

**FARMDALE WATER DISTRICT
100 HIGHWOOD DRIVE
FRANKFORT, KENTUCKY 40601**

**COMMISSIONERS:
CLIFFORD TOLES, CHAIRMAN
YVONNE HILL, TREASURER
CRAIG BLANTON, SECRETARY**

**TELEPHONE
(502) 223-3562
FAX: (502) 352-2999**

RECEIVED

DEC 30 2013

**PUBLIC SERVICE
COMMISSION**

2013-00485

December 30, 2013

Mr. Jeff Derouen, Executive Director
Public Service Commission
P.O. Box 615
Frankfort, Kentucky 40601

Dear Mr. Derouen:

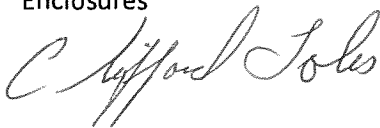
Enclosed is the original and five (5) copies of Application for Rate Adjustment for Farmdale Water District.

If there are any questions, please contact our office.

Sincerely,

Clifford Toles
Chairman

Enclosures



SUBMIT ORIGINAL AND FIVE ADDITIONAL COPIES, UNLESS FILING ELECTRONICALLY

**APPLICATION FOR RATE ADJUSTMENT
BEFORE THE PUBLIC SERVICE COMMISSION**

For Small Utilities Pursuant to 807 KAR 5:076
(Alternative Rate Filing)

RECEIVED

DEC 30 2013

PUBLIC SERVICE
COMMISSION

FARMDALE WATER DISTRICT

(Name of Utility)

100 HIGHWOOD DRIVE

(Business Mailing Address - Number and Street, or P.O. Box)

FRANKFORT, KY 40601

(Business Mailing Address - City, State, and Zip)

502-223-3562

(Telephone Number)

BASIC INFORMATION

NAME, TITLE, ADDRESS, TELEPHONE NUMBER and E-MAIL ADDRESS of the person to whom correspondence or communications concerning this application should be directed:

CLIFFORD TOLES

(Name)

100 HIGHWOOD DRIVE

(Address - Number and Street or P.O. Box)

FRANKFORT, KY 40601

(Address - City, State, Zip)

502-223-3562

(Telephone Number)

fwd@fewpb.net

(Email Address)

(For each statement below, the Applicant should check either "YES" or "NO".)

- | | YES | NO |
|---|-------------------------------------|-------------------------------------|
| 1. a. In its immediate past calendar year of operation, Applicant had \$5,000,000 or less in gross annual revenue. | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| b. Applicant operates two or more divisions that provide different types of utility service. In its immediate past calendar year of operation, Applicant had \$5,000,000 or less in gross annual revenue from the division for which a rate adjustment is sought. | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 2. a. Applicant has filed an annual report with the Public Service Commission for the past year. | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| b. Applicant has filed an annual report with the Public Service Commission for the two previous years. | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 3. Applicant's records are kept separate from other commonly-owned enterprises. | <input checked="" type="checkbox"/> | <input type="checkbox"/> |

- | | YES | NO |
|---|-------------------------------------|-------------------------------------|
| 4. a. Applicant is a corporation. A certified copy of its articles of incorporation and all amendments are attached to this application or were filed with the Public Service Commission in Case No. _____. | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| b. Applicant is a limited liability company. A certified copy of its articles of organization and all amendments are attached to this application or were filed with the Public Service Commission in Case No. _____. | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| c. Applicant is a limited partnership. A certified copy of its limited partnership agreement and all amendments thereto are attached to this application or were filed with the Public Service Commission in Case No. _____. | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| d. Applicant is a sole proprietorship or partnership. | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| e. Applicant is a water district organized pursuant to KRS Chapter 74. | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| f. Applicant is a water association organized pursuant to KRS Chapter 273. | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 5. a. A paper copy of this application has been mailed to Office of Rate Intervention, Office of Attorney General, 1024 Capital Center Drive, Suite 200, Frankfort, Kentucky 40601-8204. | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| b. An electronic copy of this application has been electronically mailed to Office of Rate Intervention, Office of Attorney General at rateintervention@ag.ky.gov. | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 6. a. Applicant has 20 or fewer customers or is a sewer utility and has mailed written notice of the proposed rate adjustment to each of its customers no later than the date this application was filed with the Public Service Commission. A copy of this notice is attached to this application. (Attach a copy of customer notice.) | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| b. Applicant has more than 20 customers, is not a sewer utility, and has included written notice of the proposed rate adjustment with customer bills that were mailed by the date on which the application was filed. A copy of this notice is attached to this application. (Attach a copy of customer notice.) | <input type="checkbox"/> | <input type="checkbox"/> |
| c. Applicant has more than 20 customers, is not a sewer utility, and has made arrangements to publish notice once a week for three (3) consecutive weeks in a prominent manner in a newspaper of general circulation in its service area, the first publication having been made by the date on which this Application was filed. A copy of this notice is attached to this application. (Attach a copy of customer notice.) | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 7. Applicant requires a rate adjustment for the reasons set forth in the attachment entitled "Reasons for Application." (Attach completed "Reasons for Application" Attachment.) | <input checked="" type="checkbox"/> | <input type="checkbox"/> |

- | | YES | NO |
|--|-------------------------------------|--------------------------|
| 8. Applicant proposes to charge the rates that are set forth in the attachment entitled "Current and Proposed Rates." (Attach completed "Current and Proposed Rates" Attachment.) | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 9. Applicant proposes to use its annual report for the immediate past year as the test period to determine the reasonableness of its proposed rates. This annual report is for the 12 months ending December 31, <u>2012</u> . | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 10. Applicant has reason to believe that some of the revenue and expense items set forth in its most recent annual report have or will change and proposes to adjust the test period amount of these items to reflect these changes. A statement of the test period amount, expected changes, and reasons for each expected change is set forth in the attachment "Statement of Adjusted Operations." (Attach a completed copy of appropriate "Statement of Adjusted Operations" Attachment and any invoices, letters, contracts, receipts or other documents that support the expected change in costs.) | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 11. Based upon test period operations, and considering any known and measurable adjustments, Applicant requires additional revenues of \$ <u>404,915</u> and total revenues from service rates of \$ <u>19.37 37</u> . The manner in which these amounts were calculated is set forth in "Revenue Requirement Calculation" Attachment. (Attach a completed "Revenue Requirement Calculation" Attachment.) | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 12. As of the date of the filing of this application , Applicant had <u>2606</u> customers. | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 13. A billing analysis of Applicant's current and proposed rates is attached to this application. (Attach a completed "Billing Analysis" Attachment.) | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 14. Applicant's depreciation schedule of utility plant in service is attached. (Attach a schedule that shows per account group: the asset's original cost, accumulated depreciation balance as of the end of the test period, the useful lives assigned to each asset and resulting depreciation expense.) | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 15. a. Applicant has outstanding evidences of indebtedness, such as mortgage agreements, promissory notes, or bonds. | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| b. Applicant has attached to this application a copy of each outstanding evidence of indebtedness (e.g., mortgage agreement, promissory note, bond resolution). | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| c. Applicant has attached an amortization schedule for each outstanding evidence of indebtedness. | <input checked="" type="checkbox"/> | <input type="checkbox"/> |

- | | YES | NO |
|--|-------------------------------------|-------------------------------------|
| 16. a. Applicant is not required to file state and federal tax returns. | <input type="checkbox"/> | <input type="checkbox"/> |
| b. Applicant is required to file state and federal tax returns. | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| c. Applicant's most recent state and federal tax returns are attached to this Application. (Attach a copy of returns.) | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 17. Approximately _____ (Insert dollar amount or percentage of total utility plant) of Applicant's total utility plant was recovered through the sale of real estate lots or other contributions. | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 18. Applicant has attached a completed Statement of Disclosure of Related Party Transactions for each person who 807 KAR 5:076, §4(h) requires complete such form. | <input checked="" type="checkbox"/> | <input type="checkbox"/> |

I am authorized by the Applicant to sign and file this application on the Applicant's behalf, have read and completed this application, and to the best of my knowledge all the information contained in this application and its attachments is true and correct.

Signed Clifford Toles
 Officer of the Company/Authorized Representative
 Title CHAIRMAN
 Date 12-30-13

COMMONWEALTH OF KENTUCKY

COUNTY OF FRANKLIN

Before me appeared CLIFFORD TOLES, who after being duly sworn, stated that he/she had read and completed this application, that he/she is authorized to sign and file this application on behalf of the Applicant, and that to the best of his/her knowledge all the information contained in this application and its attachments is true and correct.

James E. Boyl
 Notary Public
 My commission expires: Oct 13, 2017

LIST OF ATTACHMENTS
(Indicate all documents submitted by checking box)

- Applicant's Articles of Incorporation, Articles of Organization, or Limited Partnership Agreement.
- All amendments to Applicant's Articles of Incorporation, Articles of Organization, or Limited Partnership Agreement.
- Customer Notice of Proposed Rate Adjustment
- "Reasons for Application" Attachment
- "Current and Proposed Rates" Attachment
- "Statement of Adjusted Operations" Attachment
- "Revenue Requirements Calculation" Attachment
- "Billing Analysis" Attachment
- Depreciation Schedule
- Outstanding Debt Instruments (i.e., Bond Resolutions, Mortgages, Promissory Notes, Amortization Schedules.)
- State Tax Return
- Federal Tax Return
- Statement of Disclosure of Related Party Transactions - ARF Form 3

REASONS FOR APPLICATION

(In the space below list all reasons why the Applicant requires a rate adjustment. Describe any event or occurrence of significance that may affect the Applicant's present or future financial condition, including but not limited to excessive water line losses, regulatory changes, major repairs, planned construction, and increases in wholesale water costs.)

*The Farmdale Water District has not had a general rate increase since its formation in 1961.

* The only rate increases have been as a result of purchased water adjustments and a rate increase allowed by the P.S.C. on August 13 2013. of \$13.36 from \$12.82. This rate increase was based on the time frame of Oct. 1 2009 to Sept.30 2010 which at that time the District had 2,585 customers, 31,027 users with usage of 163,452 gal

*For the test year 2012 there were 2,606 customers 31,154 users, with usage of 159,821 gal. The 2012 audit shows sales of 161,588 gal. In fact the District's water use has been decreasing.

*The district incurred a bond issuance of \$1,885,000, in addition the district contributed \$500,000 from the district's funds that had accrued since its formation. This indebtedness and the loss of \$500,000 occurred as a result of a requirement by the P.S.C. to construct a new water storage tank, which also required a new waterline to the tank.

*The actual audit for Jan. to Dec. 2012 shows a utility operating loss for 2012 of \$89,828 and the audit projected a loss for 2013 of **-\$210,573**; for 2014 a loss of **-\$211,955**.

*Payment of \$41,700 principal and \$69,675 interest, total \$111,375 will be over one-half of the C.P.A.'s projection of the total loss for 2013 and 2014

*This district Commissioner's have always operated the District in a frugal manner; including purchasing leak detection equipment in 2013 to reduce water loss from 20.54% to 9.01%.

*The operating fund is nearly depleted and the current level of income and operating expense do not match.

*Further due to the age of parts of the system and inflation of operating expenses there will be an increase cost of distribution.

*Even at the current rate of \$13.36 there will still be a water revenue deficit of \$22,300. (Jan-Dec.2014 revenue of \$769,236 projected water deficit of \$791,537)

*The increase being sought is an increase of 1.45% from the current rate of \$13.36 to \$19.37.

*If this increase is granted, it will still be lower than all districts in Franklin County, except North Shelby's rate of \$16.64, (in which only a small portion is located in Franklin County).

NOTICE

Farmdale Water District has applied to the Kentucky Public Service Commission for an adjustment of rates that will increase revenues from, water sales by \$404,915.00. The effect of the proposed rate adjustment on the average bill of each customer class is shown below:

Meter Size	Average Monthly Usage (gallons)	Current Monthly Average Bill	Proposed Monthly Average Bill
5/8"x3/4" Residential	4,273	\$20.59	\$31.41
3/4" Commercial	5,492	\$24.62	\$36.65
1" Residential	8,771	\$33.88	\$52.28
1" Commercial	28,407	\$85.48	\$135.66

The proposed rates of the proposed adjustment are:

	Present Rate	Proposed Rate	Increase \$	Increase %
5/8" x 3/4" meter				
First 2,000 gals	\$13.36 minimum	\$19.36 minimum	\$6.00	1.45%
Next 3,000 gals	\$3.62 per 1,000 gals	\$5.24 per 1,000 gals	\$1.62	1.45%
Next 5,000 gals	\$3.12 per 1,000 gals	\$4.52 per 1,000 gals	\$1.40	1.45%
Over 10,000 gals	\$2.92 per 1,000 gals	\$4.23 per 1,000 gals	\$1.31	1.44%
1" meter				
First 7,000 gals	\$30.46 minimum	\$44.16 minimum	\$13.70	1.45%
Next 3,000 gals	\$3.12 per 1,000 gals	\$4.52 per 1,000 gals	\$1.40	1.45%
Next 140,000 gals	\$2.92 per 1,000 gals	\$4.23 per 1,000 gals	\$1.31	1.45%
Over 150,000 gals	\$2.67 per 1,000 gals	\$3.87 per 1,000 gals	\$1.20	1.45%

The rates contained in this notice are the rates proposed by Farmdale Water District. The Public Service Commission, however, may order rates to be charged that differ from the proposed rates in this notice.

A corporation, association, or person may, within thirty (30) days after the initial publication or mailing of notice of the proposed rate change, submit a written request to Intervene to the Public Service Commission, 211 Sower Boulevard, P.O. Box 615, Frankfort, Kentucky 40602, establishing the grounds for the request and including the status and interest of the party.

Any person may examine this application at Farmdale Water District's office at 100 Highwood Drive, Frankfort, Kentucky 40601. The application and all documents filed with the Public Service Commission may be viewed and downloaded at the Public Service Commission's web site at: <http://psc.ky.gov/>.

CURRENT AND PROPOSED RATES

Current Monthly Water Rates

Proposed Rates

Residential and Commercial Consumers

5/8 x 3/4-Inch Meter

First	2,000 gallons	\$13.36	Minimum Bill	\$19.37	Minimum Bill
Next	3,000 gallons	3.62	per 1,000 gallons	5.24	per 1,000 gallons
Next	5,000 gallons	3.12	per 1,000 gallons	4.52	per 1,000 gallons
Over	10,000 gallons	2.92	per 1,000 gallons	4.23	per 1,000 gallons

1-inch Meter

First	7,000 gallons	\$30.46	Minimum Bill	\$44.16	Minimum Bill
Next	3,000 gallons	3.12	per 1,000 gallons	4.52	per 1,000 gallons
Next	140,000 gallons	2.92	per 1,000 gallons	4.23	per 1,000 gallons
Over	150,000 gallons	2.67	per 1,000 gallons	3.87	per 1,000 gallons

Commercial Consumers (Stewart Home)

First	7,000 gallons	\$30.46	Minimum Bill	\$44.16	Minimum Bill
Next	3,000 gallons	3.12	per 1,000 gallons	4.52	per 1,000 gallons
Next	140,000 gallons	2.92	per 1,000 gallons	4.23	per 1,000 gallons
Over	150,000 gallons	2.67	per 1,000 gallons	3.87	per 1,000 gallons

Industrial Consumers/Trailer Parks

First	7,000 gallons	\$30.46	Minimum Bill	\$44.16	Minimum Bill
Next	3,000 gallons	3.12	per 1,000 gallons	4.52	per 1,000 gallons
Next	140,000 gallons	2.92	per 1,000 gallons	4.23	per 1,000 gallons
Over	150,000 gallons	2.67	per 1,000 gallons	3.87	per 1,000 gallons

REVENUE from PRESENT/ PROPOSED RATES
 TEST PERIOD FROM 01-01-12 TO 12-31-12
 Rate 2012
 Five Months @ 12.82

USEAGE TABLE
USEAGE BY RATE INCREMENT

CLASS: RESIDENTIAL 5/8" x 3/4" meter

(1)	(2) Bills	(3) Gallons/Mcf	(4) 2,000	(5) 3,000	(6) 5,000	(7) Over10,000	(8)	(9) Total
First 2,000 min.	7654	8,335	8,335					8,335
Next 3,000	14,290	48,928	28,580	20,348				48,928
Next 5,000	6,734	45,344	13,468	20,202	11,674			45,344
Over 10,000	1,524	27,714	3,048	4,572	7,620	12,474		27,714
Totals	30,202	130,321	53,431	45,122	19,294	12,474		130,321

REVENUE TABLE

REVENUE BY RATE INCREMENT

(1)	(2) Bills	(3) Gallons/Mcf	(4) Rates	(5) Revenue
First 2,000 min.	30,202	53,431	12.82 min.	387,190
Next 3,000		45,122	3.87 per 1,000	151,159
Next 5,000		19,294	2.87 per 1,000	54,988
Over 10,000		12,474	2.67 per 1,000	33,056
Totals		130,321 @ 12.82 min.		626,393
Budget Revenue (Actual)	Is 597,773			

REVENUE from PRESENT/PROPOSED RATES
TEST PERIOD FROM 01-01-14 TO 12-31-14

USAGE TABLE-Based on 2012 Usage & Bills
USAGE BY RATE INCREMENT

CLASS: RESIDENTIAL 5/8" x 3/4" meter

(1)	(2) Bills	(3) Gallons/Mcf	(4) 2,000	(5) 3,000	(6) 5,000	(7) Over10,000	(8)	(9) Total
First 2,000 min.	7654	8,335	8,335					8,335
Next 3,000	14,290	48,928	28,580	20,348				48,928
Next 5,000	6,734	45,344	13,468	20,202	11,674			45,344
Over 10,000	1524	27,714	3,048	4,572	7,620	12,474		27,714
Totals	30,202	130,321	53,431	45,122	19,294	12,474		130,321

REVENUE TABLE

REVENUE BY RATE INCREMENT

(1)	(2) Bills	(3) Gallons/Mcf	(4) Rates	(5) Revenue
First 2,000 min.	30,202	53,431	13.36 Min.	403,499
Next 3,000		45,122	3.62 per 1,000	163,472
Next 5,000		19,294	3.12 per 1,000	60,197
Over 10,000		12,474	2.92 per 1,000	36,424
Totals	30,202	130,321		663,462

REVENUE from PROPOSED RATES
TEST PERIOD FROM 01-01-12 TO 12-31-12

2012 USEAGE TABLE
USEAGE BY RATE INCREMENT

CLASS: RESIDENTIAL 5/8" x 3/4" meter

(1)	(2) Bills	(3) Gallons/Mcf	(4) 2,000	(5) 3,000	(6) 5,000	(7) Over10,000	(8)	(9) Total
First 2,000 min.	7654	8,335	8,335					8,335
Next 3,000	14,290	48,928	28,580	20,348				48,928
Next 5,000	6,734	45,344	13,468	20,202	11,674			45,344
Over 10,000	1524	27,714	3,048	4,572	7,620	12,474		27,714
Totals	30,202	130,321	53,431	45,122	19,294	12,474		130,321

REVENUE TABLE

REVENUE BY RATE INCREMENT

(1)	(2) Bills	(3) Gallons/Mcf	(4) Rates	(5) Revenue
First 2,000 min.	30,202	53,431	19.36 min.	585,013
Next 3,000		45,122	5.24 per 1,000	236,439
Next 5,000		19,294	4.52 per 1,000	87,209
Over 10,000		12,474	4.23 per 1,000	52,765
Totals	30,202	130,321		961,426

REVENUE FROM PRESENT/PROPOSED RATES
TEST PERIOD FROM 01-01-12 TO 12-31-12

RATE 2012 For 5 Months Aug.-Dec.

USEAGE TABLE
USEAGE BY RATE INCREMENT

CLASS: RESIDENTIAL 5/8" x 1" meter

(1)	(2) Bills	(3) Gallons/Mcf	(4) 7,000	(5) 3,000	(6) 140,000	(7) Over150,000	(8)	(9) Total
First 7,000 min.	511	1,452	1,452					1,452
Next 3,000	101	833	202	631				833
Next 140,000	288	8,160	576	864	6,720			8,960
Over 150,000	16	3,559	32	48	2,240	1,239		3,559
Totals	916	14,004	2,262	1,543	8,960	1,239		14,004

REVENUE TABLE

REVENUE BY RATE INCREMENT

(1)	(2) Bills	(3) Gallons/Mcf	(4) Rates	(5) Revenue
First 7,000 min.	916	2,262	28.57	26,170
Next 3,000		1,543	2.85 per 1,000	4,398
Next 140,000		8,960	2.65 per 1,000	23,744
Over 150,000		1,239	2.40 per 1,000	2,974
Totals	916	14,004		57,286

REVENUE FROM PRESENT/PROPOSED RATES
 TEST PERIOD FROM 01-01-14 TO 12-31-14
 Number of Bills and Usage are based on 2012 Usage Bills

USEAGE TABLE
USEAGE BY RATE INCREMENT

CLASS: RESIDENTIAL 5/8" x 1" Meter

(1)	(2) Bills	(3) Gallons/Mcf	(4) 7,000 min.	(5) 3,000	(6) 140,000	(7) Over 150,000	(8)	(9) Total
First 7,000 min.	511	1452	1452					1452
Next 3,000	101	833	202	631				833
Next 140,000	288	8160	576	864	6,720			8,960
Over 150,000	16	3559	32	48	2,240	1,239	3,559	3,559
Totals	916	14,004	2,262	1,543	8,960	1,239		14,004

REVENUE TABLE

REVENUE BY RATE INCREMENT

(1)	(2) Bills	(3) Gallons/Mcf	(4) Rates	(5) Revenue
First 7,000 min.	916	2,262	30.46 min.	27,901
Next 3,000		1543	3.12 per 1,000	4,814
Next 140,000		8,960	2.92 per 1,000	26,163
Over 150,000		1,239	2.67 per 1,000	3,308
Totals	916	14,004		62,186

REVENUE FROM PROPOSED RATES
TEST PERIOD FROM 01-01-14 TO 12-31-14

USAGE TABLE
USAGE BY RATE INCREMENT

CLASS: RESIDENTIAL 5/8" x 1" meter

(1)	(2) Bills	(3) Gallons/Mcf	(4) 7,000	(5) 3,000	(6) 140,000	(7) Over150,000	(8)	(9) Total
First 7,000 min.	511	1,452	1,452					1,452
Next 3,000	101	833	202	631				833
Next 140,000	283	8,160	2,576	864	6,720			8,160
Over 150,000	16	3,559	32	48	2,240	1,239		3,559
Totals	916	14,004	2,262	1,543	8,960	1,239		14,004

REVENUE TABLE
REVENUE BY RATE INCREMENT

(1)	(2) Bills	(3) Gallons/Mcf	(4) Rates	(5) Revenue
First 7,000 min.	916	2,262	44.16	99,890
Next 3,000		1,543	4.52 per 1,000	6,974
Next 140,000		8,960	4.23 per 1,000	37,901
Over 150,000		1,239	3.87 per 1,000	4,795
Totals		14,004		149,560

REVENUE FROM PRESENT/PROPOSED RATES
 TEST PERIOD FROM 01-01-12 TO 12-31-12

RATE 2012 For only 5 Months Aug.-Dec.

USEAGE TABLE
USEAGE BY RATE INCREMENT

CLASS: Commercial (1)

(1)	(2) Bills	(3) Gallons/Mcf	(4) 7,000	(5) 3,000	(6) 140,000	(7) Over 150,000	(8)	(9)
First 7,000 min.	36	72	72					72
Next 3,000	36	108		108				108
Next 140,000	36	5,040			5,040			5,040
Over 150,000	28	10,276				10,276		10,276
Totals		15,496	72	108	5,040	10,276		15,496

REVENUE TABLE
REVENUE BY RATE INCREMENT

(1)	(2) Bills	(3) Gallons/Mcf	(4) Rates	(5) Revenue
First 7,000 min.	36	72	28.57 min.	1,029
Next 3,000		108	2.85 per 1,000	308
Next 140,000		5,040	2.65 per 1,000	13,356
Over 150,000		10,276	2.40 per 1,000	24,662
Totals	36	15,496		39,355

REVENUE FROM PRESENT/PROPOSED RATES
TEST PERIOD FROM 01-01-14 TO 12-31-14

Number of Bills and usage are based on 2012 Usage and Bills
RATE 2012

USEAGE TABLE
USEAGE BY RATE INCREMENT

CLASS: Commercial (1)

(1)	(2) Bills	(3) Gallons/Mcf	(4) 7,000	(5) 3,000	(6) 140,000	(7) Over150,000	(8)	(9) Total
First 7,000 min.	36	72	72					72
Next 3,000		108		108				108
Next 140,000		5040			5,040			5,040
Over 150,000		10,276				10,276		10,276
Totals	36	15,496	72	108	5,040	10,276		15,496

REVENUE TABLE
REVENUE BY RATE INCREMENT

(1)	(2) Bills	(3) Gallons/Mcf	(4) Rates	(5) Revenue
First 7,000 min.	36	72	30.46	1,097
Next 3,000		108	3.12 per 1,000	337
Next 140,000		5,040	2.92 per 1,000	14,717
Over 150,000		10,276	2.67 per 1,000	27,437
Totals	36			43588

REVENUE FROM PROPOSED RATES
TEST PERIOD FROM 01-01-14 TO 12-31-14

USAGE TABLE-2012 Usage
USEAGE BY RATE INCREMENT

CLASS: Commercial (1)

(1)	(2) Bills	(3) Gallons/Mcf	(4) 7,000	(5) 3,000	(6) 140,000	(7) Over 150,000	(8)	(9)
First 7,000 min.	36	72	72					72
Next 3,000		108		108				108
Next 140,000		5,040			5,040			5,040
Over 150,000		10,276				10,276		10,276
Totals	36	15,496		108	5,040	10,276		15,496

REVENUE TABLE

REVENUE BY RATE INCREMENT

(1)	(2) Bills	(3) Gallons/Mcf	(4) Rates	(5) Revenue
First 7,000 min.	36	72	44.16 min.	1,590
Next 3,000		108	4.52 per 1,000	488
Next 140,000		5,040	4.23 per 1,000	20,319
Over 150,000		10,276	3.87 per 1,000	39,768
Totals	36	15,491		63,165

Budget Summary of

FARMDALE WATER DISTRICT

Reporting Period from	<u>1/1/2012</u>	To	<u>12/31/2012</u>
	Actual	Budget	Estimate
	2012	2013	2014
<u>Utility Operating Income</u>			
Operating Revenues	\$ 785,609	\$ 852,441	\$ 912,923
Operation and Maintenance Expenses	781,116	951,874	979,869
Depreciation Expense	59,908	75,485	108,250
Amortization Expense	0	0	0
Taxes Other Than Income	34,413	35,655	36,759
Income from Utility Plant Leased to Others	0	0	0
Gains (Losses) from Disposition of Utility Property	0	0	0
Net Utility Operating Expenses	875,437	1,063,014	1,124,878
Utility Operating Income (Loss)	\$ -89,828	\$ -210,573	\$ -211,955
<u>Other Income and (Deductions)</u>			
Net Results/Merchandising, Jobbing & Contract Work	\$ 0	\$ 0	\$ 0
Interest and Dividend Income	3,333	3,450	3,575
Allowance for Funds Used During Construction	0	-1,858,000	0
Nonutility Income	561,532	597,090	638,886
Miscellaneous Nonutility Expenses	-499,456	-511,979	-527,338
Taxes Other Than Income	0	0	0
Interest Expense	0	-69,675	-68,000
Total Other Income and (Deductions)	65,409	-1,839,114	47,123
Income Before Contributions & Extraordinary Items	\$ -24,419	\$ -2,049,687	\$ -164,832
Proceeds from Capital Contributions	1,094,885	1,888,000	0
Net Extraordinary Items	0	0	0
Change in Net Assets	\$ 1,070,466	\$ -161,687	\$ -164,832

USoA Acct #		Actual 2012	Budget 2013	Estimate 2014
	<u>Operating Revenues</u>			
	<u>Sales of Water (sub-category)</u>			
460	Unmetered Water Revenue			
461.1	Metered Water Revenue - Residential	597,773	647,253	692,561
461.2	Metered Water Revenue - Commercial	85,396	92,501	98,976
461.3	Metered Water Revenue - Industrial			
461.4	Metered Water Revenue - Public Authorities			
461.5	Metered Water Revenue - Multiple Family Dwellings			
461.6	Metered Water Revenue - Bulk Loading Stations			
462	Fire Protection Revenue			
465	Sales to Irrigation Customers			
466	Sales for Resale			
	Subtotal Sales of Water	683,169	739,754	791,537
	<u>Other Water Revenues (sub-category)</u>			
470	Forfeited Discounts	62,393	67,587	72,318
471	Miscellaneous Service Revenues	8,313	10,759	12,323
472	Rents from Water Property			
473	Interdepartmental Rents			
474	Other Water Revenues	31,734	34,341	36,745
	Subtotal Other Water Revenues	102,440	112,687	121,386
	Total Operating Revenues	785,609	852,441	912,923
	<u>Operation and Maintenance Expenses</u>			
601	Salaries and Wages - Employees	133,051	150,500	155,000
603	Salaries and Wages - Commissioners	16,355	16,740	16,740
604	Employee Pensions and Benefits			
	Medical/Life Insurance	35,894	36,696	37,797
	Retirement Benefits	27,832	34,368	35,400
	Other			
	Subtotal Employee Pensions and Benefits	63,726	71,064	73,197

USoA Acct #		Actual 2012	Budget 2013	Estimate 2014
610	Purchased Water	402,028	418,540	431,096
615	Purchased Power			
616	Fuel for Power Production			
618	Chemicals			
620	Materials and Supplies	21,618	37,189	38,305
631	Contractual Services - Engineering			
632	Contractual Services - Accounting			
633	Contractual Services - Legal			
634	Contractual Services - Management Fees			
635	Contractual Services - Testing	3,247	3,090	3,183
636	Contractual Services - Other			
641	Rental of Building/Real Property			
642	Rental of Equipment			
650	Transportation Expenses	14,246	28,403	29,255
656	Insurance - Vehicle			
657	Insurance - General Liability	10,128	15,762	16,235
658	Insurance - Workers' Compensation	3,057	4,181	4,306
659	Insurance - Other			
660	Advertising Expense	363	118	121
665/667	Regulatory Commission Expense			
668	Water Resource Conservation Expense			
670	Bad Debt Expense	7,541	1,500	1,500
675	Miscellaneous Expenses	105,756	204,787	210,931
	Total Operation and Maintenance Expenses	781,116	951,874	979,869
	<u>Depreciation Expense</u>			
403	Depreciation Expense on Utility Plant	59,908	75,485	108,250
	<u>Amortization Expense</u>			
406	Amortization of Utility Plant Acquisition Adjustments			
407	Amortization Expense			
	Total Amortization Expense	0	0	0

USoA Acct #	Actual 2012	Budget 2013	Estimate 2014
<u>Taxes Other Than Income</u>			
408.10		1,350	1,425
408.11			
408.12	11,953	13,815	14,230
408.13	22,460	20,490	21,104
	Total Taxes Other Than Income	35,655	36,759
<u>Income from Utility Plant Leased to Others</u>			
413			
<u>Gains (Losses) from Disposition of Utility Property</u>			
414			
	Net Utility Operating Expenses	1,063,014	1,124,878
	Utility Operating Income (Loss)	(210,573)	(211,955)
<u>Other Income and (Deductions)</u>			
<u>Net Results of Merchandising, Jobbing and Contract Work</u>			
415			
416			
	Net Merchandising, Jobbing and Contract Work	0	0
<u>Interest and Dividend Income</u>			
419	3,333	3,450	3,575
<u>Allowance for Funds Used During Construction</u>			
420		(1,858,000)	
<u>Nonutility Income</u>			
421	561,532	597,090	638,886
<u>Miscellaneous Nonutility Expenses</u>			

USoA		Actual	Budget	Estimate
Acct #		2012	2013	2014
426	Miscellaneous Nonutility Expenses	499,456	511,979	527,338
	<u>Taxes Other Than Income</u>			
408.20	Taxes Other Than Income (Other Income and Deductions)			
	<u>Interest Expense</u>			
427.1	Interest on Debt to Associated Companies			
427.2	Interest on Short-Term Debt			
427.3	Interest on Long-Term Debt		69,675	68,000
427.4	Interest on Customer Deposits			
427.5	Interest - Other			
428	Amortization of Debt Discount and Expense			
429	Amortization of Premium on Debt			
	Total Interest Expense	0	69,675	68,000
	Income Before Contributions & Extraordinary Items	(24,419)	(2,049,687)	(164,832)
	<u>Proceeds from Capital Contributions</u>			
432	Proceeds from Capital Contributions			
	Federal Grants		1,858,000	
	State Grants	1,094,885		
	Other Grants			
	Customer Contributions		30,000	
	Subtotal Proceeds from Capital Contributions	1,094,885	1,888,000	0
	<u>Net Extraordinary Items</u>			
433	Extraordinary Income			
434	(Extraordinary Deductions)			
	Net Extraordinary Items	0	0	0
	Change in Net Assets	1,070,466	(161,687)	(164,832)

Abbreviated Projected Cash Flow

	Estimate 2014
Income (Loss) Before Contributions & Extraordinary Items	\$ <u>-164,832</u>
Items in Operations Not Requiring Cash:	
Depreciation	<u>108,250</u>
Amortization	<u>0</u>
Others (define)	<u> </u>
Results Projected from Operations	\$ <u>-56,582</u>
Cash to be Received from Loans	<u> </u>
Proceeds from Capital Contributions	<u>0</u>
Cash to be Received - Other (define)	<u> </u>
Total Cash to be Received Other Than From Operations	\$ <u>0</u>
Cash to be Expended for Purchase/Construction of Utility Plant	<u> </u>
Cash to be Expended for Principal Payments	<u>41,700</u>
Cash to be Expended - Other (define)	<u> </u>
Total Cash to be Expended Other Than From Operations	\$ <u>41,700</u>
Projected Change in Cash	\$ <u>-98,282</u>
Projected Beginning Cash Balance	\$ <u>136,750</u>
Projected Ending Cash Balance	\$ <u><u>38,468</u></u>

SCHEDULE OF LONG-TERM DEBT

Long-Term Debt	Original Issue Amount	Projected Beginning Balance	Projected Principal Payments	Projected Ending Balance
40 years @ 3.75	1,858,000	1,858,000	41,700	1,816,300
				0
				0
				0
				0
				0
				0
				0
				0
				0
				0
				0
Total Long-Term Debt		1,858,000	41,700	1,816,300

RESERVE FUNDING REQUIREMENTS

	Projected Beginning Balance	Required Funding for Budget Year	Projected Ending Balance
Bond & Interest Sinking Fund			
Depreciation Reserve Fund			
Debt Service Fund			
Other:			
Total Reserve Funding:	-	-	-

The district is in compliance with all reserve funding requirements established by long-term debt agreements as of the date of completion of this form.

YES _____ NO N/A _____

WATER STATISTICS

	In Gallons (omit 000)		
	Actual 2012	Budget 2013	Estimate 2014
Water Produced & Purchase	203,466	214,000	222,000
Total Water Sales	161,588	170,000	175,000
Other Water Used	308	320	325
Water Loss	41,784	25,000	20,000
Water Loss Percentage	20.54%	11.68%	9.01%

This budget is true and accurate to the best of my knowledge and belief.

Signed _____

District Chief Financial Officer

(Date) _____

Received by _____ County

(Signed) _____ **County Fiscal Court Clerk**

(Date) _____

Received by the Department for Local Government (date) _____

District mailing address:

(District Legal Name) _____

(Street or P O Box) _____

(City & zip code)

SCHEDULE OF ADJUSTED OPERATIONS - WATER UTILITY

TYE 12/31/20 12

	Test Year	Adjustment	Ref.	Pro Forma
<u>Operating Revenues</u>				
Sales of Water				
Unmetered Water Sales				0.00
Metered Water Sales	683,169.00			683,169.00
Bulk Loading Stations				0.00
Fire Protection Revenue				0.00
Sales for Resale				0.00
Total Sales of Water	683,169.00	0.00		683,169.00
Other Water Revenues				
Forfeited Discounts	62,393.00			62,393.00
Miscellaneous Service Revenues	8,313.00			8,313.00
Rents from Water Property				0.00
Other Water Revenues	31,734.00			31,734.00
Total Other Water Revenues	102,440.00	0.00		102,440.00
Total Operating Revenues	785,609.00	0.00		785,609.00
<u>Operating Expenses</u>				
Operation and Maintenance Expenses				
Salaries and Wages - Employees	133,051.00			133,051.00
Salaries and Wages - Officers	16,355.00			16,355.00
Employee Pensions and Benefits	63,726.00			63,726.00
Purchased Water	402,028.00			402,028.00
Purchased Power				0.00
Fuel for Power Production				0.00
Chemicals				0.00
Materials and Supplies	21,618.00			21,618.00
Contractual Services				0.00
Water Testing	3,247.00			3,247.00
Rents				0.00
Transportation Expenses	14,246.00			14,246.00
Insurance	13,185.00			13,185.00
Regulatory Commission Expenses				0.00
Bad Debt Expense	7,542.00			7,542.00

Miscellaneous Expenses	106,118.00		106,118.00
Total Operation and Maintenance Expenses	781,116.00	0.00	781,116.00
Depreciation Expense	59,908.00		59,908.00
Amortization Expense			0.00
Taxes Other Than Income	34,413.00		34,413.00
Income Tax Expense			0.00
Total Operating Expenses	875,437.00	0.00	875,437.00
Utility Operating Income	-89,828.00	0.00	-89,828.00

REVENUE REQUIREMENT CALCULATION - DEBT COVERAGE METHOD

(This method is used commonly by non-profits that have long-term debts outstanding.)

Pro forma Operating Expenses	1124 875
Plus: Average Annual Debt Principal and Interest Payments*	111 375
Debt Coverage Requirement**	
Total Revenue Requirement	<u>1236 2500</u>
Less: Other Operating Revenue	102 440
Non-operating Revenue	111 548
Interest Income	
Revenue Required from Rates	<u>1022,262.00</u>
Less: Revenue from Sales at Present Rates	769 236
Required Revenue Increase	<u>253,026 \$0.00</u>

Required Revenue Increase stated as a Percentage of Revenue at Present Rates ,75248

* This should be a 3 year average calculated using the debt principal and interest payments for the three years following the test year.

** This amount is calculated by multiplying the average annual debt principal and interest payments by the debt service requirement of the utility's lending agency.

BILLING ANALYSIS - FLAT RATES

Revenue from Present/Proposed Rates

	<u>Current Rate</u>	<u>Proposed Rate</u>
Number of Customers	2,606	2,606
Flat Monthly Rate	\$13.36	\$19.36
Monthly Revenue	\$34,816.16	\$50,452.16
Number of Months	12	12
Annual Revenue	\$417,793.92	\$605,425.92

FARMDALE WATER DISTRICT
Depreciation Summary - Book Data

ID# 6
COMPANY # 3693

PAGE 4
RUN 12/23/13
03:08:58 PM

Year Ended 12/31/2012

PREP BY DAVID HARROD PSC

ASSET	<BUS> LIFE	DATE PL IN SRVCE	DEPRECIATION METHOD	DEPR. BASIS	SEC 179 EXPENSE	12/31/2011 ACCUM DEPR	CURRENT DEPR	12/31/2012 ACCUM DEPR	NET BOOK VALUE
76.0 HWY 1472 LINE	50	08/15/90	SL	10,225.00	0.00	7,836.75	364.50	8,201.25	10,023.75
85.0 WATER MAINS-AVEN	50	10/31/92	SL	42,279.26	0.00	16,207.14	845.59	17,052.73	25,226.53
95.0 NINEVAH ROAD LIN	50	02/15/95	SL	14,830.81	0.00	5,017.82	296.62	5,314.44	9,516.37
97.0 ADDITIONS TO NIN	50	01/15/95	SL	761.87	0.00	335.28	15.24	350.52	411.35
111.0 ADDITIONAL LINE	50	09/03/97	SL	13,725.00	0.00	3,934.50	274.50	4,209.00	9,516.00
153.0 BENSON VALLEY CO	50	07/01/02	SL	121,962.58	0.00	24,392.50	2,439.25	26,831.75	95,130.83
159.0 BENSON VALLEY CO	50	01/03/03	SL	5,770.00	0.00	1,038.60	115.40	1,154.00	4,616.00
169.0 NINEVAH WATER LI	50	01/01/05	SL	10,513.10	0.00	1,471.82	210.26	1,682.08	8,831.02
184.0 MILLS LANE REPLA	50	10/30/09	SL	488,628.85	0.00	21,173.92	9,772.58	30,946.50	457,682.35
* (C) TRANSMISSN *		17 asset(s)		1,729,197.97	0.00	816,679.39	34,583.90	851,263.37	877,934.60
GRAND TOTALS		147 asset(s)		2,695,305.18	0.00	1,605,664.18	59,908.42	1,665,572.60	1029732.58

ASSET SUMMARY

Assets	Original Cost	Depreciable Basis
Beginning	142	2,678,340.98
Additions-Full Cost	5	16,964.20
Dispositions	0	0.00
Ending	147	2,695,305.18
	Depreciation+179 Exp	Depreciation
Beginning	1,605,664.18	1,605,664.18
Current	59,908.42	59,908.42
Dispositions	0.00	0.00
Ending	1,665,572.60	1,665,572.60

Method codes: M, Q, Y=Mid-month, -quarter, half-year convention; A=Luxury auto; AB=Adj basis; Am=Amortized; B=Electric vehicle; D=Purchase date; E=Empwrment zone pty; F=Farm pty; H=Low income hng; I=Indian reservation pty; L=Listed; O=Elect out of IRS like kind exch rules; PU=Public utility pty; R=Renewal community pty; S=Use subst basis; T=Truck/Van; U=User override of current deduction; X=IRS like kind exch rules; Z=NY Liberty Zone; 2=Apply JCWA02; 3=Apply JGTR03; 4=Force full depr in final year


**STATEMENT OF DISCLOSURE OF
RELATED PARTY TRANSACTIONS**

I swear or affirm to the best of my knowledge and belief the information set forth below represents all present transactions and those transactions occurring within the past twenty-four (24) months between FARMDALE WATER DISTRICT ("Utility") and related parties that exceed \$25.00 in value. For the purpose of this statement, "related party transactions" include, all transactions and payments in excess of \$25.00, except regular salary, wages and benefits, made directly to or on behalf of: 1) the Utility's current or former employees; 2) current or former members of the Utility's board of commissioners or board of directors; 3) persons who have a 10 percent or greater ownership interest in the Utility; 4) family members* of any current Utility employee, director, commissioner or person with a 10 percent or greater ownership interest in the Utility or 5) a business enterprise in which any current or former Utility employee, director, commissioner or person with a 10 percent or greater ownership interest in the Utility or a family member of such person has an ownership interest.

Name of Related Party (Individual or Business)	Type of Service Provided By Related Party	Amount of Compensation

- Check this box if the Utility has no related party transactions.
- Check box if additional transactions are listed on the supplemental page.

CLIFFORD TOLES
(Print Name)


(Signed)

CHAIRPERSON
(Position/Office)

* "Family Member" means any person who is the spouse, parent, sibling, child, mother-in-law, father-in-law, son-in-law, daughter-in-law, grandparent, or grandchild of any current Utility employee, director, commissioner or person with a 10 percent or greater ownership interest in the Utility; or is a dependent for tax purposes of any Utility employee, director, commissioner or person with a 10 percent or greater ownership interest in the Utility or his or her spouse; or who is a member of the household of any Utility employee, director, commissioner or person with a 10 percent or greater ownership interest in the Utility.

COMMONWEALTH OF KENTUCKY

COUNTY OF Franklin

Subscribed and sworn to before me by Clifford Toler
(Name)

this 30 day of December, 2013.

Jamie L Boyd
NOTARY PUBLIC
State-at-Large Oct 17, 2013

BOND RESOLUTION

FARMDALE WATER DISTRICT

AUTHORIZING

FARMDALE WATER DISTRICT WATERWORKS REVENUE BONDS, SERIES 2013

IN THE AGGREGATE PRINCIPAL AMOUNT OF

\$1,858,000

CONSISTING OF

\$1,668,000 OF SERIES A BONDS

AND

\$190,000 OF SERIES B BONDS

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BOND RESOLUTION

RESOLUTION OF THE FARMDALE WATER DISTRICT AUTHORIZING AND PROVIDING FOR THE ISSUANCE AND SALE OF \$1,858,000 PRINCIPAL AMOUNT OF FARMDALE WATER DISTRICT WATERWORKS REVENUE BONDS, SERIES 2013, CONSISTING OF \$1,668,000 OF SERIES A BONDS AND \$190,000 OF SERIES B BONDS FOR THE PURPOSE OF FINANCING THE COST (NOT OTHERWISE PROVIDED) OF THE CONSTRUCTION OF EXTENSIONS, ADDITIONS AND IMPROVEMENTS TO THE EXISTING WATERWORKS SYSTEM OF SAID DISTRICT; SETTING FORTH TERMS AND CONDITIONS UPON WHICH SAID BONDS MAY BE ISSUED AND OUTSTANDING; PROVIDING FOR THE COLLECTION, SEGREGATION AND DISTRIBUTION OF THE REVENUES OF SAID WATERWORKS SYSTEM; AND PROVIDING FOR AN ADVERTISED, PUBLIC, COMPETITIVE SALE OF SAID BONDS.

WHEREAS, the waterworks system (the "System") of the Farmdale Water District (the "District") is owned and operated by said District pursuant to Chapters 58 and 74 of the Kentucky Revised Statutes (the "Act"), and

WHEREAS, it is the desire and intent of the District at this time to authorize and provide for the issuance of revenue bonds in the principal amount of \$1,858,000, consisting of \$1,668,000 of Series A Bonds and \$190,000 of Series B Bonds (collectively, the "Current Bonds"), for the purpose of financing the cost (not otherwise provided) of the construction of extensions, additions and improvements to the System of the District, in accordance with plans and specifications prepared by HMB Professional Engineers, Inc. and to prescribe the covenants of the District, the rights of Bondowners and the details of the issuance and sale of the proposed Current Bonds, and

WHEREAS, the Public Service Commission of Kentucky is in the process of granting to the District a Certificate of Public Convenience and Necessity, authorizing the construction of said extensions, additions and improvements, and

WHEREAS, the proceeds of the Current Bonds will be supplemented by Grant Proceeds (as hereinafter defined) in the amount of approximately \$1,712,000, and by a contribution by the District in the amount of at least \$500,000, to provide the total cost of such construction,

NOW, THEREFORE, IT IS HEREBY RESOLVED BY THE BOARD OF COMMISSIONERS OF THE FARMDALE WATER DISTRICT, AS FOLLOWS:

**ARTICLE 1. DEFINITIONS; PURPOSE; AUTHORIZATION OF BONDS;
SECURITY.**

Section 101. Definitions. As used in this Resolution, unless the context requires otherwise:

"Act" refers to Chapters 58 and 74 of the Kentucky Revised Statutes.

"Beginning Month" refers to the month following the month in which the Current Bonds authorized herein are issued, sold and delivered to the Purchaser thereof.

"Bond Counsel" refers to an attorney or firm of attorneys recognized nationally as experts in the field of municipal bond law and shall be deemed to refer to Rubin & Hays, Louisville, Kentucky, or their successors.

"Bondowner" or "Owner" refer to registered Owners of the Current Bonds at the time issued and outstanding hereunder.

"Bonds" collectively refers to the outstanding Current Bonds and the Parity Bonds.

"Chairman" refers to the elected or appointed Chairman or Chairperson of the Commission.

"Code" refers to the Internal Revenue Code of 1986, as amended, and the Treasury Regulations relating thereto.

"Commission" refers to the Board of Commissioners of the District, or such other body as shall be the governing body of said District under the laws of Kentucky at any given time.

"Construction Account" refers to the Farmdale Water District Waterworks Construction Account, created in Section 301(B) of this Current Bond Resolution.

"Contractors" refers to the general contractors who have been employed by the District to construct the Project.

"Current Bond Resolution" or "Resolution" refer to this Resolution authorizing the Current Bonds.

"Current Bonds" refers to the \$1,858,000 of Farmdale Water District Waterworks Revenue Bonds, Series 2013, consisting of \$1,668,000 of Series A Bonds and \$190,000 of Series B Bonds authorized by this Resolution, to be dated as of the date of issuance thereof.

"Current Sinking Fund" refers to the Farmdale Water District Waterworks Sinking Fund, created in Section 401 of this Resolution.

"Debt Reserve Fund" refers to the Farmdale Water District Debt Reserve Fund, described in Section 402 of this Resolution.

"Depository Bank" refers to the bank, which shall be a member of the FDIC, which bank shall be determined by the District.

"District" refers to the Farmdale Water District of Franklin County, Kentucky.

"Engineers" refers to the Engineers or any one of them, who prepared the plans and specifications for the construction of the Project and who will supervise the construction thereof and/or will furnish full time resident inspection of the construction of the Project, and shall be deemed to refer to HMB Professional Engineers, Inc., or a member of said firm, or their successors.

"Event of Default" refers to one or more of the Events of Default set forth in Section 701 of this Resolution.

"FDIC" refers to the Federal Deposit Insurance Corporation, or its successors.

"Fiscal Year" refers to the annual accounting period of the District, beginning on January 1, and ending on December 31, of each year.

"Funds" refers to the Construction Account, the Revenue Fund, the Sinking Fund, the Debt Reserve Fund and the Operation and Maintenance Fund.

"Government" refers to the United States of America, or any agency thereof, including RD.

"Grant Proceeds" refers to the proceeds of the KIA Grant.

"Independent Consulting Engineer" refers to a consulting engineer or a firm of consulting engineers of recognized excellent reputation in the field of waterworks system engineering, and such definition includes the Engineers named above.

"Interim Lender" refers to Kentucky Rural Water Finance Corporation, Bowling Green, Kentucky, its successors or assigns; or any other financial institution or governmental agency approved by the District.

"KIA Grant" refers to the Kentucky Infrastructure Authority grant to the District in the amount of \$1,212,000.

"Local Counsel" refers to Jim Boyd, Esq., Frankfort, Kentucky, or any other attorney or firm of attorneys designated by the District.

"Multiple Advances" refers to the advance of loan funds from the RD as described in Section 302 of this Resolution.

"Note" refers to a single note or any number of notes, in such form as may be prescribed by the Interim Lender, including any revenue bond anticipation notes issued pursuant to Chapter 58 of the Kentucky Revised Statutes, including any renewal or extensions of the Note, issued by the

District evidencing the interim financing for the Project as prescribed in Section 302 of this Resolution.

"Operation and Maintenance Fund" refers to the Farmdale Water District Operation and Maintenance Fund described in Section 401 of this Resolution.

"Outstanding Bonds" refers to the outstanding Bonds, and does not refer to, nor include, any Bonds for the payment of the principal and interest of which sufficient funds will have been deposited and earmarked for payment of Bonds; provided all Outstanding Bonds of any series held by RD shall be deemed to constitute Outstanding Bonds until paid regardless of the deposit of funds to pay for same.

"Parity Bonds" refers to bonds which may be issued in the future which, pursuant to this Resolution, rank on a basis of parity with the outstanding Bonds, as to priority, security and source of payment, and does not refer to bonds which might be issued so as to rank inferior to the security and source of payment of the outstanding Bonds.

"Project" refers specifically to the construction of the currently proposed extensions, additions and improvements to the System of the District, which Project is being financed by the Current Bonds and by other funds.

"Purchaser" refers to the agency, person, firm or firms, or their successors, to whom the Current Bonds herein authorized are awarded at the public sale of the Current Bonds.

"RD" refers to the Rural Development of the Department of Agriculture of the United States of America.

"Required Signatures" refers to the signatures necessary to be obtained with reference to the approval of the expenditures to be made from the Construction Account, which required signatures shall consist of the signatures of (1) the Chairman; (2) the Engineers; and (3) the Purchaser; provided, however, any expenditures for issuance and administrative costs and the costs of any equipment which is not permanently affixed to the real estate shall not require the signature or the approval of the Engineers.

"Revenue Fund" refers to the Farmdale Water District Revenue Fund, described in Section 401 of this Resolution.

"Secretary" refers to the elected or appointed Secretary of the Commission.

"Sinking Fund" refers to the Farmdale Water District Sinking Fund, described in Section 401 of this Resolution.

"System" refers to the existing waterworks system of the District, together with all extensions, additions and improvements to said System.

"*Treasurer*" refers to the elected or appointed Treasurer of the Commission.

"*U.S. Obligations*" refers to bonds or notes which are the direct obligations of the United States of America, or obligations the principal of and interest on which are guaranteed by the United States of America.

All words and terms importing the singular number shall, where the context requires, import the plural number and vice versa. Unless otherwise indicated, references to Articles or Sections refers to those in this Resolution.

Section 102. Purpose. The Current Bonds shall be issued for the purpose of financing the cost (not otherwise provided) of the Project, as set out in the plans and specifications prepared by the Engineers. The Commission hereby declares the System of the District, including the extensions, additions and improvements to be constructed, to constitute a revenue producing public project, and said System shall continue to be owned, controlled, operated and maintained by the District as a revenue producing public project pursuant to the Act, so long as any Bonds remain outstanding.

Section 103. Construction Award Approved; Work Authorized. The Commission hereby authorizes, approves, ratifies and confirms its previous action in advertising for and taking steps toward awarding the contracts for the construction of the Project to the lowest and best bidders, and further approves the action of the District officials in entering into formal contracts with said bidders, subject to the necessary approvals being obtained. Authority is hereby given for undertaking the construction of the Project according to the plans and specifications heretofore prepared by the Engineers for the District, after all necessary approvals have been obtained.

Section 104. Declaration of Period of Usefulness. The Commission hereby declares that the period of usefulness of the System is more than forty (40) years from the date of completion of the Project.

Section 105. Authorization of Bonds. The District has heretofore determined that the total cost of the Project, including preliminary expenses, land and rights-of-way, engineering expense, capitalized interest during construction, legal and administrative costs, publication costs, initial deposits required and all incidental expenses, will not exceed \$3,570,000. Therefore, it is hereby determined to be necessary in order for the District to finance the cost (not otherwise provided) of the Project that the District issue a total of \$1,858,000 of Current Bonds, based on the following calculation:

Total cost of Project		\$3,570,000
Less:		
KIA Grant	\$1,212,000	
Connection Charges	<u>500,000</u>	
Total Non-Bond Funds:		<u>(1,712,000)</u>
Balance to be financed by Current Bonds		\$1,858,000

Accordingly, for the purpose of financing the cost (not otherwise provided) of the Project, under the provisions of the Act, there is hereby authorized to be issued and sold \$1,858,000 principal amount of Farmdale Water District Waterworks Revenue Bonds, Series 2013, consisting of \$1,668,000 of Series A Bonds and \$190,000 of Series B Bonds.

The Current Bonds shall be dated as of the date of delivery to the Purchaser thereof; shall bear interest from such date at such interest rate as may be fixed by supplemental resolution as a result of the advertised sale and competitive bidding for such Current Bonds, as hereinafter provided; and shall be issued and delivered as prescribed in Section 202 hereof.

Interest on the Current Bonds shall be payable semiannually on January 1 and July 1 of each year, provided that the first interest payment period will cover interest only from the date of delivery of the Current Bonds to the ensuing January 1 or July 1, as the case may be. Principal of the Current Bonds shall be payable on January 1 of each of the respective years until maturity, as set out in Section 201 hereof.

Section 106. Current Bonds Shall be Payable Out of Gross Revenues. The Current Bonds, and any additional Parity Bonds that may be issued under the conditions and restrictions hereinafter set forth, shall be secured by and payable out of the gross revenues of the System.

Section 107. Lien on Contracts. In addition to the revenue pledge securing the Bonds, a lien is hereby created and granted in favor of the Bondowners on all contracts, and on all other rights of the District pertaining to the System, enforceable by assignment to any receiver or other operator proceeding by authority of any court.

ARTICLE 2. THE BONDS; BOND FORM; PREPAYMENT.

Section 201. Principal Payments. Principal payments due on the Current Bonds shall be as set forth in the schedule of maturities set out in **Exhibit A** attached to this Resolution and incorporated herein.

Section 202. Issuance of Current Bonds; Bond Form. The Purchaser of the Current Bonds at the public sale shall take delivery of the Current Bonds in the form of one or more fully registered bonds, as set forth in **Exhibit B** attached hereto and incorporated herein, amounting in the aggregate to the principal amount of the Current Bonds authorized herein, maturing as to principal as set out in Section 201. The Current Bonds shall be numbered R-1 and consecutively upward thereafter. Such Current Bonds shall, upon appropriate execution on behalf of the District as prescribed, constitute the entire bond issue herein authorized, shall be negotiable (subject to registration requirements as to transferability), registered as to principal and interest and payable as directed by the registered Owner.

Section 203. Place of Payment and Manner of Execution. Both principal of and interest on the Current Bonds shall be payable at the place and in the manner set out in the form of such Current Bond. The Current Bonds shall be executed on behalf of the District by the manual or facsimile signature of the Chairman of the District, with the Corporate Seal of the District affixed thereto and attested by the manual or facsimile signature of the Secretary of said District.

If either of the officers whose signatures appear on the Current Bonds ceases to be such officer before delivery of said Current Bonds, such signatures shall nevertheless be valid for all purposes the same as if such officers had remained in office until delivery.

Section 204. Provisions as to Prepayment. Except when all of the Current Bonds are held by the Government, principal maturities falling due prior to January 1, 2023, shall not be subject to prepayment. Principal maturities falling due on and after January 1, 2023, shall be subject to prepayment by the District on any date falling on and after January 1, 2022, at par plus accrued interest, without any prepayment penalty.

So long as all of the Current Bonds are owned by the Government, all or any of the Current Bonds, or in a multiple of \$100, may be prepaid at any time in inverse chronological order of the principal maturities due, at par plus accrued interest without any prepayment penalty.

Notice of such prepayment shall be given by certified mail to the Bondowner or his assignee, at least 30 days prior to the date fixed for prepayment. Notice of such prepayment may be waived with the written consent of the Bondowner.

**ARTICLE 3. CONSTRUCTION ACCOUNT; INTERIM FINANCING;
APPLICATION OF PROCEEDS; ARBITRAGE LIMITATIONS.**

Section 301. Construction Account; Application of Proceeds of Bonds; Other Transfers and Deposits. The Treasurer, or such other District official as shall be designated by the Commission, shall be the custodian of all funds belonging to and associated with the System. All moneys in excess of the amount insured by the FDIC in the Construction Account shall be secured by the Depository Bank in accordance with U. S. Treasury Department Circular No. 176. The officials of the District entrusted with the receipt and disbursement of revenues of the System and the custody of valuable property shall be covered by a fidelity bond in the amount of not less than \$98,500 (the "Fidelity Bond"), or such larger amount as the RD may require, which Fidelity Bond shall be effective and secured by a surety company approved by the RD so long as it is owner of any of the Current Bonds. The RD and the District shall be named co-obligees in such Fidelity Bond and the amount thereof shall not be reduced without the written consent of the RD. Whenever sums in the Funds shall exceed \$98,500, the Fidelity Bond shall be increased accordingly as requested by and with the approval of the RD.

A. Covenants Applicable if RD Purchases Current Bonds. It is acknowledged that all covenants herein with reference to the necessity for approval of the RD, the necessity of observing RD regulations and procedures and the necessity of using RD forms (the "RD Forms"), shall apply only if the RD is the Purchaser of the Current Bonds and only so long as the RD holds the Current Bonds thereafter. In the event that the RD shall not be the Purchaser of the Current Bonds, or, after purchasing same, shall sell or transfer the Current Bonds to an Owner who shall not be the Government, all covenants herein with reference to the necessity for approval of the RD, the necessity of observing RD regulations and procedures, and the necessity of using RD Forms, shall not be applicable.

B. Application of Proceeds of Current Bonds. The proceeds of the Current Bonds shall be applied as follows:

(1) Payment of Interim Financing, Costs of Project and Costs of Issuance. Simultaneously with the delivery of the Current Bonds, there shall immediately be paid to the Interim Lender (or the RD if Multiple Advances are made) an amount sufficient to pay principal of and interest on any temporary loans borrowed by the District in anticipation of the sale and delivery of the Current Bonds and/or of the receipt of Grant Proceeds. Also, at the time of delivery of the Current Bonds, there shall be paid all amounts then due and payable in connection with the costs of the Project and in connection with the issuance of the Current Bonds.

(2) Construction Account. If and to the extent that the proceeds of the Current Bonds shall be in excess of the amount necessary to pay the interest, principal and costs referred to in subparagraph B(1) of this Section, such excess amount shall immediately be deposited in the "Farmdale Water District Waterworks Construction Account" hereby created, which shall be established at the Depository Bank. There shall also be deposited in said Construction Account the Grant Proceeds, as and when received, or said Grant Proceeds

may be applied, to the extent necessary, to liquidate or reduce any interim financing owed by the District at the time of receipt of Grant Proceeds.

(3) Withdrawal of Funds From Construction Account. Prior to the expenditure by the District of any moneys from the Construction Account, the District must obtain written approval from the RD as to such expenditures, if the RD is the Owner of any Outstanding Bonds. The proceeds of said Construction Account shall be withdrawn only on checks signed by the Chairman, the Treasurer (or by such other official of the District as may be authorized by the Commission), provided such official shall be covered by the Fidelity Bond required by Section 301 of this Resolution, in payment for services and/or materials supplied in connection with the Project, as evidenced by (1) a Requisition Certificate; and (2) invoices and/or partial payment estimates bearing the written approval of the Engineers and the Chairman (or by such other official of the District as may be authorized by the Commission), and which invoices and/or partial payment estimates must have been reviewed and approved for payment by the designated RD official.

Written approval or certification of the Engineers shall not be required for matters not under the jurisdiction of the Engineers, such as legal fees, land acquisition and related items.

During construction, the District shall disburse Construction Account funds in a manner consistent with RD Instruction 1780.

The District shall prepare and submit any and all RD Forms required by the RD. Periodic audits of the District's Construction Account records shall be made by RD as determined by it to be necessary.

(4) Transfer of Capitalized Interest to Sinking Fund. There shall be transferred from the Construction Account an amount sufficient to provide for capitalized interest (initially estimated at \$23,000) during the construction of the Project, as approved by the Engineers and by the RD. If and to the extent not theretofore expended in paying interest on interim financing and if and to the extent then needed to pay interest during the remaining period of construction of the Project, such amount so transferred from the Construction Account shall be deposited in the Sinking Fund.

(5) Investment of Funds in Construction Account. Pending disbursement of amounts on deposit in the Construction Account, all such funds, or such portion of said amounts on deposit in said Construction Account as is designated by the Commission, shall be invested for the benefit of such Construction Account in Certificates of Deposit, savings accounts or U.S. Obligations which may be converted readily into cash, having a maturity date prior to the date when the sums invested will be needed for costs of the Project (as determined by the Engineers, the Chairman and the RD), provided that to the extent that any amounts on deposit in said Depository Bank shall cause the total deposits of the District in said Depository Bank to exceed the amount insured by the FDIC, the same shall be continuously secured by a valid pledge of U.S. Obligations, having an equivalent

market value, in conformity with Section 66.480 of the Kentucky Revised Statutes. Investments in Certificates of Deposit or savings accounts may be made only in such Certificates or accounts of an FDIC bank. Any such investments will be a part of the Construction Account, and income from such investments will be credited to the Construction Account. All such investments shall be subject to the limitations set out in Section 303 hereof.

(6) Statements of Contractors, Engineers and Attorneys as to Payment. Prior to the delivery of the Current Bonds, if the RD is the Purchaser of the Current Bonds, the District will be required to provide the RD with statements from the Contractors, Engineers and attorneys for the District that they have been paid to date in accordance with their contract or other agreements and, in the case of any Contractor, that he has paid his suppliers and subcontractors. Any exceptions must be authorized under RD Instruction 1780.

(7) Disposition of Balance in Construction Account After Completion of Project. When the Project has been completed and all construction costs have been paid in full, as certified by the Engineers for the District and/or by the RD, any balance then remaining in the Construction Account may, with the consent of the RD, be applied to the cost of constructing additional extensions, additions and improvements to the System (the "Additional Construction"). If such Additional Construction is to be undertaken by the Contractors previously engaged in the Project, such Additional Construction may be authorized by a change order.

If there is a balance remaining in the Construction Account after such Additional Construction, such balance (subject to legal requirements as to possible refund of any allocated portion of the balance derived from Grant Proceeds) shall be transferred to the Sinking Fund, whereupon said Construction Account shall be closed. Such remaining balance in the Construction Account so transferred to the Sinking Fund shall be used by the District immediately to prepay principal installments due on the Current Bonds in the inverse order of maturities without prepayment penalty, provided further that any balance insufficient to prepay at least \$100 of the principal payment falling due in any year on the Bonds will be transferred to the Debt Reserve Fund.

Section 302. Interim Financing Authorization.

A. Interim Financing. The District shall use interim financing for the Project during construction of that portion of the cost of the Project financed by the Current Bonds, if available at reasonable rates and terms.

The borrowing of up to the aggregate sum of \$1,858,000 from the Interim Lender is hereby authorized; and the Chairman is hereby authorized to execute the Note in the name and on behalf of the District. Each advance under the Note shall evidence a loan by the Interim Lender to the District for services rendered and/or materials supplied in connection with the Project, as evidenced by a Requisition Certificate.

Interim financing shall be disbursed as follows:

(1) At the direction of the District, the Interim Lender shall disburse the proceeds of the Note by cashier's checks directly to the parties entitled thereto as set forth in the Requisition Certificate; or

(2) At the direction of the District, the Interim Lender shall deposit the proceeds of the Note in the Construction Account, in which event amounts of the District on deposit therein shall, until expended to the extent that same shall exceed the amount insured by the FDIC, be fully secured by a pledge of U.S. Obligations.

The aggregate of the principal amount of all Notes shall not exceed \$1,858,000. Each Note which is renewed or superseded shall be simultaneously cancelled by the Interim Lender and transmitted to the Treasurer. The rate of interest applicable to each Note shall not exceed a reasonable rate, which rate is subject to the approval of the RD.

The total authorized interim financing of \$1,858,000 shall be the maximum indebtedness which the District may owe at any one time to the Interim Lender for the purpose of providing temporary construction financing for the Project; provided, however, that the District may reduce the amount owed by the District to the Interim Lender from time to time as and when funds are available to the District, whether derived from the proceeds of the Grant Proceeds, the proceeds of the sale of the Current Bonds or otherwise, and may reborrow from the Interim Lender additional amounts in anticipation of the further receipt by the District of additional proceeds from the Current Bonds and/or Grant Proceeds.

The District hereby covenants and agrees with the Interim Lender that upon the issuance and delivery of the Current Bonds and/or the receipt of said Grant Proceeds, the District will apply the proceeds thereof, to whatever extent may be necessary, in payment of the principal amount of the Note, together with accrued interest thereon to the date of such payment; and the proceeds of the Current Bonds and Grant Proceeds are hereby pledged therefor, and such pledge shall constitute a first and prior charge against said proceeds.

Although the proceeds of the Current Bonds and Grant Proceeds are pledged to the repayment of said interim financing, it is recognized that the Grant Proceeds may be applied to the extent required at the time of receipt of the Grant Proceeds, to the payment of costs of the Project due and owing by the District at the time of receipt of such Grant Proceeds, rather than to the repayment of portions of the interim financing at that time. If and to the extent that the Grant Proceeds are in excess of any costs of the Project due and owing at the time of receipt thereof, such Grant Proceeds may be applied, in the same manner as set out hereinabove, to the reduction of the amount of the interim financing, after which, such interim financing may again be increased as theretofore. The District further pledges the revenues of the System to the repayment of said interim financing, subject to the vested rights and priorities of the pledges securing the Outstanding Bonds.

It is understood that the foregoing constitutes an alternative method of obtaining interim financing, and does not preclude the authorization and sale, by public advertisement or

otherwise, of bond anticipation notes and/or grant anticipation notes to the most favorable bidder on the open market, by concurrent or subsequent proceedings of the District.

B. Multiple Advances by RD. In the event the Current Bonds are purchased by the RD, and in the event the District is unable to obtain a commitment for interim financing for the Project from any Interim Lender at reasonable rates and terms, the Chairman is authorized to request Multiple Advances of loan funds from the RD.

If the RD agrees to make Multiple Advances to the District pending the delivery of the Current Bonds, the Chairman is hereby authorized to execute in the name and on behalf of the District any number of Notes. Each such Note, evidencing an advance of funds by the RD to the District, shall be in the form prescribed by the RD.

Each request for an advance from the RD shall be accompanied by a Requisition Certificate. The District will also furnish to the RD, prior to the receipt of each Multiple Advance, whatever additional documentation shall be requested by the RD, including an updated supplemental title opinion of Local Counsel and an updated supplemental preliminary legal opinion of Bond Counsel.

The proceeds of any Multiple Advances shall be either (i) disbursed directly to the parties entitled thereto for services and/or materials supplied in connection with the Project; or (ii) deposited into the Construction Account and disbursed in accordance with the provisions of Section 301 hereof, in which event amounts on deposit in such Construction Account shall, until expended, to the extent that same shall exceed the amount insured by the FDIC, be fully secured by a pledge of U.S. Obligations.

The proceeds of the Current Bonds are hereby pledged to the repayment of such Multiple Advances, and such pledge shall constitute a first and prior pledge against such proceeds. The District further pledges the revenues of the System to the repayment of said Multiple Advances, subject to the vested rights and priorities of the pledges securing the Outstanding Bonds.

Section 303. Arbitrage Limitations on Investment of Proceeds. The District covenants and certifies, in compliance with the Code, on the basis of known facts and reasonable expectations on the date of adoption of this Resolution, that it is not expected that the proceeds of the Current Bonds will be used in a manner which would cause the Current Bonds to be "arbitrage bonds" within the meaning of Section 148 of the Code. The District covenants to the Owners of the Current Bonds that (1) the District will make no use of the proceeds of said Current Bonds which, if such use had been reasonably expected on the date of issue of such Current Bonds, would have caused such Current Bonds to be "arbitrage bonds"; and (2) the District will comply with all of the requirements of the Code to whatever extent is necessary to assure that the Current Bonds shall not be treated as or constitute "arbitrage bonds" and that the interest on the Bonds shall be excludable from gross income for federal income tax purposes.

Prior to or at the time of delivery of the Current Bonds, the Chairman and/or the Treasurer (who are jointly and severally charged with the responsibility for the issuance of the Current Bonds)

are authorized to execute such certifications as shall be required by Bond Counsel, setting out all known and contemplated facts concerning the anticipated construction, expenditures and investments, including the execution of necessary and/or desirable certifications of the type contemplated by Section 148 of the Code in order to assure that interest on the Current Bonds shall be excludable from gross income for federal income tax purposes and that the Current Bonds will not be treated as "arbitrage bonds".

ARTICLE 4. FLOW OF FUNDS.

Section 401. Funds. There is hereby created and established in this Resolution the following funds and accounts:

- (a) Farmdale Water District Revenue Fund
- (b) Farmdale Water District Sinking Fund
- (c) Farmdale Water District Debt Reserve Fund
- (d) Farmdale Water District Operation and Maintenance Fund

All of the Funds shall be maintained with the Depository Bank so long as any Current Bonds remain outstanding, subject to the right of the District to designate a different depository bank.

Section 402. Flow of Funds. After the issuance of the Current Bonds, the income and revenues of the System shall be collected, segregated, accounted for and distributed as follows:

A. Revenue Fund. The District covenants and agrees that it will deposit in the Revenue Fund, promptly as received from time to time, all revenues of the System, as same may be extended and improved from time to time. The moneys in the Revenue Fund shall be used, disbursed and applied by the District only for the purpose and in the manner and order of priorities specified in this Resolution, all as permitted by the Act, and in accordance with previous contractual commitments.

B. Sinking Fund. At or after the delivery of the Current Bonds, there shall be transferred from the Construction Account to the Sinking Fund an amount sufficient to provide for capitalized interest (initially estimated at \$23,000) on the Current Bonds during the construction of the Project, if and to the extent not theretofore expended in paying interest on interim financing and if and to the extent then needed to pay interest during the remaining period of construction of the Project.

There shall be transferred from the Revenue Fund and deposited into the Sinking Fund on or before the 20th day of each month, for payment of interest on and principal of the Current Bonds, a sum equal to the total of the following:

- (1) An amount equal to one-sixth (1/6) of the next succeeding six-month interest payment to become due on the Current Bonds, plus
- (2) A sum equal to one-twelfth (1/12) of the principal of any Current Bonds maturing on the next succeeding January 1.

If the District for any reason shall fail to make any monthly deposit as required, then an amount equal to the deficiency shall be set apart and deposited into the Sinking Fund out of the first available revenues in the ensuing months, which amount shall be in addition to the monthly deposit otherwise required during such succeeding months. Whenever there shall accumulate in the Sinking Fund amounts in excess of the requirements during the next twelve months for paying the principal

of and interest due on the Current Bonds, as same fall due, such excess may be used for redemption or prepayment of any Current Bonds, subject to the terms and conditions set forth therein, prior to maturity.

C. Debt Reserve Fund. It is hereby determined that upon the issuance of the Current Bonds, and upon completion of the Project, as certified by the Engineers and by the RD, there shall next be transferred from the Revenue Fund the sum of at least \$825 each month which shall be deposited into the Debt Reserve Fund until there is accumulated in such Debt Reserve Fund the sum of at least \$98,500, which amount shall be maintained, and when necessary, restored to said sum of \$98,500 so long as any of the Current Bonds are outstanding and unpaid.

As further security for the Bondowners and for the benefit of the District, it has been and is hereby provided that in addition to the monthly transfers required to be made from the Revenue Fund into the Debt Reserve Fund, there shall be deposited into said Debt Reserve Fund all proceeds of connection fees collected from potential customers (except the amounts necessary to pay the actual costs and service connections applicable to said potential customers) to aid in the financing of the cost of future extensions, additions and improvements to the System, plus the proceeds of any property damage insurance (not otherwise used to replace damaged or destroyed property); and any such amounts or proceeds so deposited shall be used solely and only for the purposes intended.

Moneys in the Debt Reserve Fund may be withdrawn and used by the District, upon appropriate certification of the Commission, for the purpose of paying the cost of unusual or extraordinary maintenance, repairs, renewals and replacements not included in the annual budget of current expenses and/or of paying the costs of constructing future extensions, additions and improvements to the System which will either enhance its revenue-producing capacity or will provide a higher degree of service, and when necessary, for the purpose of making payments of principal and interest on the Bonds if the amount on deposit in the Sinking Fund is not sufficient to make such payments.

D. Operation and Maintenance Fund. There shall next be transferred monthly from the Revenue Fund and deposited into said Operation and Maintenance Fund, sums sufficient to meet the current expenses of operating and maintaining the System. The balance maintained in said Operation and Maintenance Fund shall not be in excess of the amount required to cover anticipated System expenditures for a two-month period pursuant to the District's annual budget.

E. Monthly Principal and Interest Payments if Requested by RD. So long as any of the Bonds are held or insured by the RD, the District shall, if requested by the RD, make the payments required by this Section 402, in monthly installments to the RD or to the insured Owners of the Bonds.

F. Surplus Funds. Subject to the provisions for the disposition of the income and revenues of the System as set forth hereinabove, which provisions are cumulative, and after paying or providing for the payment of debt service on any subordinate obligations, there shall be transferred, within sixty days after the end of each fiscal year, the balance of excess funds in the Revenue Fund on such date, to the Debt Reserve Fund for application in accordance with the terms

of this Resolution or to the Sinking Fund to be applied to the maximum extent feasible, to the prompt purchase or redemption of Outstanding Bonds.

G. Investment and Miscellaneous Provisions. All monies in the Sinking Fund and the Debt Reserve Fund shall be deposited in the Depository Bank, or such portion thereof as is designated by the Commission. All monies in the Sinking Fund and the Debt Reserve Fund shall be invested for the benefit of such respective Funds in Certificates of Time Deposit or savings accounts of the Depository Bank or in U.S. Obligations which may be converted readily into cash, having a maturity date prior to the date when the sums invested will be needed for the purposes for which such funds may be expended, provided that to the extent that any amount of the District on deposit in the Depository Bank shall cause the total deposits of the District in said Depository Bank to exceed the amount insured by the FDIC, such excess amount shall be continuously secured by a valid pledge of U.S. Obligations, having an equivalent market value, in conformity with Section 66.480 of the Kentucky Revised Statutes.

All investments of funds derived from proceeds of the Outstanding Bonds shall be subject to the applicable limitations set out in Section 303 hereof.

All payments into the Funds shall be made on or before the twentieth (20th) day of each month, except that when the twentieth (20th) day of any month shall be a Saturday, Sunday or a legal holiday, then such payment shall be made on the next succeeding business day.

All monies held in any of the Funds shall be kept apart from all other District funds and shall be deposited in the Depository Bank, and all such deposits which cause the aggregate of all deposits of the District therein to be in excess of the amount secured by FDIC, shall (unless invested as herein authorized) be secured by a surety bond or bonds or by a pledge of U.S. Obligations, having a market value equivalent to such deposit.

The Treasurer shall keep appropriate records as to payment of principal and interest installments and as to payment of principal of and interest on any Bonds.

ARTICLE 5. COVENANTS OF DISTRICT

Section 501. Rates and Charges. The District shall charge such rates and charges for all services and facilities rendered by the System, which rates and charges shall be reasonable, taking into account and consideration the cost and value of the System, the cost of maintaining, repairing and operating same and the amounts necessary for the payment of principal of and interest on Outstanding Bonds against the System. The District shall charge such rates and charges as shall be adequate to meet the requirements of Articles 4 and 5 hereof.

The District covenants that it will not reduce the rates and charges for the services rendered by the System without first filing with the Secretary a certification of an Independent Consulting Engineer that the annual net revenues (defined as gross revenues less operating expenses) of the then existing System for the fiscal year preceding the year in which such reduction is proposed, as such annual net revenues are adjusted, after taking into account the projected reduction in annual net revenues anticipated to result from any such proposed rate decrease, are equal to not less than 120% of the average annual debt service requirements for principal and interest on all of the then Outstanding Bonds payable from the revenues of the System, calculated in the manner specified in Section 603 hereof.

Section 502. Books and Accounts; Audit. The District shall maintain proper records and accounts relating to the operation of the System and the District's financial affairs; and the Bondowners, or their authorized representatives, shall have the right at all reasonable times to inspect the facilities of the System and all records, accounts and data relating thereto. An annual audit shall be made of the books and accounts pertinent to the System by a Certified Public Accountant licensed in Kentucky. No later than ninety (90) days after the close of each Fiscal Year, copies of such audit reports certified by such Certified Public Accountant shall be promptly mailed to the RD without request, so long as the Government is the Owner of any of the Bonds, and to any Bondowner that may have made a written request for same.

Monthly operating reports shall be furnished to the RD and to any Bondowner requesting same, during the first two (2) years of operation after completion of the Project, and whenever and so long as the District is delinquent in any of the covenants set out in this Current Bond Resolution. Thereafter, quarterly operating reports shall be furnished at all other times to the RD and to any Bondowner requesting the same.

Section 503. System to Continue to be Operated on Fiscal Year Basis; Annual Budget. While any of the Bonds are outstanding and unpaid, and to the extent permitted by law, the System shall continue to be operated and maintained on a Fiscal Year basis.

Not later than sixty (60) days before the end of each Fiscal Year, the District agrees to cause to be prepared a proposed annual budget of operating expenses (the "Proposed Budget") of the System for the then ensuing Fiscal Year, itemized on the basis of monthly requirements. A copy of said Proposed Budget shall be mailed to any Bondowner who may request in writing a copy of such Proposed Budget and to the RD without request, if the Government is the Owner of any of the Bonds.

For the purpose of the Proposed Budget, operating expenses shall include all reasonable and necessary expenses of operating, repairing, maintaining and insuring the System, but shall exclude depreciation and debt service payments. The District covenants that the operating expenses incurred in any year will not exceed the reasonable and necessary amounts therefor, and that the District will not expend any amount or incur any obligation for operation or maintenance and repair in excess of the amounts provided for operating expenses in the annual budget, except upon resolution by the District that such expenses are necessary to operate and maintain the System.

Not later than sixty (60) days before the end of each Fiscal Year, the District shall prepare an estimate of gross revenues to be derived from the operation of the System for said Fiscal Year, and, to the extent that said gross revenues are insufficient (a) to pay debt service requirements on all Outstanding Bonds during the ensuing Fiscal Year, (b) to accumulate and maintain all required reserves enumerated herein and (c) to pay operating expenses, the District shall revise the rates and charges sufficiently to provide the funds so required.

If the Owners of at least 50% of the principal amount of the Outstanding Bonds, or the Government so long as it is the Owner of any of said Outstanding Bonds, so request, the Commission shall hold an open hearing not later than thirty (30) days before the beginning of the ensuing Fiscal Year, at which time any Bondowner may appear by agent or attorney and may file written objections to such proposed budget. Notice of the time and place of such hearing shall be mailed at least fifteen (15) days prior to the hearing to each registered Bondowner and to the Government.

The District covenants that annually before the first day of the Fiscal Year, the annual budget for the upcoming Fiscal Year will be adopted substantially in accordance with the Proposed Budget, and that no expenditures for operation and maintenance expenses of the System in excess of the budgeted amount shall be made during such Fiscal Year unless directed by said District by a specific resolution duly adopted.

Section 504. General Covenants. The District, through its Commission, hereby covenants and agrees with the Owners of the Bonds that:

- (1) It will faithfully and punctually perform all duties with reference to the System required by the Constitution and laws of the Commonwealth of Kentucky;
- (2) It will make and collect reasonable and sufficient rates and charges for services and facilities rendered by the System;
- (3) It will segregate the revenues and income from the System and make application thereof consistent with and as provided by this Resolution;
- (4) Unless the written consent of the Owners of a majority of the principal amount of the Outstanding Bonds has been obtained, the District agrees not to sell, lease, mortgage or in any manner dispose of any integral part of the System, including any and all appurtenances thereto and extensions, additions

and improvements that may be made thereto, until all of the Outstanding Bonds shall have been paid or provided for in full, as provided herein; subject to the provisions of Section 607 hereof;

- (5) It will maintain in good condition and continuously operate the System and appurtenances thereto and will charge such rates and charges for the services rendered thereby so that the gross income and revenues will be sufficient at all times (i) to pay the interest on and principal of the Outstanding Bonds as same become due; (ii) to pay the cost of operating and maintaining the System; and (iii) to provide for an adequate depreciation account; and
- (6) It will carry and maintain insurance on properties of the System subject to loss or damage in amounts and against hazards substantially in accordance with the practices of other districts, cities or corporations which own and maintain waterworks systems under similar conditions; and so long as the Government is the Owner of any of the Outstanding Bonds, the Government will be listed as co-beneficiary on any such policy; and the District shall further comply with the insurance requirements of Section 506 hereof (involving insurance on motors, tanks and structures).

Section 505. Other Covenants Applicable So Long as RD Owns Any Bonds. So long as the RD shall own any of the Bonds, the District shall comply with such RD regulations, requirements and requests as shall be made by the RD, including the furnishing of operating and other financial statements, in such form and substance and for such periods as may be requested by the RD, the carrying of insurance of such types and in such amounts as the RD may specify, with insurance carriers acceptable to the RD and compliance with all of the terms and conditions of the Loan Resolution (RD Form 1780-27) adopted and executed by the District, which is hereby authorized, approved, ratified and confirmed.

Section 506. Insurance on Motors, Tanks and Structures. The District shall (a) immediately after the adoption of this Resolution and (b) at the time of final acceptance of the Project, insure all electric motors, elevated water storage tanks, pumping stations and major structures of the System in an amount recommended by the Engineers and approved by the RD, so long as the RD is the Owner of any of the Bonds, for the hazards usually covered in such area, and shall similarly insure same in an amount recommended by the Engineers, without the necessity of approval by the RD if and whenever the District has Outstanding Bonds against the System and none of such Outstanding Bonds are owned by the RD.

ARTICLE 6. INFERIOR BONDS AND PARITY BONDS

Section 601. Inferior Bonds. Except as hereinafter provided below in this Article, the District shall not, so long as any Bonds are outstanding, issue any additional bonds payable from the revenues of the System unless the security and/or pledge of the revenues to secure such additional bonds are made inferior and subordinate in all respects to the security of the Bonds.

The District expressly reserves the right at any time to issue its bonds or other obligations payable from the revenues of the System and not ranking on a parity basis with the Current Bonds, without any proof of previous earnings or net revenues, provided that the consent of the RD must be obtained prior to the issuance of any inferior bonds so long as the RD owns any of the Bonds, and provided further that, after the initial completion of the Project, such inferior bonds may be issued only for the purpose of providing for future extensions, additions and improvements to the System, and only in express recognition of the priorities, liens and rights created and existing for the security, source of payment and protection of the Outstanding Bonds; provided further, that nothing in this Section is intended to restrict or shall be construed as a restriction upon, the ordinary refunding all or a portion of the Outstanding Bonds.

Section 602. Parity Bonds to Complete the Project. The District hereby certifies, covenants and agrees that in the event that the cost of completion of the construction of the Project shall exceed the moneys available to the District from any and all sources, the District shall have the right, if necessary, to provide for such excess, and only such excess, through the issuance of Parity Bonds, provided the District has obtained a certification from the Engineers to the effect that it is necessary to issue the desired amount of Parity Bonds in order to enable the District to pay the cost (not otherwise provided) of the completion of the Project, and provided the District has complied with the provisions of Section 603 below or has obtained the consent of (1) the RD if the Government is the purchaser of the Current Bonds; or (2) the Owners of at least 75% of the principal amount of the Current Bonds outstanding, if the Current Bonds have been issued, sold and delivered and are held by Owners other than the Government.

Section 603. Parity Bonds to Finance Future Improvements. The District reserved the right and privilege, and does hereby reserve the right and privilege, of issuing additional Parity Bonds, but only under the conditions specified in the Current Bond Resolution, which conditions are as follows:

The District further reserves the right to add new waterworks facilities and/or to finance future extensions, additions and improvements to the System by the issuance of one or more additional series of Parity Bonds to be secured by a parity lien on and ratably payable on a parity with the Current Bonds, from the revenues of the System, provided:

- (a) The facilities to be constructed from the proceeds of the additional Parity Bonds are made a part of the System and their revenues are pledged as additional security for the additional Parity Bonds and for the Outstanding Bonds.

(b) The District is in compliance with all covenants and undertakings in connection with all of the Outstanding Bonds.

(c) The annual net revenues (defined as gross revenues less operating expenses), of the then existing System for the Fiscal Year preceding the year in which such Parity Bonds are to be issued, adjusted as hereinafter provided, shall be certified by an independent Certified Public Accountant to be equal at least one hundred twenty percent (120%) of the average annual debt service requirements for principal and interest on all Outstanding Bonds payable from the revenues of the System, plus the anticipated debt service requirements of any Parity Bonds then proposed to be issued. The calculation of average annual debt service requirements of principal and interest on the additional Parity Bonds to be issued shall, regardless of whether such additional Parity Bonds are to be serial or term bonds, be determined on the basis of the principal of and interest on such Parity Bonds being payable in approximately equal annual installments.

(d) The annual net revenues referred to above may be adjusted for the purpose of the foregoing computations to reflect:

(1) any revisions in the System's schedule of rates or charges being imposed on or before the time of the issuance of any such additional Parity Bonds, and

(2) any increase in the annual net revenues to be realized from the proposed extensions, additions and improvements being financed (in whole or in part) by such additional Parity Bonds;

provided all such adjustments shall be based upon and included in a certification of an Independent Consulting Engineer.

(e) Compliance with Section 603(a) through (d) shall not be necessary for the issuance of Parity Bonds if the District has obtained (1) the written consent of the RD for the issuance of such Parity Bonds, if the Government is the Owner of any Bonds at the time of issuance of such Parity Bonds; and (2) the written consent of the Owners of all of the then outstanding Prior Bonds, and no other prerequisite need be complied with by the District in order to issue Parity Bonds.

Section 604. Covenants to be Complied with at Time of Issuance of Parity Bonds. The District hereby covenants and agrees that in the event any Parity Bonds are issued, the District shall:

(a) Adjust the monthly amount to be deposited into the Sinking Fund on the same basis as that prescribed in the provisions establishing such Sinking Fund, to reflect the average annual debt service requirements of the Parity Bonds;

(b) Adjust the minimum annual amount to be deposited monthly into the Debt Reserve Fund on the same basis as that prescribed in the provisions establishing such Debt

Reserve Fund, taking into account the future debt service requirements of all Bonds which will then be outstanding against the System; and

(c) Make such Parity Bonds payable as to principal on January 1 of each year in which principal falls due and payable as to interest on January 1 and July 1 of each year until the final maturity of such Parity Bonds.

Section 605. Prepayment Provisions Applicable to Parity Bonds. If, in connection with any subsequently issued series of Parity Bonds, it is provided that excess revenues in the Revenue Fund shall be used to prepay Outstanding Bonds in advance of scheduled maturity, or if the District at its option undertakes to prepay Outstanding Bonds in advance of scheduled maturity, it is agreed and understood, for so long as the Government owns any of the Outstanding Bonds, that no such prepayment will be effected without the approval of the RD.

Section 606. Consent of the RD Regarding Future Bonds. Notwithstanding any other provisions of this Resolution, the District agrees that so long as the Government owns any Outstanding Bonds against and/or payable from the revenues of the System, the District will not issue any future bonds, notes or other obligations against, secured by or payable from the revenues of the System without the written consent of the RD.

Section 607. Priority of Lien; Permissible Disposition of Surplus or Obsolete Facilities. The District covenants and agrees that so long as any of the Current Bonds are outstanding, the District will not sell or otherwise dispose of any of the facilities of the System, or any part thereof, and, except as provided above, the District will not create or permit to be created any charge or lien on the revenues thereof ranking equal or prior to the charge or lien of the Outstanding Bonds. Notwithstanding the foregoing, the District may at any time permanently abandon the use of, or sell at fair market value, any part of the facilities of the System, provided that:

- (a) The District is in compliance with all covenants and undertakings in connection with all of the Outstanding Bonds, and the required reserves for such Outstanding Bonds will have been accumulated;
- (b) The District will, in the event of any such sale, apply the proceeds to either (1) redemption of Outstanding Bonds in accordance with the provisions governing prepayment of bonds in advance of maturity; or (2) replacement of the facility so disposed of by another facility, the revenues of which shall be incorporated into the System, as hereinbefore provided;
- (c) The District certifies, in good faith, prior to any abandonment of use, that the facilities to be abandoned are no longer economically feasible of producing net revenues; and
- (d) The District certifies, in good faith, that the estimated net revenues of the remaining facilities of the System for the then next succeeding Fiscal Year, plus the estimated net revenues of the facilities, if any, to be added to the

System, comply with the earnings requirements hereinbefore provided in the provisions and conditions governing the issuance of Parity Bonds.

Notwithstanding any other provisions hereof, so long as any Bonds are held by the Government, the District shall not dispose of its title to the System or to any part thereof, without first obtaining the written consent of the RD.

ARTICLE 7. DEFAULT AND CONSEQUENCES

Section 701. Events of Default. The following items shall constitute an Event of Default on the part of the District:

- (a) The failure to pay principal of the Bonds as and when same shall become due and payable, either at maturity or by proceedings for redemption.
- (b) The failure to pay any installment of interest on the Bonds when the same shall become due and payable or, if any or all of the Outstanding Bonds are owned by the RD, within thirty (30) days thereafter.
- (c) The default by the District in the due or punctual performance of any of the covenants, conditions, agreements and provisions contained in the Bonds or in this Resolution.
- (d) The failure to promptly repair, replace or reconstruct facilities of the System that have been damaged and/or destroyed.
- (e) The entering of any order or decree with the consent or the acquiescence of the District, appointing a receiver of all or any part of the System or any revenues thereof; or if such order or decree shall be entered without the acquiescence or consent of the District, its failure to have the order vacated, discharged or stayed on appeal within sixth (60) days after entry.

Section 702. Consequences of Event of Default. Any Owner of the Current Bonds may enforce and compel the performance of all duties and obligations of the District set forth herein. Upon the occurrence of an Event of Default, then upon the filing of a suit by any Owner of said the Current Bonds, any court having jurisdiction of the action may appoint a receiver to administer said System on behalf of the District with power to charge and collect rates sufficient to provide for the payment of operating and maintenance expenses and for the payment of principal of and interest on the Outstanding Bonds and to provide and apply the income and revenues in conformity with this Resolution and with the laws of the Commonwealth of Kentucky.

The District hereby agrees to transfer to any bona fide receiver or other subsequent operator of the System, pursuant to any valid court order in a proceeding brought to enforce collection or payment of the District's obligations, all contracts and other rights of the District pertaining to the System, conditionally, for such time only as such receiver or operator shall operate by authority of the court. Upon the occurrence of an Event of Default, the Owner of any of the Outstanding Bonds may require the governing body of the District by appropriate order to raise the rates a reasonable amount consistent with the requirements of this Resolution.

ARTICLE 8. CONTRACTUAL PROVISIONS; MISCELLANEOUS PROVISIONS.

Section 801. Resolution Contractual with Bondowners. The provisions of this Resolution constitute a contract between the District and its Commission and the Owners of the Current Bonds as may be outstanding from time to time; and after the issuance of any of said Current Bonds, no change, alteration or variation of any kind of the provisions of this Resolution shall be made in any manner which will affect an Owner's rights except as herein provided or except with the written consent of all Bondowners until such time as all of the Current Bonds and the interest thereon have been paid in full or fully provided for; provided that the Commission may adopt any resolution for any purpose not inconsistent with the terms of this Resolution and which shall not impair the security of the Owners of the Current Bonds and/or for the purpose of curing any ambiguity, or of curing, correcting or supplementing any defective or inconsistent provisions contained herein or in any resolution or other proceedings pertaining hereto.

It is further agreed that the Owners of 75% in principal amount of the Current Bonds at any time outstanding shall have the right to consent to and approve the adoption of resolutions or other proceedings, modifying or amending any of the terms or provisions contained in this Resolution, subject to the conditions that no such change may be effected without the consent of the RD so long as the RD owns any of the Outstanding Bonds.

Section 802. All Current Bonds are Equal. The Current Bonds authorized herein shall not be entitled to priority one over the other in the application of the income and revenues of the System, or with respect to the security for their payment, regardless of the time or times of their issuance, it being the intention that there shall be no priority among any of the Current Bonds regardless of the fact that they may be actually issued and delivered at different times.

Section 803. District Obligated to Refund Current Bonds Owned by Government Whenever Feasible; Defeasement Prohibited. So long as the Government is the Owner of any of the Current Bonds, if it appears to the Government that the District is able to refund such Current Bonds in whole or in part, by obtaining a loan for such purposes from responsible cooperative or private credit sources, or to sell bonds of the District in the open market, at reasonable rates and terms, for loans or bond issues for similar purposes and periods of time, the District will, upon request of the Government, obtain such loan and/or issue such bonds in sufficient amount to repay the Government and will take all such action as may be required in connection therewith.

In addition, so long as the Government is the Owner of any of the Current Bonds, the District shall not issue any bonds or other obligations for the purpose of defeasing or otherwise terminating the lien of the Current Bonds without immediately prepaying all of the then outstanding Current Bonds.

Section 804. Authorization, Ratification and Confirmation of Approval and Execution of Various Documents. The Commission hereby authorizes, approves, ratifies and confirms the previous action of the officers of the District in approving and executing various documents related to the financing of the Project, including the following:

- (a) Legal Services Agreement with Bond Counsel.
- (b) Legal Services Agreement with Local Counsel.
- (c) Letter of Intent to Meet Conditions of RD Letter of Conditions (RD Form 1942-46).
- (d) Loan Resolution (RD Form 1780-27).
- (e) Agreement for Engineering Services with the Engineers.

Section 805. Authorization of Condemnation to Acquire Easements and/or Sites. In the event that (a) any necessary deeds of easement to allow construction of the Project over the property of any property owner or (b) any necessary deed to the necessary site of any waterworks facility of the Project shall not be obtained through negotiation within ten (10) days after the date of adoption of this Resolution and in the event that (1) such waterworks lines cannot be located within the right-of-way of the State and/or County road involved; and/or (2) such waterworks facilities cannot be located on a site already owned by the District, Local Counsel is hereby authorized and directed to file condemnation actions to obtain such necessary rights-of-way and/or sites forthwith, without further authorization or direction from the District or the Commission. Local Counsel is further directed to follow the same condemnation procedure in the event that it becomes necessary, through change orders, line extensions and/or errors in the location of property lines and/or property owners, to obtain additional easements, rights-of-way and/or sites for completion of the Project and whenever the necessary deed is not obtained by negotiation at least ten (10) days prior to the date on which construction is contemplated in the respective easement, right-of-way and/or site.

The District further approves the payment from the funds available therefor allocated to the costs of the Project to pay any judgment award, or compromise, determined by Local Counsel with the acquiescence of the Commission, toward the costs of such easements, rights-of-way and/or sites; provided, in each instance, that the payment of such funds to satisfy any judgment, award or compromise must first be approved by the RD; and the Commission further determines that if and to whatever extent the funds available from the proceeds of the financing contemplated by this Resolution shall be inadequate to pay any judgment, award or compromise amount for such easements, rights-of-way and/or sites, or if the District is unable to obtain the approval of the RD for any such payment, the Commission shall take all reasonably necessary actions, within the powers and authority of the Commission, to make such additional amount available from all other available District resources.

Section 806. Authorization to File Required Financing Statements. In the event that it is determined by Bond Counsel or Local Counsel that the District is required to file any financing statements under the Kentucky Uniform Commercial Code in order to perfect the pledge of the gross revenues of the District's System as security for the Current Bonds, Bond Counsel and/or Local Counsel are hereby authorized to prepare and file with the appropriate officials such financing statements as they deem necessary.

ARTICLE 9. SALE OF CURRENT BONDS

Section 901. Sale of Current Bonds. The Current Bonds shall be offered publicly for sale upon the basis of sealed, competitive bids at such time as the Commission shall designate.

A suggested form of "Notice of Bond Sale", a suggested form of "Official Notice of Sale of Bonds" and a suggested form of "Bid Form", having been prepared in advance by Bond Counsel, and all of such documents having been found to be in satisfactory form, a copy of each is hereby ordered to be filed in the records of the Secretary with the Minutes of the meeting at which this Resolution is adopted. The Notice of Bond Sale shall be signed by the Secretary and may be used for the purpose of publishing notice of the sale of the Current Bonds. Copies of such documents shall be furnished to any interested parties who may request same.

In the event that there is no bid or that all bids are rejected, the District may readvertise the sale pursuant to this Resolution.

Section 902. Adjustment in Maturities, Prepayment Provisions and Other Dates, with Consent of Purchaser if Delivery is Delayed. In the event that delivery of the Current Bonds authorized herein is delayed for any reason and the District, with the consent of the Purchaser of the Current Bonds, determines it is in the District's best interest to change the maturities, the applicable prepayment date or any other dates, the District may adjust the same by a Resolution of the Commission approving the adjustments.

ARTICLE 10. CONCLUDING PROVISIONS

Section 1001. Covenant of District to Take All Necessary Action To Assure Compliance with the Code. In order to assure the Owners of the Current Bonds that such Current Bonds shall continue to be legal and that interest thereon will continue to be excludable from gross income for federal income tax purposes and exempt from all Kentucky income taxation, the District covenants to and with the Owners of the Current Bonds to take the following action:

(a) The District will (1) take all actions necessary to comply with the provisions of the Code necessary to assure that interest on the Current Bonds will be excludable from gross income for federal income tax purposes; (2) will take no actions which will violate any of the provisions of the Code; and (3) not use the proceeds of the Current Bonds for any purpose which will cause interest on the Current Bonds or on interim financing obligations, including, but not limited to the Note, issued pursuant to Section 302 hereof to become includable in gross income for federal income tax purposes.

(b) The District hereby certifies that it does not reasonably anticipate that the total principal amount of "qualified tax-exempt obligations" within the meaning of Section 265(b)(3) of the Code which the District, or any subordinate entity of the District, will issue during the calendar year during which the Current Bonds are issued, will exceed \$10,000,000; and therefore the District hereby designates the Current Bonds and all interim financing obligations, including, but not limited to the Note, issued pursuant to Section 302 hereof as "qualified tax-exempt obligations".

(c) The District further certifies that the Current Bonds and any and all interim financing obligations of the District are not "private activity bonds" within the meaning of the Code.

(d) The District covenants and agrees to comply with the rebate requirements on certain excess earnings imposed by Section 148 of the Code, and in the event it is determined by the District, upon the advice of Bond Counsel, that the Construction Account, or any other Fund established hereunder, is subject to said rebate requirements and does in fact generate earnings from "non-purpose investments" in excess of the amount which said investments would have earned at a rate equal to the "yield" on the Current Bonds, plus any income attributable to such excess, there shall be established a separate and special fund with the Depository Bank, which fund shall be designated the "Excess Earnings and Rebate Fund", which shall be utilized for the collection and payment of any excess generated from investments and the remittance thereof to the United States of America on or before the anniversary of the fifth (5th) year from the date of the Current Bonds, and once every five (5) years thereafter until the final retirement of the Current Bonds; the last installment, to the extent required, to be made no later than sixty (60) days following the date on which funds sufficient for the complete retirement of the Current Bonds are deposited with any escrow agent. The District further covenants to file any and all reports, if any, as may be required to be filed with the Government with regard to the liability or non-liability of the District as

to any such rebate requirements and to maintain records in regard thereto for the period of time required by applicable Treasury regulations.

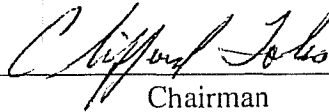
Section 1002. Severability Clause. If any section, paragraph, clause or provision of this Resolution shall be held invalid, the invalidity of such section, paragraph, clause or provision shall not affect any of the remaining provisions of this Resolution, which shall continue in full force and effect.

Section 1003. All Provisions in Conflict Repealed. All motions, resolutions and orders, or parts thereof, in conflict with the provisions of this Resolution, are to the extent of such conflict hereby repealed. It is hereby specifically ordered and provided that any proceedings heretofore taken for the issuance of other bonds of the District payable or secured in any manner by all or any part of the income and revenues of said System or any part thereof, and which have not been heretofore issued and delivered, are hereby revoked and rescinded, and none of such other bonds shall be issued and delivered. The District covenants to correct by appropriate proceedings any required procedure previously taken invalidly.

Section 1004. Effective Immediately Upon Adoption. This Resolution shall take effect and be effective immediately upon its adoption.

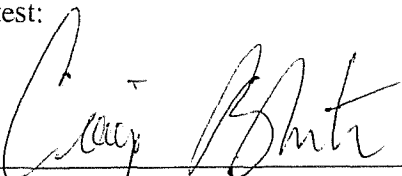
Adopted this June 27, 2012.

FARMDALE WATER DISTRICT


Chairman

(Seal of District)

Attest:

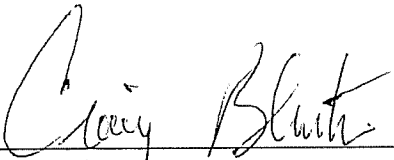

Secretary

CERTIFICATION

I, the undersigned, hereby certify that I am the duly qualified and acting Secretary of the Farmdale Water District and that the foregoing Resolution is a true copy of a Resolution duly adopted by the Board of Commissioners of said District, signed by the Chairman of said District and attested under Seal by me as Secretary, at a properly convened meeting of said Board of Commissioners held on June 27, 2012, as shown by the official records of said District in my custody and under my control.

I further certify that said meeting was duly held in accordance with all applicable requirements of Kentucky law, including KRS 61.810, 61.815, 61.820 and 61.825, that a quorum was present at said meeting, that said Resolution has not been modified, amended, revoked or repealed, and that same is now in full force and effect.

IN TESTIMONY WHEREOF, witness my signature as Secretary and the official Seal of the District this June 27, 2012.


Secretary

(Seal of District)

EXHIBIT A-1

Schedule of Principal Payments on Series A Bonds

<u>Payment Due January 1</u>	<u>Principal Payment</u>	<u>Payment Due January 1</u>	<u>Principal Payment</u>
2015	\$18,500	2034	\$40,500
2016	19,000	2035	42,000
2017	20,000	2036	44,000
2018	21,000	2037	46,000
2019	21,500	2038	48,000
2020	22,500	2039	50,000
2021	23,500	2040	52,000
2022	24,500	2041	54,000
2023	25,500	2042	56,500
2024	26,500	2043	59,000
2025	28,000	2044	61,500
2026	29,000	2045	64,000
2027	30,000	2046	66,500
2028	31,500	2047	69,500
2029	33,000	2048	72,500
2030	34,500	2049	75,500
2031	35,500	2050	79,000
2032	37,000	2051	82,000
2033	39,000	2052	85,500

EXHIBIT A-2

Schedule of Principal Payments on Series B Bonds

<u>Payment Due</u> <u>January 1</u>	<u>Principal</u> <u>Payment</u>	<u>Payment Due</u> <u>January 1</u>	<u>Principal</u> <u>Payment</u>
2015	\$2,500	2034	\$5,000
2016	2,500	2035	5,000
2017	2,500	2036	5,000
2018	3,000	2037	5,500
2019	3,000	2038	5,500
2020	3,000	2039	5,500
2021	3,000	2040	6,000
2022	3,000	2041	6,000
2023	3,500	2042	6,000
2024	3,500	2043	6,500
2025	3,500	2044	6,500
2026	3,500	2045	7,000
2027	4,000	2046	7,000
2028	4,000	2047	7,500
2029	4,000	2048	7,500
2030	4,000	2049	8,000
2031	4,500	2050	8,000
2032	4,500	2051	8,500
2033	4,500	2052	8,000

EXHIBIT B

(FORM OF FULLY REGISTERED BOND)

UNITED STATES OF AMERICA
COMMONWEALTH OF KENTUCKY
FARMDALE WATER DISTRICT
WATERWORKS REVENUE BONDS, SERIES 2013 __

No. __R-____ Interest Rate: ____ % \$_____

KNOW ALL PERSONS BY THESE PRESENTS:

That the Farmdale Water District (the "District"), acting by and through its Board of Commissioners (the "Commission"), a public body corporate in Franklin County, Kentucky, for value received, hereby promises to pay to

the registered owner hereof, or to its registered assigns, solely from the fund hereinafter identified, the sum of

_____ DOLLARS (\$_____),

on the first day of January, in years and installments as follows:

<u>Year</u>	<u>Principal</u>	<u>Year</u>	<u>Principal</u>	<u>Year</u>	<u>Principal</u>
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[Here the printer of the Current Bond will print the maturities of the Current Bonds purchased by the registered Owner]

and in like manner, solely from said fund, to pay interest on the balance of said principal sum from time to time remaining unpaid, at the Interest Rate specified above, semiannually on the first days of January and July in each year, beginning with the first January or July after the date of this Bond, until said sum is paid, except as the provisions hereinafter set forth with respect to prepayment may be and become applicable hereto, both principal and interest being payable, without deduction for exchange or collection charges, in lawful money of the United States of America, at the address of the registered owner shown on the registration book of the District.

This Series __ Bond is issued by the District as part of an issue in the aggregate principal amount of \$1,858,000, consisting of \$1,668,000 of Series A Bonds and \$190,000 of Series B Bonds,

under and in full compliance with the Constitution and Statutes of the Commonwealth of Kentucky, including Chapters 58 and 74 of the Kentucky Revised Statutes (collectively the "Act"), and pursuant to a duly adopted Bond Resolution of the District authorizing same (the "Current Bond Resolution"), to which Current Bond Resolution reference is hereby made for a description of the nature and extent of the security thereby created, the rights and limitations of rights of the registered owner of this Bond, and the rights, obligations and duties of the District, for the purpose of financing the cost (not otherwise provided) of the construction of extensions, additions and improvements to the existing waterworks system of the District (said existing waterworks system, together with said extensions, additions and improvements, being hereinafter referred to as the "System").

This Bond is secured by a pledge of the gross revenues to be derived from the operation of the System as provided in the Current Bonds Resolution.

This Bond has been issued in full compliance with the Current Bond Resolution and this Bond, and any bonds ranking on a parity therewith that may be issued and outstanding under the conditions and restrictions of the Current Bond Resolution are and will continue to be payable from revenues which shall be set aside in a fund for that purpose and identified as the "Farmdale Water District Sinking Fund", created in the Current Bond Resolution.

This Bond does not constitute an indebtedness of the District within the meaning of any constitutional or statutory provisions or limitations and is payable solely out of the revenues of the System. As provided in the Current Bond Resolution, the District covenants that so long as any of the Current Bonds are outstanding, the System will be continuously owned and operated by the District as a revenue producing public undertaking within the meaning of the aforesaid Act for the security and source of payment of the Current Bonds and that the District will fix, and if necessary adjust, from time to time, such rates for the services and facilities of the System and will collect and account for the revenues therefrom sufficient to pay promptly the principal of and interest on the Current Bonds and all other bonds ranking on a parity therewith as may be outstanding from time to time, to pay the cost of operation and maintenance of the System and to provide for the depreciation thereof.

The District has reserved the right to issue additional bonds ranking on a parity as to security and source of payment with this Bond in order to complete the Project, and to finance future extensions, additions and improvements to the System, provided the necessary requirements of the Current Bond Resolution have been complied with by the District.

This Bond shall be registered as to principal and interest in the name of the owner hereof, after which it shall be transferable only upon presentation to the Secretary of the District as the Bond Registrar, with a written transfer duly acknowledged by the registered owner or its duly authorized attorney, which transfer shall be noted upon this Bond and upon the registration book of the District kept for that purpose.

The District, at its option, shall have the right to prepay, on any interest payment date on and after January 1, 2022, in inverse chronological order of the installments due on this Bond, the entire principal amount of this Bond then remaining unpaid, or such lesser portion thereof, in a multiple

of One Hundred Dollars (\$100), as the District may determine, at a price in an amount equivalent to the principal amount to be prepaid plus accrued interest to the date of prepayment, without any prepayment premium. Notice of such prepayment shall be given by registered mail to the registered owner of this Bond or its assignee, at least 30 days prior to the date fixed for prepayment. Notice of such prepayment may be waived with the written consent of the registered owner of this Bond.

So long as the registered owner of this Bond is the United States of America, or any agency thereof, the entire principal amount of this Bond, or installments in multiples of \$100, may be prepaid at any time in inverse chronological order of the installments due.

Upon default in the payment of any principal or interest payment on this Bond, or upon failure by the District to comply with any other provision of this Bond or with any provision of the Current Bond Resolution, the registered owner may, at its option, institute all rights and remedies provided by law or by said Current Bond Resolution.

It is hereby certified, recited and declared that all acts, conditions and things required to exist, happen and be performed precedent to and in the issuance of this Bond, do exist, have happened and have been performed in due time, form and manner as required by law, and that the face amount of this Bond, together with all other obligations of the District, does not exceed any limit prescribed by the Constitution or Statutes of the Commonwealth of Kentucky.

IN WITNESS WHEREOF said Farmdale Water District, by its Board of Commissioners, has caused this Bond to be executed by its Chairman, its corporate seal to be hereunto affixed, and attested by its Secretary, on the date of this Bond, which is

FARMDALE WATER DISTRICT

By _____
Chairman

Attest:

Secretary

(Seal of District)

PROVISION FOR REGISTRATION

This Bond shall be registered on the registration book of the District kept for that purpose by the Secretary, as Bond Registrar, upon presentation hereof to said Secretary, who shall make notation of such registration in the registration blank, and this Bond may thereafter be transferred

only upon written transfer acknowledged by the registered owner or its attorney, such transfer to be made on said book and endorsed hereon.

Date of Registration	Name of Registered Owner	Signature of Bond Registrar

ASSIGNMENT

For value received, this Bond is hereby assigned, without recourse and subject to all of its terms and conditions, unto _____, this ____ day of _____, _____.

By: _____

EXHIBIT C

REQUISITION CERTIFICATE

Re: Farmdale Water District Waterworks Revenue Bonds, Series 2013, in the principal amount of \$1,858,000

The undersigned hereby certify as follows:

1. That they are the signatories required for construction and/or administrative draws pursuant to the Bond Resolution adopted by the Farmdale Water District (the "District").
2. That the named firms and/or persons set forth on Exhibit A attached hereto are now entitled to the aggregate sum of \$_____, itemized as set forth in said Exhibit A and as per approved invoices attached hereto:
3. That upon said amount being lent to said District and/or obtained by said District from the proceeds of the Current Bonds and/or other sources, the undersigned approve such expenditure and the payment of said amounts to said firms and/or persons, either directly or from amounts deposit in the "Farmdale Water District Waterworks Construction Account".
4. That we hereby certify that we have carefully inspected the work and, as a result of our inspection and to the best of our knowledge and belief, the amounts shown in this Requisition Certificate are correct and the work has been performed in accordance with the agreements between the District and the parties requesting payment.

IN TESTIMONY WHEREOF, witness the signature of the undersigned, this ____ day of _____, 20____.

Farmdale Water District

HMB Professional Engineers, Inc.

By _____
Chairman

By _____
Registered Professional Engineer
State of Kentucky No. _____

Approved on _____

Approved on _____

USDA, Rural Development

Amount expended heretofore \$_____

By _____
Authorized RD Official

Amount approved herein _____

Total _____

Approved on _____

EXHIBIT A TO REQUISITION CERTIFICATE

Name of Entity/Person

Amount

**AVERAGE METER CONNECTION EXPENSE
COST JUSTIFICATION**

Name of Utility Farmdale Water District

The following is an itemization of expenses for providing a metered service connection.

A. Meter Size

5/8-Inch 3/4-Inch 1-Inch 1 1/2 -Inch 2-Inch

Other (specify) Actual Cost

B. Materials Expense

	<u>Unit Quantity</u>	<u>Cost</u>	<u>Total Cost</u>
1. Water Meter	_____	_____	_____
2. Meter Yoke	_____	_____	_____
3. Corporation Stop	_____	_____	_____
4. Meter Box and Top	_____	_____	_____
5. Miscellaneous Fittings	_____	_____	_____
6. Other (Itemize)	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

TOTAL MATERIALS EXPENSE \$ _____
(add total cost)

**AVERAGE METER CONNECTION EXPENSE
COST JUSTIFICATION**

Name of Utility Farmdale Water District

The following is an itemization of expenses for providing a metered service connection.

A. Meter Size

5/8-Inch 3/4-Inch 1-Inch 1 1/2 -Inch 2-Inch

Other (specify) 5/8 x 3/4

B. Materials Expense

	<u>Unit Quantity</u>	<u>Cost</u>	<u>Total Cost</u>
1. Water Meter	<u>1</u>	<u>128</u>	<u>128</u>
2. Meter Yoke	<u>1</u>	<u>133</u>	<u>133</u>
3. Corporation Stop	<u>1</u>	<u>40</u>	<u>40</u>
4. Meter Box and Top	<u>1</u>	<u>96</u>	<u>96</u>
5. Miscellaneous Fittings	<u> </u>	<u>177</u>	<u>177</u>
6. Other (Itemize)			
<u>PRV + PRV Adapter</u>	<u>77</u>	<u> </u>	<u> </u>
<u>Rands</u>	<u>105</u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>	<u> </u>

TOTAL MATERIALS EXPENSE \$ 756.00
(add total cost)

C. Service Pipe Expense

Type of Service Pipe Jubing Size of Service Pipe 3/4

	<u>Unit Quantity</u>	<u>Cost</u>	<u>Total Cost</u>
1. Short Side Service	<u>6¹⁰</u>	<u>125</u>	<u>7.50</u>
2. Long Side Service	<u>45'</u>	<u>1.25</u>	<u>56.25</u>
AVERAGE SERVICE PIPE EXPENSE (add total cost and divide by 2)			<u>\$ 32</u>

D. Installation Labor Expense

	<u>Total Hours</u>	<u>Hourly Rate</u>	<u>Total Cost</u>
1. Short Side Service	<u>2</u>	<u>25.50</u>	<u>51</u>
2. Long Side Service	<u>16</u>	<u>25.50</u>	<u>308</u>
AVERAGE INSTALLATION LABOR EXPENSE (add total cost and divide by 2)			<u>\$ 179.</u>

E. Installation Equipment Expense

	<u>Total Hours</u>	<u>Hourly Rate</u>	<u>Total Cost</u>
<u>Backhoe</u> 1. Short Side Service	<u>2</u>	<u>75.00</u>	<u>150</u>
2. Long Side Service	<u>16</u>	<u>75.00</u>	<u>1200</u>
AVERAGE INSTALLATION EQUIPMENT EXPENSE (add total cost and divide by 2)			<u>\$ 675</u>

F. Installation Miscellaneous Expense

	<u>Total Hours</u>	<u>Hourly Rate</u>	<u>Total Cost</u>
1. Inspection	_____	_____	_____
2. Site Clean-Up	_____	_____	_____
3. Other			
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

AVERAGE INSTALLATION MISCELLANEOUS EXPENSE \$ _____
(add total cost)

G. Overhead Expense

1. Installation expense (\$ _____) times
overhead rate (____%) \$ _____

H. Administrative Expense

1. Office expense for establishing a new account
and billing record. *1 hr @ 12.50* \$ 12.50

I. Total Expenses

Materials Expense	\$ <u>756.00</u>
Service Pipe Expense	<u>32.00</u>
Installation Labor Expense	<u>179.50</u>
Installation Equipment Expense	_____
Installation Miscellaneous Expense	_____
Overhead Expense	_____
Administrative Expense	<u>12.50</u>

TOTAL CONNECTION EXPENSE \$ 1655.00

NONRECURRING CHARGE COST JUSTIFICATION

Type of Charge: Cutoff and Reconnection ~~Fee~~ Fee

1. Field Expense:

A. Materials (Itemize)

_____ \$ _____

B. Labor (Time and Wage)

3/4 Hour x 15.50 11.62

Total Field Expense \$ 11.62

2. Clerical and Office Expense

A. Supplies \$ 5.23

B. Labor 3 hrs 12.50 37.50

Total Clerical and Office Expense \$ 42.73

3. Miscellaneous Expense

A. Transportation 10 mile at 56.5 cents \$ 5.65

B. Other (Itemize)

Total Miscellaneous Expense \$ 5.65

Total Nonrecurring Charge Expense \$ 60.00