of and premium, if any, on this 2014 Bond is payable at the principal office of _____ (the "Registrar" or the "Paying Agent"), in the _____of _____Indiana.] All payments of [principal of, premium, if any, and] interest on this 2014 Bond shall be paid by [check mailed one business day prior to the interest payment date] [wire transfer for deposit to a financial institution as directed by the State of Indiana (the "State") on the due date or, if such due date is a day when financial institutions are not open for business, on the business day immediately after such due date] to the Registered Owner hereof, as of the fifteenth day of the month preceding such payment, at the address as it appears on the registration books kept by the [Controller of the City (the "Registrar" or the "Paying Agent") in the City] [Registrar]. [If payment of principal or interest is made to a depository, payment shall be made by wire transfer on the payment date in same-day funds. If the payment date occurs on a date when financial institutions are not open for business, the wire transfer shall be made on the next succeeding business day. The Paying Agent shall wire transfer payments so such payments are received at the depository by 2:30 p.m. (New York City time).] All payments on the City's Waterworks Revenue Bonds, Series 2014 (the "2014 Bonds"), shall be made in any coin or currency of the United States of America, which on the dates of such payment, shall be legal tender for the payment of public and private debts.

This 2014 Bond shall not constitute an indebtedness of the City within the meaning of the provisions and limitations of the constitution of the State, and the City shall not be obligated to pay this 2014 Bond or the interest hereon except from the special fund provided from the Net Revenues (herein defined as the gross revenues of the System (herein defined as the City's waterworks system, including all real estate, equipment and appurtenances thereto used in connection therewith, and all extensions, additions and improvements thereto and replacements thereof, now or at any time hereafter constructed or acquired) remaining after the payment of the reasonable expense of operation and maintenance of the System).

This 2014 Bond is one of an authorized series of 2014 Bonds of like tenor and effect, except as to numbering, interest rates per annum and dates of maturity, in the total amount of

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_____ Dollars ($_____) lettered and numbered consecutively from R-1 and upward, issued for the purpose of providing funds to pay the cost of the acquisition of, and the construction of certain improvements and extensions to, the System, including, without limitation, the acquisition and installation of equipment therefor, and the making of other site improvements related thereto (collectively, the "Project"), [to refund interim notes issued in anticipation of the 2014 Bonds (the "BANs")] and to pay the costs of issuance of the 2014 Bonds and the BANs, as authorized by an ordinance adopted by the Common Council of the City (the "Common Council") on_____, 2014, entitled "An Ordinance of the Common Council of the City of Anderson authorizing the acquisition of, and the construction of certain improvements and extensions to, the waterworks system of the City of Anderson, the issuance of revenue bonds to provide the cost thereof, the collection, segregation and distribution of the revenues of such system, the safeguarding of the interests of the owners of such revenue bonds and other matters connected therewith, including the issuance of notes in anticipation of such bonds, and repealing ordinances inconsistent herewith" (the "2014 Ordinance"), and in strict compliance with the provisions of IC 8-1.5-2, as in effect on the issue date of this 2014 Bond (the "Act"). Capitalized terms not otherwise defined herein have the same meanings as ascribed to them in the 2014 Ordinance.

[Reference is hereby made to the Financial Assistance Agreement between the City and the State as to certain terms and covenants pertaining to the Project and this 2014 Bond (the "Financial Assistance Agreement").]

Pursuant to the provisions of the 2014 Ordinance and the Act, the principal of and interest on this 2014 Bond, all other 2014 Bonds, 2007 Bonds, and any bonds hereafter issued ranking on a parity therewith (collectively, the "Bonds"), are payable solely from the Waterworks Sinking Fund created by the 2014 Ordinance (the "Sinking Fund") to be funded from the Net Revenues of the System, except to the extent payable from the proceeds of the Bonds.

The City irrevocably pledges, the entire Net Revenues of the System to the prompt payment of the principal of and interest on the Bonds on a parity basis, all to the extent necessary for that purpose, and covenants that it will cause to be fixed, maintained and collected such rates and charges for service rendered by the System as are sufficient in each year for the payment of the proper and reasonable expenses of operation and maintenance [Operation and Maintenance (as defined in the Financial Assistance Agreement)] of the System and for the payment of the sums required to be paid into the Sinking Fund under the provisions of the Act and the Ordinance. If the City or the proper officers of the City shall fail or refuse to fix, maintain and collect such rates or charges, or if there shall be a default in the payment of the principal of or interest on the Bonds when due, the owner of this 2014 Bond shall have all of the rights and remedies provided for in the Act and the Ordinance, including the right to have a receiver appointed to administer the System (but only in the event of a default in the payment of the principal of or the interest on the Bonds when due), and, by civil action, to protect and enforce rights granted by the Act or under the Ordinance in connection with any action or duty to be performed by the City, the Common Council or any officer of the City, including the making and collecting of reasonable and sufficient charges and rates for services provided by the System.

The City covenants that it will set aside and pay into the Sinking Fund a sufficient amount of the Net Revenues to pay: (a) the principal of and interest on the Bonds, as such principal and interest shall come due; (b) the necessary fiscal agency charges for paying the principal of and

interest on the Bonds; and (c) an additional amount to create and maintain the debt service reserve required by the Ordinance, which can be cash funded in the bond issuance or built up over 5 years. Such required payments shall constitute a charge upon all the Net Revenues of the System.

[The 2014 Bonds maturing on and after January 1, 20__ , are redeemable at the option of the City on July 1, 201_, or any date thereafter, on [sixty (60)] [thirty (30)] days' notice, in whole or in part, in inverse order of maturity and by lot within a maturity, at face value, together with the following premiums:

__% if redeemed on July 1, 20__ or thereafter on or before June 30, 20__;
__% if redeemed on July 1, 20__ or thereafter prior to maturity;

plus in each case accrued interest to the date fixed for redemption.]

[The 2014 Bonds maturing on January 1, 20__ are subject to mandatory sinking fund redemption prior to maturity, at a redemption price equal to the principal amount thereof, plus accrued interest, on January 1 in the years and in the amounts set forth below:

Year	Amount
*	

*Final Maturity.]

[In the event the 2014 Bonds are to be redeemed by optional redemption and mandatory sinking fund redemption on the same date, the Registrar shall select by lot the 201_ Bonds for mandatory sinking fund redemption before selecting the 2014 Bonds by lot for optional redemption.]

Notice of redemption shall be mailed to the address of the Registered Owner as shown on the registration record of the City, as of the date which is [sixty-five (65)] [forty-five (45)] days prior to such redemption date, not less than [sixty (60)] [thirty (30)] days prior to the date fixed for redemption. The notice shall specify the date and place of redemption and sufficient identification of the 2014 Bonds called for redemption. The place of redemption may be determined by the City. Interest on the 201_ Bonds so called for redemption shall cease on the redemption date fixed in such notice, if sufficient funds are available at the place of redemption to pay the redemption price on the date so named.

[The 2014 Bonds shall be called for redemption in multiples of [$1.00] [$5,000]. The 201_ Bonds in denominations of more than [$1.00] [$5,000] shall be treated as representing the number of 2014 Bonds obtained by dividing the denomination of the 2014 Bond by [$1.00] [$5,000] within a maturity.] The 2014 Bonds may be redeemed in part. In the event of the redemption of the 2014 Bonds in part, upon surrender of the 2014 Bond to be redeemed, a new 2014 Bond or 2014 Bonds in an aggregate principal amount equal to the unredeemed portion of the 2014 Bond surrendered shall be issued to the Registered Owner.

If this 2014 Bond shall not be presented for payment or redemption on the date fixed therefor, and the City shall have deposited in trust with the Paying Agent, an amount sufficient to pay this 2014 Bond or the redemption price, as the case may be, then the Registered Owner shall thereafter look only to the funds so deposited in trust with the Paying Agent for payment and the City shall have no further obligation or liability with respect thereto.

This 2014 Bond is transferable or exchangeable only upon the books of the City kept for that purpose at the office of the Registrar, by the Registered Owner hereof in person, or by its attorney duly authorized in writing, upon surrender of this 2014 Bond, together with a written instrument of transfer or exchange satisfactory to the Registrar duly executed by the Registered Owner or its attorney duly authorized in writing, and thereupon a new fully registered 2014 Bond or 2014 Bonds in the same aggregate principal amount and of the same maturity, shall be executed and delivered in the name of the transferee or transferees or to the Registered Owner, as the case may be, in exchange therefor. Except as otherwise provided in the Disclosure Agreement described below, the City, the Registrar and the Paying Agent may treat and consider the person in whose name this 2014 Bond is registered as the absolute owner hereof for all purposes, including for the purpose of receiving payment of, or on account of, the principal hereof, premium, if any, and interest due hereon.

The 2014 Bonds maturing in any one year are issuable only in fully registered form in the denomination of [$1.00] [$5,000] or any integral multiple thereof not exceeding the aggregate principal amount of the 2014 Bonds maturing in such year.

[All of the 2014 Bonds have been designated [or deemed designated] as "qualified tax-exempt obligations" within the meaning of Section 265(b)(3) of the Internal Revenue Code of 1986, as amended.]

THE REGISTERED OWNER, BY THE ACCEPTANCE HEREOF, HEREBY AGREES TO ALL THE TERMS AND PROVISIONS CONTAINED IN THE 201_ ORDINANCE. This 2014 Bond is subject to defeasance prior to redemption or payment as provided in the 2014 Ordinance. The 2014 Ordinance may be amended without the consent of the owners of the 2014 Bonds as provided in the 2014 Ordinance if the Common Council determines, in its sole discretion, that the amendment shall not adversely affect the rights of any of the owners of the 2014 Bonds[; provided, however, that if the 2014 Bonds are sold to the [State] [to finance Eligible Costs (as defined in the Financial Assistance Agreement)], the City shall obtain the prior written consent of the [State]].

A Continuing Disclosure Agreement dated as of the Original Issue Date (the "Disclosure Agreement") has been executed by the City for the benefit of each registered or beneficial owner of any 2014 Bond. A copy of the Disclosure Agreement is available from the City and its terms are incorporated herein by reference. The Disclosure Agreement contains certain covenants of the City to each registered or beneficial owner of any 2014 Bond, including a covenant to provide continuing disclosure of certain annual financial information and notices of the occurrence of certain events, if material. By its payment for and acceptance of this 2014 Bond, the Registered Owner and any beneficial owner of this 2014 Bond assents to the Disclosure Agreement and to the exchange of such payment and acceptance for such covenants.

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It is hereby certified and recited that all acts, conditions and things required to be done precedent to and in the preparation and completion of the execution, issuance and delivery of this 2014 Bond have been done and performed in regular and due form as provided by law.

This 2014 Bond shall not be valid or become obligatory for any purpose until the Certificate of Authentication hereon shall have been executed by an authorized representative of the Registrar.

IN WITNESS WHEREOF, the City has caused this 2014 Bond to be executed in its corporate name and on its behalf by the manual or facsimile signature of the Mayor of the City and attested manually or by facsimile by the Controller of the City.

CITY OF ANDERSON, INDIANA

By: _____
Mayor

By: _____
Controller

ATTEST:

_____
Clerk

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REGISTRAR'S CERTIFICATE OF AUTHENTICATION

It is hereby certified that this 2014 Bond is one of the Bonds described in the 2014 Ordinance.

_____
as Registrar

By: _____
Authorized Representative

ABBREVIATIONS

The following abbreviations, when used in this 2014 Bond, 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
UNIF TRANS MIN ACT	_____ Custodian _____ (Cust) (Minor) Under Uniform Transfers to Minors Act of _____ (State)

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

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ASSIGNMENT

For value received, the undersigned hereby sells, assigns and transfers unto

_____

_____

(Please print or typewrite name, address and social security or other identifying number of the assignee and insert number for the first named transferee if held by joint account)

the within 2014 Bond and all rights thereunder, and hereby irrevocably constitutes and appoints, as attorney to transfer the within 2014 Bond on the books kept for the registration thereof with full power of substitution in the premises.

Dated: _____ REGISTERED OWNER:

_____

NOTICE: The signature to this assignment must correspond with the name as it appears on the face of the within 2014 Bond in every particular, without alteration or enlargement or any change whatever. When assignment is made by a guardian, trustee, executor or administrator, an officer of a corporation or anyone in a representative capacity, proof of authority to act must accompany this assignment.

Signature guaranteed by:

_____

NOTICE: Signature(s) must be guaranteed by an eligible guarantor institution as defined in SEC Rule 17Ad-15 (17 CFR 240.17Ad-15) participating in a Securities Transfer Association recognized signature guarantee program.

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[EXHIBIT A

CITY OF ANDERSON, INDIANA
WATERWORKS REVENUE BOND, SERIES 2014

Maturity Dates Principal Due]

[End of the New Bond Form.]

(b) In the event the New Bonds are purchased by the State, and, after the completion of the Project and upon the request of the State, the City may exchange and replace, at the City's expense, any temporary New Bond forms initially authenticated and delivered to the State with definite New Bond forms evidencing the final outstanding principal amount of the New Bonds. Such temporary New Bond forms shall otherwise be under the same restrictions as the definite New Bond forms, and both forms shall be in substantially the same form as set forth above.

Sec. 6. Preparation and Sale of BANs and New Bonds. The Controller is hereby authorized and directed to have the BANs and the New Bonds prepared, and the Mayor, the Controller and the Clerk are hereby authorized and directed to execute the BANs and the New Bonds in the form and manner herein provided. The Controller is hereby authorized and directed

to deliver the BANs and the New Bonds to the purchasers thereof after the sale made in accordance with the provisions of this Ordinance, provided that at the time of such delivery, the Controller shall collect the full amount which the purchasers have agreed to pay therefor, which amount shall not be less than the applicable minimum percentage of the par value of the BANs or the New Bonds set forth in Section 2 of this Ordinance. The City may receive payment for the BANs and the New Bonds in installments. The New Bonds, as and to the extent paid for and delivered to the purchaser, shall be the binding special revenue obligations of the City, payable out of the Net Revenues of the System to be set aside into the Sinking Fund as provided herein. The proceeds derived from the sale of the BANs and the New Bonds shall be and are hereby set aside to pay the costs of the Project, the refunding of the BANs, if applicable, and the expenses necessarily incurred in connection with the issuance of the BANs and the New Bonds. The proper officers of the City are hereby directed to draw all proper and necessary warrants, and to do whatever acts and things which may be necessary to carry out the provisions of this Ordinance.

Sec. 7. New Bond Sale Notice; Official Statement.

(a) If the New Bonds will be sold at a competitive sale, the Controller shall cause to be published either (i) a notice of such sale in Herald-Bulletin, a newspaper published in the City, two times, at least one week apart, with the first publication being made at least 15 days before the date of the sale and the second publication being made at least three days before the date of the sale, or (ii) a notice of intent to sell in Herald-Bulletin and the Court & Commercial Record, a newspaper of general circulation published in the State capital, once each week for two weeks, with the first publication being made at least 15 days before the date selected for sale and the second publication being made at least eight days before the date selected for sale, all in accordance with IC 5-1-11, as amended, and IC 5-3-1, as amended. Such notice shall also be posted prior to the first date of publication at or near the City Hall. A notice of sale may also be published one time in the Court & Commercial Record, and a notice or summary notice may also be published in The Bond Buyer in New York, New York. The notice shall state the character, the amount and the authorized denominations of the New Bonds, the maximum rate or rates of interest thereon, the terms and conditions upon which bids will be received and the sale made, and such other information as the Controller and the attorneys employed by the City shall deem advisable. Any summary notice may contain any information deemed so advisable. The notice may provide, among other things, that the purchaser is required to submit to the City an amount equal to 1% of the principal amount of the New Bonds described in the notice in the form of a certified or cashier's check (or wire transfer such amount as instructed by the City) not later than 3:30 p.m. (local time) on the next business day following the award. In the event the successful bidder shall fail or refuse to accept delivery of the New Bonds and pay for the same as soon as the New Bonds are ready for delivery, or at the time fixed in the notice of sale sale, then such good faith deposit and the proceeds thereof shall be the property of the City and shall be considered as its liquidated damages on account of such default. Bidders for the New Bonds will be required to name the rate or rates of interest which the New Bonds are to bear, not exceeding the maximum rate hereinbefore fixed, and that such interest rate or rates shall be in multiples of one-one hundredth (1/100) of one percent (1%). The rate bid on a maturity shall be equal to or greater than the rate bid on the immediately preceding maturity. No conditional bid or bid for less than the applicable minimum percentage of the par value of the New Bonds set forth in Section 2 of this

Ordinance will be considered. The opinion of Bond Counsel approving the legality of the New Bonds will be furnished to the purchaser at the expense of the City.

(b) The New Bonds shall be awarded by the Controller to the best bidder who has submitted its bid in accordance with the terms of this Ordinance, IC 5-1-11, as amended, and the notice. The best bidder will be the one who offers the lowest interest cost to the City, to be determined by computing the total interest on all of the New Bonds to their maturities and deducting the premium bid, if any, or adding thereto the discount bid, if any. The right to reject any and all bids shall be reserved. If an acceptable bid is not received on the date of sale, the sale may be continued from day to day thereafter without further advertisement for a period of thirty (30) days, during which time, no bid which provides a higher net interest cost to the City than the best bid received at the time of the advertised sale will be considered.

(c) The Controller is hereby authorized to approve a Preliminary Official Statement, if necessary, related to the New Bonds (the "Preliminary Official Statement") in form and substance reasonably acceptable to the Controller. The distribution of the Preliminary Official Statement and the final Official Statement related to the Bonds (the "Official Statement") to be prepared by the Financial Advisor, on behalf of the City, is hereby authorized and approved and the Mayor is authorized and directed to execute the Official Statement on behalf of the City in a form consistent with this Ordinance. The Mayor or the Controller is authorized to deem the Preliminary Official Statement as "final" for purposes of Rule 15c2-12 promulgated by the Securities and Exchange Commission.

(d) As an alternative to a public sale, the City may negotiate the sale of the New Bonds to the State. The Mayor and the Controller are hereby authorized to (i) submit an application to the State, (ii) execute a purchase agreement with the State and (iii) sell the New Bonds upon such terms as are acceptable to the Mayor and the Controller consistent with the terms of this Ordinance and with the advice of the Financial Advisor.

Sec. 8. Use of Proceeds.

(a) The accrued interest and the premium, if any, received at the time of the delivery of the New Bonds shall be deposited in the Bond and Interest Account (the "Bond and Interest Account") of the Sinking Fund. The remaining proceeds from the sale of the New Bonds and the BAN proceeds shall be deposited in a bank or banks which are legally designated depositories for the funds of the City, in a special account or accounts to be designated as the "City of Anderson Water Utility 2014 Waterworks Construction Account" (the "Construction Account"). All funds deposited to the credit of the Sinking Fund or the Construction Account shall be deposited, held, secured or invested in accordance with the laws of the State relating to the depositing, holding, securing or investing of public funds, including particularly IC 5-13, and the acts amendatory thereof and supplemental thereto. The funds in the Construction Account shall be expended only for the purpose of paying the costs of issuance of the BANs or the New Bonds, the cost of the Project, refunding all or a portion of the BANs, if issued, or as otherwise required by the Act. The cost of obtaining the legal services of Bond Counsel shall be considered a part of the costs of issuance of the BANs and the New Bonds.

(b) The City hereby declares that it reasonably expects to reimburse the City's advances to the Project from proceeds of the BANs or the New Bonds, as anticipated by this Ordinance.

(c) Any balance or balances remaining unexpended in the Construction Account after completion of the Project, which are not required to meet unpaid obligations incurred in connection with the Project, shall either (1) be paid into the Bond and Interest Account and used solely for the purpose of paying the interest on the BANs or the New Bonds when due until depleted or (2) be used for the same purpose or type of project for which the BANs or the New Bonds were originally issued, all in accordance with IC 5-1-13, as amended and supplemented.

(d) With respect to any New Bonds sold to the State to finance Eligible Costs, to the extent that the total principal amount of the New Bonds is not paid by the purchaser or drawn down by the City, the City shall reduce the principal amounts of the New Bond maturities to effect such reduction in a manner that will still achieve annual debt service that is as level as practicable as described in Section 2(c) hereof.

Sec. 9. Revenues. All income and revenues of the System shall be deposited upon receipt in the Revenue Fund, which is hereby created (the "Revenue Fund"). The Revenue Fund shall be maintained separate and apart from all other accounts of the City. All moneys deposited in the Revenue Fund may be invested in accordance with IC 5-13-9, as amended, and other applicable laws.

Sec. 10. Operation and Maintenance Fund. There shall be transferred from the Revenue Fund and credited to the Operation and Maintenance Fund, which is hereby created (the "Operation and Maintenance Fund"), on or before the last day of each calendar month a sufficient amount of the revenues of the System so that the balance in the Operation and Maintenance Fund shall be sufficient to pay the expenses of operation and maintenance of the System for the then next succeeding two calendar months. The moneys credited to the Operation and Maintenance Fund shall be used for the payment of the reasonable and proper operation and maintenance expenses of the System on a day-to-day basis. Any monies in the Operation and Maintenance Fund in excess of the expected expenses of operation and maintenance for the next succeeding month may be transferred to the Sinking Fund if necessary to prevent a default in the payment of the principal of or interest on the then outstanding Bonds.

Section 11. Sinking Fund.

(a) General. The Sinking Fund is hereby created for the payment of the principal of, the premium, if any, and the interest on the Bonds and the payment of any fiscal agency charges in connection with the payment of the principal thereof, the premium, if any, and the interest thereon, which fund shall be designated the "City of Anderson Waterworks Sinking Fund." After meeting the requirements of the Operation and Maintenance Fund set forth above, there shall be set aside and deposited in the Sinking Fund, as available, and as provided below, a sufficient amount of the Net Revenues of the System to meet the requirements of the Bond and Interest Account and the Reserve Account hereby created in the Sinking Fund (the "Reserve

Account"). Such payments shall continue until the balance in the Bond and Interest Account and the Reserve Account equal the amount necessary to redeem all of the then outstanding Bonds.

(b) Bond and Interest Account. The Bond and Interest Account is hereby created within the Sinking Fund. There shall be transferred, on or before the last day of each calendar month, from the Revenue Fund and credited to the Bond and Interest Account: (i) commencing in the first full calendar month after the date of issuance of the New Bonds, an amount of the Net Revenues (or the entire balance if less than the required amount) equal to a fraction of the total amount of interest on the then outstanding Bonds coming due on the next interest payment date (after deducting therefrom the amount already on deposit in the Bond and Interest Account on the date of issuance of the New Bonds for the payment of such interest), which fraction shall be the quotient of one divided by the number of calendar months during which the New Bonds will be outstanding prior to that first interest payment date; (ii) commencing in the first full calendar month after the date of issuance of the New Bonds, an amount of the Net Revenues (or the entire balance if less than the required amount) equal to a fraction of the total amount of principal of the then outstanding Bonds coming due on the next principal payment date, whether by maturity or mandatory sinking fund redemption (after deducting therefrom the amount already on deposit in the Bond and Interest Account on the date of issuance of the New Bonds for the payment of such principal), which fraction shall be the quotient of one divided by the number of calendar months during which the New Bonds will be outstanding prior to that first principal payment date; (iii) commencing in the month of the first interest payment date for the Bonds following the date of issuance of the New Bonds, an amount of the Net Revenues (or the entire balance if less than the required amount) equal to one-sixth of the interest on the then outstanding Bonds coming due on the next interest payment date; and (iv) commencing in the month of the first principal payment date for the Bonds following the date of issuance of the New Bonds, an amount of the Net Revenues (or the entire balance if less than the required amount) equal to one-twelfth of the principal of the then outstanding Bonds coming due on the next principal payment date, whether by maturity or mandatory sinking fund redemption. There shall similarly be credited to the Bond and Interest Account any amount necessary to pay the charges of the Paying Agent, if other than the Controller, for paying the principal of, premium, if any, and interest on the Bonds as the same become payable. The City shall, from the sums deposited in the Sinking Fund and credited to the Bond and Interest Account, remit promptly to the registered owner or to the Paying Agent sufficient moneys to pay the principal, premium, if any, and interest on their due dates, together with the amount of the charges of the Paying Agent, if other than the Controller.

(c) Reserve Account.

(1) The Reserve Account is hereby created within the Sinking Fund. On the date of delivery of the New Bonds, the City may deposit New Bond proceeds, funds on hand or a combination thereof, into the Reserve Account. The balance to be maintained in the Reserve Account shall equal but not exceed an amount equal to the least of (i) the maximum annual principal and interest requirements on the New Bonds; (ii) 125% of the average annual principal and interest requirements on the New Bonds; or (iii) 10% of the stated principal amount of the New Bonds, provided that if any series of New Bonds has more than a de minimis amount of original issue discount or premium, the issue price of such series of New Bonds (net of pre-

issuance accrued interest) shall be used to measure the 10% limitation in lieu of the stated principal amount of such series of New Bonds (the "Reserve Requirement"). If the initial deposit into the Reserve Account does not equal the Reserve Requirement or if no deposit is made, then, after meeting the requirements of the Bond and Interest Account set forth above and beginning with the first full calendar month after the date of issuance of the New Bonds, the City shall on or before the last day of each calendar month deposit an amount of Net Revenues or other funds legally available therefor in the Reserve Account until the balance therein equals the Reserve Requirement. The monthly deposits of Net Revenues shall be equal in amount (or the entire balance if less than such amount) and sufficient to accumulate the Reserve Requirement for the New Bonds on or before the date that is five (5) years after the date of issuance of the New Bonds.

(2) The Reserve Account shall constitute a margin for safety and a protection against default in the payment of the principal of, premium, if any, and interest on outstanding Bonds, and the moneys in the Reserve Account shall be used to pay the principal of and interest on outstanding Bonds to the extent that moneys in the Bond and Interest Account are insufficient for that purpose. Any deficiency in the balance maintained in the Reserve Account shall be promptly made up from the next available Net Revenues remaining after the required deposits into the Bond and Interest Account. In the event moneys in the Reserve Account are transferred to the Bond and Interest Account to pay the principal of and interest on outstanding Bonds, then that depletion of the balance in the Reserve Account shall be made up from the next available Net Revenues after the required deposits into the Bond and Interest Account. Investments in the Reserve Account shall be valued at least annually at their fair market value and marked to market. If, after such valuation, it is determined that the amount on deposit in the Reserve Account is in excess of the Reserve Requirement, such excess shall be transferred to the Utility Account created pursuant to Section 12 of this Ordinance (the "Utility Account").

(3) Notwithstanding the forgoing, the Controller, with the advice of the Financial Advisor and Bond Counsel, may enable the City to satisfy all or any part of its obligation to maintain an amount in the Reserve Account equal to the Reserve Requirement by depositing a Reserve Fund Credit Facility in the Reserve Account, provided that such deposit does not adversely affect any then existing rating on the New Bonds. A Reserve Fund Credit Facility is hereby defined as a letter of credit, liquidity facility, insurance policy or comparable instrument furnished by a bank, insurance company, financial institution or other entity pursuant to a reimbursement agreement or similar instrument between such entity and the City, for the purpose of satisfying in whole or in part the City's obligation to maintain the Reserve Requirement.

Section 12. Utility Account.

(a) The Utility Account shall be designated the "City of Anderson Utility Account." After meeting the requirements of the Operation and Maintenance Fund and the Sinking Fund set forth above, the City shall transfer to the Utility Account from the Revenue Fund on or before the last day of each calendar month a sufficient amount of Net Revenues to be used and applied in the extension, replacement in whole or in part, repair, and operation and maintenance of the System. Moneys in the Utility Account shall be transferred to the Sinking Fund if and to the extent necessary to prevent a default in the payment of the principal of, premium, if any, or interest on any outstanding Bonds or the interest on the BANs, or, if

necessary, to eliminate any deficiency in the balance maintained in the Reserve Account as required by Section 11(c) of this Ordinance. At any other time, moneys in the Utility Account may be transferred to the Operation and Maintenance Fund to meet unforeseen contingencies in the operation and maintenance of the System.

(b) After meeting the requirements of the Operation and Maintenance Fund, the Sinking Fund and the Utility Account set forth above, any remaining revenues in the Revenue Fund may be applied to: (i) the general fund of the City in accordance with IC 8-1.5-3-11, outstanding bond ordinances and contract provisions under IC 8-1-2.2, as amended; (ii) the payment of the interest on a loan made for utility construction; or (iii) the creation of a sinking fund for the liquidation of the debt; in each case as the Common Council determines.

Sec. 13. Maintenance of Accounts: Investments. The Sinking Fund shall be maintained as a separate account or accounts from all other accounts of the City. The Operation and Maintenance Fund and the Utility Account may be maintained in a single account or separate accounts, but such account or accounts, shall likewise be maintained separate and apart from all other accounts of the City and apart from the Sinking Fund. All moneys deposited in the Funds and Accounts created by this Ordinance shall be deposited, held and secured as public funds in accordance with the public depository laws of the State; provided that moneys therein may be invested in obligations in accordance with applicable laws, including IC 5-13, as amended or supplemented, and Section 19 of this Ordinance, and in the event of such investment, the income therefrom shall become a part of the funds invested and shall be used only as provided in this Ordinance. Nothing in this Section or elsewhere in this Ordinance shall be construed to require that separate bank accounts be established and maintained for the Funds and Accounts created by this Ordinance.

Sec. 14. Maintenance of Books and Records.

(a) The City shall keep proper books of records and accounts, separate from all of its other records and accounts, in which complete and correct entries shall be made showing all revenues collected from the System, all disbursements made on account of the System and all other transactions relating to the System. Copies of all such statements and reports shall be kept on file in the office of the Controller.

(b) If the BANs or the New Bonds are sold to the State to finance Eligible Costs, the City shall establish and maintain the books and other financial records of the Project (including the establishment of a separate account or subaccount for the Project) and the System in accordance with (i) generally accepted governmental accounting standards for utilities, on an accrual basis, as promulgated by the Governmental Accounting Standards Board, and (ii) the rules, regulations and guidance of the State Board of Accounts.

Sec. 15. Rate Covenant. The City covenants and agrees that it will establish and maintain just and equitable rates and charges for the use of and the service rendered by the System, to be paid by the owner of each and every lot, parcel of real estate or building that is connected with and uses the System, or that in any way uses or is served by the System, at a level adequate to produce and maintain sufficient revenue (including user and other charges, fees,

income or revenues available to the City) to provide for the proper operation and maintenance of the System, to comply with and satisfy all covenants contained in this Ordinance and to pay all obligations of the System and the City with respect to the System. Such rates and charges shall, if necessary, be changed and readjusted from time to time so that the revenues therefrom shall always be sufficient to meet the expenses of the operation and maintenance of the System and the requirements of the Sinking Fund and any BANs. The rates and charges so established shall apply to any and all use of the System by and service rendered to the City and shall be paid by the City as the charges accrue.

Sec. 16. Defeasance of New Bonds. If (i) any of the New Bonds shall have become due and payable in accordance with their terms or shall have been duly called for redemption or irrevocable instructions to call the New Bonds or any portion thereof for redemption shall have been given, and the whole amount of the principal, the premium, if any, and the interest, so due and payable upon all of the New Bonds or any designated portion thereof then outstanding shall be paid; or (ii) the City shall cause to be held in trust for the purpose of paying when due the principal of, premium, if any, and interest on the New Bonds or any designated portion thereof, money, together with direct obligations of (including obligations issued or held in book entry form on the books of) the Department of the Treasury of the United States of America or such other obligations that, the principal of and the interest on which when due, will be sufficient, without reinvestment, to make such payments, and provision shall also be made for paying all fees and expenses for the redemption of such New Bonds; then and in that case, such New Bonds shall no longer be deemed outstanding or entitled to the pledge of the Net Revenues of the System.

Sec. 17. Additional BANs and Bonds. The City reserves the right to authorize and issue additional BANs at any time ranking on a parity with the BANs. The City reserves the right to authorize and issue Parity Bonds for the purpose of financing the cost of future additions to, extensions of and improvements to the System, or to refund obligations, subject to the following conditions:

(a) The principal of and interest on all bonds payable from the Net Revenues of the System shall have been paid in accordance with the terms thereof, and the amounts required to be paid into the Sinking Fund shall have been made as of the date of issuance of the Parity Bonds in accordance with the provisions of this Ordinance. The Reserve Requirement shall be satisfied for the Parity Bonds either at the time of delivery of the Parity Bonds or over a five-year or shorter period, in a manner which is commensurate with the requirements established in Section 11(c) of this Ordinance.

(b) The Net Revenues of the System in the fiscal year immediately preceding the issuance of any Parity Bonds shall be not less than one hundred twenty-five percent (125%) of the maximum annual principal and interest requirements of the then outstanding bonds payable from the Net Revenues (which does not include the Parity Bonds proposed to be issued or the bonds to be refunded by the Parity Bonds proposed to be issued and which are hereinafter referred to in this paragraph as the "Then Outstanding Bonds") and the Parity Bonds proposed to be issued to the final maturity of the Then Outstanding Bonds; or, prior to the issuance of the Parity Bonds, the water rates and charges shall be increased sufficiently so that such increased rates and charges applied to the previous fiscal year's operations would have produced Net Revenues for such fiscal

year equal to not less than one hundred twenty-five percent (125%) of the maximum annual principal and interest requirements of the Then Outstanding Bonds and the Parity Bonds proposed to be issued to the final maturity of the Then Outstanding Bonds. Notwithstanding the foregoing, the City may issue Parity Bonds to refund a portion of the New Bonds, if after such issuance, the annual principal and interest requirements of the Then Outstanding Bonds and the Parity Bonds proposed to be issued in each year until the final maturity of the Then Outstanding Bonds is less than the annual principal and interest requirements of the New Bonds and the other Then Outstanding Bonds, which are outstanding immediately prior to such issuance in each year until the final maturity of the Then Outstanding Bonds. For purposes of this subsection, the records of the System shall be analyzed and the requirements of this Section shall be prepared and certified by a certified public accountant employed by the City for that purpose.

(c) The principal of, or mandatory sinking fund redemption for, the Parity Bonds shall be payable annually on January 1 and interest on such Parity Bonds shall be payable semiannually on January 1 and July 1 in the years in which such principal and interest are payable.

(d) If the New Bonds are sold to the State to finance Eligible Costs: (i) the City obtains the consent of the State; (ii) the City has faithfully performed and is in compliance with each of its obligations, agreements and covenants contained in the Financial Assistance Agreement and the Ordinance; and (iii) the City is in compliance with its waterworks permits, except for noncompliance, the elimination of which is a purpose for which the Parity Bonds, including any refunding bonds, are issued, so long as such issuance constitutes part of an overall plan to eliminate such noncompliance.

Sec. 18. Further Covenants. For the purpose of further safeguarding the interests of the owners of the BANs and the New Bonds, it is specifically provided as follows:

(a) All contracts let by the City in connection with the construction of the Project shall be let after due advertisement as required by the laws of the State, and all contractors shall be required to furnish surety bonds in an amount equal to one hundred percent (100%) of the amount of such contracts, to insure the completion of such contracts in accordance with their terms, and such contractors shall also be required to carry such employer's liability and public liability insurance as are required under the laws of the State in the case of public contracts and shall be governed in all respects by the laws of the State relating to public contracts.

(b) The Project shall be constructed under the supervision and subject to the approval of the Engineer. All estimates for work done or material furnished shall first be checked by the Engineer and approved by the City.

(c) So long as any of the BANs or the New Bonds are outstanding, the City shall at all times maintain the System in good condition and operate the same in an efficient manner and at a reasonable cost.

(d) So long as any of the BANs or the New Bonds are outstanding, the City shall acquire and maintain insurance on the insurable parts of the system, of a kind and in an amount such as is usually carried by private corporations engaged in a similar type of business.

All insurance shall be placed with responsible insurance companies qualified to do business under the laws of the State. If the BANs or the New Bonds are sold to the State to finance Eligible Costs, such insurance coverage shall be acceptable to the State, and the proceeds of insurance or condemnation awards shall be used to replace or restore the System, unless the State consents to a different use of such proceeds.

(e) So long as any of the BANs or the New Bonds are outstanding, the City shall not sell, transfer, lease, mortgage, pledge or otherwise encumber the property and plant of the System, or any portion thereof, or any interest therein, except for such machinery, equipment or other property as may be replaced or shall no longer be necessary for use in connection with the System.

(f) If the BANs or the New Bonds are sold to the State to finance Eligible Costs, and, except as otherwise specifically provided in Section 17 of this Ordinance, the City shall not borrow any money, enter into any contract or agreement or incur any other liabilities in connection with the System, other than for normal operating expenditures, without the prior written consent of the State, as applicable, if such undertaking would involve, commit or use the revenues of the System.

(g) Except as otherwise specifically provided in Section 17 hereof, so long as any of the BANs or the New Bonds are outstanding, no additional bonds or other obligations pledging any portion of the revenues of the System shall be authorized, executed, or issued by the City, except those as shall be made subordinate and junior in all respects to the New Bonds, unless all of the BANs and the New Bonds are redeemed or defeased pursuant to Section 16 hereof coincidentally with the delivery of such additional bonds or other obligations.

(h) The provisions of this Ordinance shall constitute a contract by and between the City and the owners of the BANs and the New Bonds, all the terms of which shall be enforceable by any holder of the BANs or the New Bonds by any and all appropriate proceedings in law or in equity. After the issuance of the BANs or the New Bonds, this Ordinance shall not be repealed, amended or modified in any respect which will adversely affect the rights or interests of the owners of the BANs or the New Bonds, nor shall the Common Council or any other body of the City adopt any law, ordinance or resolution which in any way adversely affects the rights of such owners so long as any of the BANs or the New Bonds remain outstanding. Except for the changes set forth in Section 21(a)(1)-(7) of this Ordinance, this Ordinance may be amended, however, without the consent of the BAN or the New Bond owners, if the Common Council determines, in its sole discretion, that such amendment would not adversely affect the rights of any of the owners of the BANs or the New Bonds; provided, however, that if the BANs or the New Bonds are sold to the State to finance Eligible Costs, the State shall obtain the prior written consent of the State.

The provisions of this Ordinance shall be construed to create a trust in the proceeds of the sale of the BANs and the New Bonds for the uses and purposes set forth herein, and the owners of the BANs and the New Bonds shall retain a lien on such proceeds until the same are applied in accordance with the provisions of this Ordinance and the Act. The provisions of this Ordinance shall also be construed to create a trust in the portion of the Net Revenues herein

directed to be set apart and paid into the Sinking Fund or the Utility Account for the uses and purposes of such Funds as set forth in this Ordinance. The owners of the BANs and the New Bonds shall have all of the rights, remedies and privileges set forth in the provisions of the Act, including the right to have a receiver appointed to administer the System, in the event of default in the payment of the principal of or interest on any of the New Bonds. Upon the appointment of such receiver, the receiver may: (i) charge and collect rates sufficient to provide for the payment of the expenses of the operation and maintenance of the System; (ii) pay the interest on the BANs or the principal of, premium, if any, and interest on any bonds payable from Net Revenues; and (iii) apply the revenues of the System in conformity with the Act and this Ordinance. In addition, any owner of the BANs and the New Bonds may, by civil action, protect and enforce rights granted by the Act or under this Ordinance in connection with any action or duty to be performed by the City, the Common Council or any officer of the City, including the making and collecting of reasonable and sufficient charges and rates for services provided by the System.

(j) None of the provisions of this Ordinance shall be construed as requiring the expenditure of any funds of the City derived from any source other than the proceeds of the BANs, the New Bonds or the operation of the System.

Sec. 19. Investment of Funds.

(a) The Controller is hereby authorized pursuant to IC 5-1-14-3, as amended, to invest moneys pursuant to the provisions of this Ordinance (subject to applicable requirements of federal law to insure the yields on such investments are equal to the then current market rates) to the extent necessary or advisable to preserve the exclusion from gross income of interest on the BANs or the New Bonds under federal law.

(b) The Controller shall keep full and accurate records of investment earnings and income from moneys held in the Funds and Accounts created by this Ordinance. In order to comply with the provisions of this Ordinance, the Controller is hereby authorized and directed to employ consultants or attorneys from time to time to advise the City as to the requirements of federal law to preserve the tax exclusion described above. The Controller may pay the fees of such consultants or attorneys as operation expenses of the System.

Sec. 20. Tax Covenants. In order to preserve the exclusion of interest on the BANs and the New Bonds from gross income for federal income tax purposes under Section 103 of the Internal Revenue Code of 1986, as existing on the date of issuance of the BANs or the New Bonds, as the case may be (the "Code"), and as an inducement to the purchasers of the BANs and the New Bonds, the City represents, covenants and agrees that:

(a) The use of the System will be based upon arrangements providing for use that is available to the general public on the basis of rates that are generally applicable and uniformly applied, and, to the extent so used, such use shall constitute general public use. No person or entity, other than the City or another state or local governmental unit, will use more than 10% of the proceeds of the BANs or the New Bonds or the property financed by the BAN or New Bond proceeds, other than in a manner constituting general public use. No person or entity, other

than the City or another state or local governmental unit, will own property financed by the BAN or New Bond proceeds or will have actual or beneficial use of such property pursuant to a lease, management, service or incentive payment contract, or any other type of arrangement that conveys other special legal entitlements and differentiates that person's or entity's use of such property from general public use, unless such uses in the aggregate relate to no more than 10% of the proceeds of the BANs or the New Bonds, as the case may be. If the City enters into a management contract for all or a portion of the System, the terms of the contract will comply with the Treasury Regulations issued by the United States Department of the Treasury (the "Regulations") and IRS Revenue Procedure 97-13, as amended by IRS Revenue Procedure 2001-39, and as such may hereafter be further amended, supplemented or superseded from time to time, so that the contract will not give rise to private business use under the Code and the Regulations, unless such use in the aggregate will not relate to more than 10% of the proceeds of the BANs or the New Bonds.

(b) No more than 10% of the principal of or interest on the BANs or the New Bonds is (under the terms of the BANs, the New Bonds, this Ordinance or any underlying arrangement), directly or indirectly, secured by an interest in property used or to be used for private business use or payments in respect of such property, or to be derived from payments (whether or not to the City) in respect of property or borrowed money used or to be used for a private business use.

(c) No more than 5% of the BAN or New Bond proceeds will be loaned to any person or entity other than another state or local governmental unit. No more than 5% of the BAN or New Bond proceeds will be transferred, directly or indirectly, or deemed transferred to a non-governmental person in any manner that would in substance constitute a loan of the BAN or New Bond proceeds.

(d) The City reasonably expects, as of the date hereof, that the BANs and the New Bonds will not meet either the private business use test described in paragraphs (a) and (b) above or the private loan test described in paragraph (c) above during the entire term of the BANs and the New Bonds.

(e) No more than 5% of the proceeds of the BANs or the New Bonds will be attributable to private business use as described in paragraph (a) above and private security or payments described in paragraph (b) above attributable to unrelated or disproportionate private business use. For this purpose, the private business use test is applied by taking into account only use that is not related to any government use of proceeds of the issues and use that is related but disproportionate to any governmental use of those proceeds.

(f) The City will not take any action nor fail to take any action with respect to the BANs or the New Bonds that would result in the loss of the exclusion from gross income for federal tax purposes of interest on the BANs or the New Bonds pursuant to Section 103 of the Code, nor will the City act in any other manner which would adversely affect such exclusion.

(g) It shall not be an event of default under this Ordinance if the interest on any BANs or New Bonds is not excludable from gross income for federal tax purposes or

otherwise pursuant to any provision of the Code which is not currently in effect and in existence on the date of issuance of the BANs or the New Bonds, as the case may be.

(h) The City represents that it will rebate any arbitrage profits to the United States of America to the extent required by the Code and the Regulations.

(i) If the principal amount of the BANs or the New Bonds issued in any one calendar year by the City, together with the aggregate principal amount of all other tax-exempt bonds, notes, lease obligations and other indebtedness or obligations of the City issued or entered into or to be issued or entered into by the City, its subordinate entities and entities that issue any such indebtedness or obligations on behalf of the City, or on behalf of which the City issues any such indebtedness or obligations, within the meaning of and taken into account under Section 148(f)(4)(D) of the Code, during such calendar year (excluding "private activity bonds" and obligations issued to currently refund tax-exempt obligations to the extent that the principal amount of the refunding obligations does not exceed the principal amount of the refunded obligations), is $5,000,000 or less, then such BANs or New Bonds will be exempt from rebate pursuant to the small issuer exemption set forth in Section 148(f)(4)(D).

(j) These covenants are based solely on current law in effect and in existence on the date of delivery of the BANs or the New Bonds, as the case may be.

(k) Notwithstanding any other provisions of this Ordinance, the covenants and authorizations contained in this Ordinance (the "Tax Sections"), which are designed to preserve the exclusion of interest on the BANs and the New Bonds from gross income under federal law (the "Tax Exemption"), need not be complied with if the City receives an opinion of nationally recognized bond counsel that any Tax Section is unnecessary to preserve the Tax Exemption.

Sec. 21. Amendments with Consent of Bondholders.

(a) Subject to the terms and provisions contained in this Section and Section18(h) of this Ordinance, and not otherwise, the owners of not less than sixty-six and two-thirds percent (66 2/3%) in aggregate principal amount of the New Bonds then outstanding shall have the right, from time to time, anything contained in this Ordinance to the contrary notwithstanding, to consent to and approve the adoption by the Common Council of such ordinance or ordinances supplemental hereto or amendatory hereof, as shall be deemed necessary or desirable by the Common Council for the purpose of modifying, altering, amending, adding to or rescinding in any particular any of the terms or provisions contained in this Ordinance or any supplemental ordinance; provided, however, that if the BANs or New Bonds are sold to the State to finance Eligible Costs, the City shall obtain the prior written consent of the State; and provided, further, that nothing herein contained shall permit or be construed as permitting:

(1) An extension of the maturity of the principal of or the due date of interest on any BAN or New Bond; or

(2) A reduction in the principal amount of any BAN or New Bond or the redemption premium or the rate of interest thereon; or

(3) The creation of a lien upon or a pledge of the revenues or Net Revenues of the System ranking prior to the pledge thereof created by this Ordinance; or

(4) A preference or priority of any BAN or BANs over any other BAN or BANs or of any New Bond or New Bonds over any other New Bond or New Bonds; or

(5) A reduction in the aggregate principal amount of the New Bonds required for consent to such supplemental ordinance; or

(6) A reduction in the Reserve Requirement; or

(7) The extension of mandatory sinking fund redemption dates for the New Bonds, if any.

(b) If the owners of not less than sixty-six and two-thirds percent (66 2/3%) in aggregate principal amount of the New Bonds outstanding at the time of adoption of such supplemental ordinance shall have consented to and approved the adoption thereof by written instrument to be maintained on file in the office of the Controller, no owner of any New Bond shall have any right to object to the adoption of such supplemental ordinance or to object to any of the terms and provisions contained therein or the operation thereof, or in any manner to question the propriety of the adoption thereof, or to enjoin or restrain the Common Council from adopting the same, or from taking any action pursuant to the provisions thereof. Upon the adoption of any supplemental ordinance pursuant to the provisions of this Section, this Ordinance shall be, and shall be deemed, modified and amended in accordance therewith, and the respective rights, duties and obligations under this Ordinance of the City and all owners of New Bonds then outstanding, shall thereafter be determined, exercised and enforced in accordance with this Ordinance, subject in all respects to such modifications and amendments. Notwithstanding anything contained in the foregoing provisions of this Ordinance, the rights and obligations of the City and the owners of the New Bonds, and the terms and provisions of the New Bonds and this Ordinance, or any supplemental ordinance, may be modified or altered in any respect with the consent of the City and the owners of all the New Bonds then outstanding.

Sec. 22. Issuance of BANs.

(a) The City, having satisfied all the statutory requirements for the issuance of the New Bonds, may elect to issue the BAN or BANs to a financial institution, the State or any other purchaser (if then authorized by State law), pursuant to a Bond Anticipation Note Purchase Agreement (the "Bond Anticipation Note Agreement") to be entered into between the City and the purchaser of the BAN or BANs, but only if such Agreement is deemed necessary by Bond Counsel. Notwithstanding the foregoing, if the BANs are sold to the State to finance Eligible Costs, the Financial Assistance Agreement shall serve as the Bond Anticipation Note Agreement. The Common Council hereby authorizes the issuance and execution of the BAN or BANs in lieu of initially issuing the New Bonds to provide interim financing for the Project until permanent financing becomes available and, if deemed appropriate, to refund such BAN or BANs and to pay the costs of issuance of the BANs. It shall not be necessary for the City to repeat the procedures for the issuance of the New Bonds, as the procedures followed before the issuance of the BAN or BANs are for all purposes sufficient to authorize the issuance of the New Bonds and the use of the proceeds to repay the BAN or BANs.

(b) The Mayor and the Controller are hereby authorized and directed to execute a Bond Anticipation Note Agreement, if any, or the Financial Assistance Agreement (and any amendments made from time to time) in such form or substance as they shall approve, acting upon the advice of Bond Counsel. The Mayor or the Controller may take such other actions or execute and deliver such certificates as are necessary or desirable in connection with the issuance of the BANs or the New Bonds and the other documents needed for the financing as any one of them deem necessary or desirable in connection therewith.

Sec. 23. Bond Insurance. In the event the New Bonds will be sold at a competitive sale in accordance with the provisions of Section 7 of this Ordinance, the Mayor or the Controller, with the advice of the Financial Advisor, is authorized to negotiate with one or more municipal bond insurers for the purpose of qualifying one or more municipal bond insurers to issue an insurance policy guaranteeing the payment of the principal of and interest on the New Bonds, when due. In that event, any bidder on the New Bonds may submit a bid with the requirement that the City purchase an insurance policy to be issued by such an insurer. If a bid is submitted with this requirement, the amount of the premium to be paid by the City for such an insurance policy will be added to the net interest cost of such bidder to determine which bid provides the lowest overall interest cost to the City (consisting of the aggregate of the total interest due on the New Bonds and the cost of the premium for such policy and deducting therefrom the premium bid, if any, or adding thereto the discount bid, if any, by such bidder).

Sec. 24. Continuing Disclosure. If necessary, in order for the purchaser of the BANs or the New Bonds to comply with Rule 15c2-12 promulgated by the Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934, as amended (the "Rule"), the Mayor and the Controller are hereby authorized to execute and deliver, in the name and on behalf of the City, (i) an agreement by the City to comply with the requirements for a continuing disclosure undertaking of the City pursuant to subsection (b)(5) or (d)(2) of the Rule, and (ii) amendments to such agreement from time to time in accordance with the terms of such agreement (the agreement and any amendments thereto are collectively referred to herein as the "Continuing Disclosure Agreement"). The City hereby covenants and agrees that it will comply with and carry out all of the provisions of the Continuing Disclosure Agreement. The remedies for any failure of the City to comply with and carry out the provisions of the Continuing Disclosure Agreement shall be as set forth therein.

Sec. 25. Conflicting Ordinances. All prior ordinances and parts of prior ordinances, insofar as they are in conflict herewith, are hereby repealed.

Sec. 26. Headings. The headings or titles of the sections in this Ordinance shall be solely for convenience of reference and shall not affect the meaning, construction or effect of this Ordinance.

Sec. 27. Effective Date. This ordinance takes full effect upon passage by the Council and approval of the Mayor.

Anderson Common Council
ORDINANCE NO. 6-14

PASSED AND ADOPTED BY THE COMMON COUNCIL OF THE CITY OF ANDERSON, INDIANA, THIS 13th DAY OF MARCH, 2014.

Pamela Jones, President

ATTEST:

Sheila Ashley, City Clerk

Presented by me, the undersigned City Clerk of the City of Anderson, to the Mayor of the City for his approval on the 20th day of March, 2014, at 9:55 o'clock A. m.

Sheila Ashley, City Clerk

Having examined the foregoing Ordinance, I do now, as the Mayor of the City of Anderson, Indiana, approve said Ordinance and return the same to the City Clerk of the City of Anderson, this 20th day of March, 2014.

Kevin S. Smith
Mayor of Anderson, Indiana

1st Reading 2-27-14
2nd Reading 2-27-14
3rd Reading 3-13-14 Adopted

Sponsor:
PETE HEUER,
Chairman, Board of Public Works

Prepared by:
KYLE J. HUPFER, ESQ.
FROST BROWN TODD LLC

Reviewed and approved by:
ASHLEY HOPPER
Anderson City Attorney

INDLibrary2
LR08130.0603076
1231917v9

-CERTIFICATE-

STATE OF INDIANA)
) SS:
COUNTY OF MADISON)

I HEREBY CERTIFY THAT THE ATTACHED AND FOREGOING DOCUMENT IS A TRUE, ACCURATE AND COMPLETE COPY OF ORDINANCE 6-14 ADOPTED BY THE COMMON COUNCIL OF THE CITY OF ANDERSON, MADISON COUNTY, INDIANA, ON THE 13TH DAY OF MARCH 2014 AS IT APPEARS ON FILE AND RECORD IN MY OFFICE. WITNESS MY HAND AND THE SEAL OF SAID CITY, AFFIXED AT ANDERSON, INDIANA, ON THIS 20th DAY OF MARCH 2014.

Sheila Ashley

SHEILA ASHLEY
CITY CLERK
ANDERSON, INDIANA

Public Notices

NOTICE OF PUBLIC HEARING
COMMON COUNCIL
OF THE
CITY OF ANDERSON, INDIANA

On March 13, 2014, the Common Council of the City of Anderson, Indiana will conduct a public hearing related to proposed Ordinance 5-14. Ordinance 5-14 calls for an adjustment in the water rates and charges for the Waterworks Utility of the City of Anderson, Indiana. The public hearing shall be held in the Common County Chambers in City Hall located at 120 E. Eighth Street, Anderson, Indiana 46016 commencing at 7:00pm, local time. Pursuant to Indiana Code Section 8-1.5-3-8.1, the following is a complete copy of proposed Ordinance 5-14 which contains the proposed schedule of water rates and charges:

Anderson Common Council
ORDINANCE NO. 5-14
AN ORDINANCE OF THE CITY OF ANDERSON, INDIANA ADOPTING A NEW SCHEDULE OF RATES AND CHARGES FOR SERVICES RENDERED BY THE WATERWORKS UTILITY OF THE CITY OF ANDERSON, INDIANA

WHEREAS, the City of Anderson, Indiana owns and operates a municipal water utility known as Waterworks Utility of the City of Anderson, Indiana (the "Utility"), which provides water and related services to customers in and around the City of Anderson; and

WHEREAS, the existing rates and charges for water provided by the Utility were placed into effect following approval by the Indiana Utility Regulatory Commission (the "Commission") in Cause No. 42914, Order dated December 20, 2006; and

WHEREAS, the Utility intends to file with the Commission a verified petition seeking approval of new schedules of water rates and charges that would reflect reasonable and just rates and charges under IC 8-1.5-3-8; and

WHEREAS, the Utility engaged Crowe Horwath LLP to perform a financial study of the Utility's revenue requirements under IC 8-1.5-3-8 for the test year ending December 31, 2012; and

WHEREAS, a study of the Utility's revenue requirements was performed by Crowe Horwath LLP and the Common Council has been advised by the Board of Public Works of the City of Anderson that the Utility's annual pro forma operating revenues do not produce sufficient revenue to meet the Utility's statutory revenue requirements; and

WHEREAS, the Board of Public Works has determined that certain improvements are necessary to keep the Utility in proper working order, so that the Utility can adequately handle the demand for water; and

WHEREAS, the Board of Public Works has determined that a (i) 21.18% increase in revenue effective upon the approval of the Commission, and (ii) an additional 21.18% increase effective January 1, 2016 are necessary to provide for the revenue requirements set forth in IC 8-1.5-3-8; and

WHEREAS, the Board of Public Works of the City of Anderson has recommended to the Common Council that it approve by Ordinance the increase in operating revenues produced by the revised schedules of rates and charges for water prepared by Crowe Horwath LLP, which are attached hereto as Exhibit "A" and Exhibit "B;" and

Public Notices

hereby authorized and directed to file with the Commission, a verified petition seeking approval of a new schedule of water rates and charges, as well as testimony and exhibits in support thereof, in accordance with the above findings.

PASSED AND ADOPTED BY THE COMMON COUNCIL OF THE CITY OF ANDERSON, INDIANA, THIS ___ DAY OF MARCH, 2014.

COMMON COUNCIL;
CITY OF ANDERSON
By:_____
Pamela Jones, President
ATTEST:
Sheila Ashley, City Clerk

Presented by me, the undersigned City Clerk of the City of Anderson, to the Mayor of said City for his approval on the ___ day of March, 2014, at _____ o'clock, __.m.

_____
Sheila Ashley, City Clerk

Having examined the foregoing Ordinance, I do now, as the Mayor of the City of Anderson, approve said Ordinance and return the same to the City Clerk of the City of Anderson, this ___ day of March, 2014.

_____
Kevin S. Smith, Mayor

Sponsor:
PETE HEUER,
Chairman, Board of
Public Works
Prepared by:
KYLE J. HUPFER, ESQ.
FROST BROWN TODD LLC
Reviewed and approved by:
ASHLEY HOPPER
Anderson City Attorney

EXHIBIT A
ANDERSON MUNICIPAL WATER UTILITY
Anderson, Indiana
Schedule of Rates and Charges

		Upon IURC Approval
Metered Rates Per Month (per 100 cubic feet)		
First	500 cubic feet	$ 3.488
Next	4,000 cubic feet	1.978
Next	25,500 cubic feet	1.711
Next	70,000 cubic feet	1.480
Over	100,000 cubic feet	1.288
Minimum Monthly Charges		
5/8	Inch Meter	$ 13.95
3/4	Inch Meter	26.94
1	Inch Meter	50.75
1 ½	Inch Meter	99.78
2	Inch Meter	121.41
3	Inch Meter	191.82
4	Inch Meter	241.39
6	Inch Meter	499.41
8	Inch Meter	751.01
10	Inch Meter	1018.63
Private Fire Protection Charges Per Month Per Connection		
2	Inch Line	$ 2.23
2 ½	Inch Line	4.01
3	Inch Line	6.48
4	Inch Line	13.83
6	Inch Line	40.15
8	Inch Line	85.55
10	Inch Line	153.85
12	Inch Line	248.52
Private Fire Hydrant - Per Month		$ 40.15

WHEREAS, upon the Common Council's adoption of the revised water rates and charges set forth in Exhibit "A" and Exhibit "B," the Utility intends to file with the Commission a verified petition seeking approval of the revised rates and charges; and

WHEREAS, based upon the foregoing, the Common Council of the City of Anderson now finds that (i) the Utility's annual operating revenues from rates and charges should be increased by approximately (A) 21.18% effective upon approval of the Commission (See Exhibit A), and (B) an additional 21.18% effective January 1, 2016 (See Exhibit "B"); and (ii) the proposed rates and charges set forth in Exhibit "A" and Exhibit "B" are "nondiscriminatory reasonable and just" charges for services within the meaning of IC 8-1.5-3-8.

NOW, THEREFORE, BE IT ORDAINED by the Common Council of the City of Anderson, Indiana, that:

Section 1. The schedules of revised rates and charges attached hereto as Exhibit "A" and Exhibit "B" are hereby adopted as and for the rates and charges to be utilized by the Utility when charging customers for water, effective as set forth below.

Section 2. All Ordinances and parts of Ordinances in conflict herewith are hereby repealed, provided, however, that the existing schedule of water rates and charges shall remain in full force and effect until the schedule of rates and charges fixed by this Ordinance shall be approved by the Commission, and until such time as the Order of said Commission approving said new rates and charges shall direct.

Section 3. This Ordinance shall be in full force and effect from and after its passage; provided, however, that the schedule of rates and charges herein adopted shall not become effective unless and until approved by the Commission or until such time as said Commission shall direct.

Section 4. The necessary and appropriate officials of the Utility are

		Upon IURC Approval
Public Fire Protection Charges Per Month Per Connection		
5/8	Inch Connection	2.24
3/4	Inch Connection	3.24
1	Inch Connection	5.74
1 1/2	Inch Connection	12.94
2	Inch Connection	22.99
3	Inch Connection	51.73
4	Inch Connection	91.96
6	Inch Connection	206.91
8	Inch Connection	397.87
10	Inch Connection	574.78
12	Inch Connection	827.70

Exhibit B
Anderson Municipal Water
Anderson, Indiana Utility

		Effective January 1 2016
Metered Rates Per Month (per 100 cubic feet)		
First 500 cubic feet		$ 4.226
Next 4,000 cubic feet		2.396
Next 25,500 cubic feet		2.073
Next 70,000 cubic feet		1.793
Over 100,000 cubic feet		1.561
Minimum Monthly Charges		
5/8	Inch Meter	$ 16.90
3/4	Inch Meter	32.64
1	Inch Meter	61.49
1 ½	Inch Meter	120.90
2	Inch Meter	147.11
3	Inch Meter	147.11
4	Inch Meter	292.49
6	Inch Meter	605.12
8	Inch Meter	909.98
10	Inch Meter	1,234.24
Private Fire Protection Charges Per Month Per Connection		
2	Inch Line	$ 2.70
2 ½	Inch Line	4.86
3	Inch Line	7.86
4	Inch Line	16.75
6	Inch Line	48.64
8	Inch Line	103.66
10	Inch Line	186.42
12	Inch Line	301.12
Private Fire Hydrant Per Month -		$ 48.64

		Effective January 1, 2016
Public Fire Protection Charges Per Month Per Connection		
5/8	Inch Connection	$ 2.72
3/4	Inch Connection	3.92
1	Inch Connection	6.96
1 ½	Inch Connection	15.68
2	Inch Connection	27.85
3	Inch Connection	62.68
4	Inch Connection	111.43
6	Inch Connection	250.71
8	Inch Connection	445.73
10	Inch Connection	696.44
12	Inch Connection	1,002.89

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