

INTRODUCED: February 9, 2026

A RESOLUTION No. 2026-R012

To provide for the issuance of public utility revenue refunding bonds of the City of Richmond, Virginia, in the maximum principal amount of \$294,280,000 to refund all or portions of certain public utility revenue bonds previously issued by the City, to authorize the Director of Finance, with the approval of the Chief Administrative Officer, for and on behalf of the City, to sell such refunding bonds for such purposes, providing for the form, details and payment of such bonds and approving the form of supplemental indenture of trust, and to authorize the issuance of such bonds as either federally tax-exempt or federally taxable bonds, or both.

\_\_\_\_\_  
Patron – Mayor Avula  
\_\_\_\_\_

Approved as to form and legality  
by the City Attorney  
\_\_\_\_\_

PUBLIC HEARING: FEB 23 2026 AT 6 P.M.

WHEREAS, the Public Finance Act of 1991, Sections 15.2-2600 *et seq.* of the Code of Virginia of 1950, as amended (the “Public Finance Act”), permits the issuance of bonds at one time or from time to time, in order to finance the cost of capital improvement projects for the City of Richmond, Virginia’s gas, water and wastewater utilities systems (collectively, the “System”) and to refund bonds previously issued for such purposes; and

WHEREAS, the City of Richmond, Virginia (the “City”), previously issued its Public Utility Revenue and Refunding Bonds, Series 2016A (the “2016A Bonds”), in the original

AYES:            9            NOES:            0            ABSTAIN:        \_\_\_\_\_

ADOPTED:    FEB 23 2026    REJECTED:        \_\_\_\_\_    STRICKEN:        \_\_\_\_\_

principal amount of \$502,260,000, and Public Utility Revenue Refunding Bonds, Series 2020B (Federally Taxable) (the “2020B Bonds”), in the original principal amount of \$180,000,000, pursuant to ordinances duly adopted by the Council of the City (the “Council”); and

WHEREAS, the City may achieve debt service savings by refunding all or a portion of the outstanding 2016A Bonds and 2020B Bonds (such refunded portions, the “Refunded Bonds”); and

WHEREAS, the City administration, in consultation with the City’s financial advisor, has recommended to the Council that the City issue and sell one or more series of its public utility revenue refunding bonds to refund the Refunded Bonds, to fund any necessary or desirable reserve funds and to pay the related costs of issuance and refunding; and

WHEREAS, the Council desires to delegate to the Director of Finance of the City (the “Director of Finance”), with the approval of the Chief Administrative Officer of the City (the “Chief Administrative Officer”), the authority to determine which of the outstanding 2016A Bonds and 2020B Bonds, or portions thereof, if any, will constitute the Refunded Bonds; and

WHEREAS, the Council desires to provide that all or a portion of the public utility revenue refunding bonds may be issued as taxable bonds (the “Taxable Bonds”); and

WHEREAS, it is the consensus of the Council that the City should provide for the issuance and sale of either tax-exempt or taxable public utility revenue refunding bonds, or both, in the maximum principal amount of \$294,280,000 (the “Bonds”) to refund the Refunded Bonds, to fund any necessary or desirable reserve funds and to pay the related costs of issuance and refunding; and

WHEREAS, such Bonds are to be issued pursuant to a supplement to the Master Indenture of Trust dated as of April 1, 1998, between the City and U.S. Bank Trust Company, National Association (successor Trustee to U.S. Bank National Association, Crestar Bank and SunTrust

Bank), as Trustee, as previously supplemented and amended (the “Master Indenture”); and

WHEREAS, there has been presented to this meeting a draft of a Supplemental Indenture of Trust (the “Supplemental Indenture”) between the City and the Trustee, providing for the issuance, security and form of the Bonds, pursuant to the Master Indenture (together with the Supplemental Indenture, the “Indenture of Trust”);

NOW, THEREFORE,

BE IT RESOLVED BY THE COUNCIL OF THE CITY OF RICHMOND:

§ 1. There shall be issued and sold public utility revenue refunding bonds of the City in the maximum principal amount of \$294,280,000 to refund the Refunded Bonds, to fund any necessary or desirable reserve funds and to pay the related costs of issuance and refunding. The Bonds may be issued in one or more series and may be combined with the issuance of public utility revenue bonds for capital improvements to the System. The Council elects to issue the Bonds under the Indenture of Trust pursuant to the terms of the Public Finance Act and, to the extent required by the Public Finance Act, the Charter of the City (the “Charter”). The Bonds shall be designated “Public Utility Revenue Refunding Bonds” or “Public Utility Revenue Refunding Bonds (Federally Taxable)”, as appropriate, or such other designation as the Director of the Finance may deem appropriate. The Bonds shall be secured by Net Revenues (as defined in the Master Indenture) of the System equally and ratably and on a parity basis with the outstanding principal amount of the City’s public utility revenue bonds previously issued and currently outstanding under the Master Indenture and supplements thereto, and any other obligations secured by a senior pledge of such Net Revenues. The Bonds shall be limited obligations of the City, the principal of, premium, if any, and interest on which shall be paid solely from Net Revenues and from other funds that are or may be pledged for such purpose under the Indenture of Trust, and

nothing in the Bonds or the Indenture of Trust shall be deemed to create or constitute an indebtedness of or a pledge of the faith and credit of the Commonwealth of Virginia or of any political subdivision thereof, including the City.

§ 2. The Director of Finance, with the approval of the Chief Administrative Officer, is authorized and directed to determine which maturities (or portions thereof) of the 2016A Bonds and 2020B Bonds, if any, shall be refunded and to cause to be called for optional redemption any such maturity or portion thereof to be redeemed prior to its stated maturity, to fix the dates for redemption of such Refunded Bonds and to provide notice thereof, all in accordance with the provisions of such 2016A Bonds and 2020B Bonds and the Indenture of Trust. Such determination may be made based upon such level of debt service savings as the Director of Finance deems to be sufficient in her opinion to warrant refunding, provided that the Director of Finance may also determine to refund all or a portion of the outstanding 2016A Bonds and the 2020B Bonds for the purpose of restructuring debt service payments whether or not any savings is achieved from such restructuring so long as the Director of Finance determines such restructuring will achieve other efficiencies in the management or timing of the servicing of the City's debt. In connection with the refunding authorized pursuant to this resolution, the Director of Finance is authorized to retain the services of independent consultants to provide verification reports (each a "Verification Agent") on aspects of the refunding to the extent useful and customary in similar transactions and is further authorized to retain the services of one or more escrow agents (each an "Escrow Agent") to the extent needed to hold portions of the proceeds of the Bonds and other funds as needed pending their application to refund any Refunded Bonds.

§ 3. The Bonds (a) shall be in registered form and (b) shall (i) be designated by title, date and series, (ii) be dated, (iii) be in denominations, (iv) be numbered and (v) bear interest at

rates from their date or dates and payable on such dates as provided in the Supplemental Indenture as determined by the Director of Finance, with the approval of the Chief Administrative Officer, but in no event shall the net interest cost of the Bonds exceed the rate of interest herein authorized. The Bonds shall mature as provided in the Supplemental Indenture and subject to the terms of this resolution. Principal, premium, if any, and interest shall be payable in lawful money of the United States of America.

§ 4. (a) The Bonds may be subject to redemption or purchase prior to maturity at the option of the City on or after dates, if any, determined by the Director of Finance, with the approval of the Chief Administrative Officer. The Director of Finance, with the approval of the Chief Administrative Officer, is authorized and directed to approve such optional redemption provisions for the Bonds as such officer or officers determine to be in the best interest of the City.

(b) Any term Bonds may be subject to mandatory sinking fund redemption as determined by the Director of Finance, with the approval of the Chief Administrative Officer.

(c) The City shall provide for the purchase of Bonds in the manner specified in any Bonds subject to purchase as approved by the officers authorized to do so pursuant to this resolution.

§ 5. The Supplemental Indenture in substantially the form attached to this resolution and marked Exhibit A is hereby approved. The Director of Finance, with the approval of the Chief Administrative Officer, is hereby authorized to execute the Supplemental Indenture in substantially such form, with such completions, omissions, insertions and changes not inconsistent with this resolution as may be approved by the Director of Finance, whose approval shall be evidenced conclusively by the execution and delivery of the Supplemental Indenture. The Supplemental Indenture shall contain the appropriate designation as to its number as the Director

of Finance determines is appropriate to indicate its numerical order among supplemental indentures entered into pursuant to the Master Indenture.

§ 6. The Council hereby approves the following terms of the sale of the Bonds. The Bonds may be sold all at one time or at separate times, in one or more series or otherwise, all as may be determined by the Director of Finance, with the approval of the Chief Administrative Officer. The Bonds shall be sold by competitive bid or by negotiation with one or more underwriters or other purchasers as the Director of Finance may determine pursuant to the Public Finance Act, at such price or prices as the Director of Finance, with the approval of the Chief Administrative Officer, shall determine to be in the best interest of the City, provided that in no event shall (a) the true interest cost of the Bonds, after taking into account any premium or discount on the Bonds, but excluding credit and/or liquidity enhancement premium, exceed 5% per year, (b) the sale price of the Bonds to the underwriters, excluding any original issue discount, be less than 97% of the aggregate principal amount thereof, and (c) the final maturity of the Bonds be later than December 31, 2046. The Director of Finance, with the approval of the Chief Administrative Officer, is authorized to negotiate and acquire credit and/or liquidity enhancement for the Bonds or any portion thereof and to acquire a surety bond or other form of insurance to fund any necessary or desirable reserve funds. The Director of Finance, with the approval of the Chief Administrative Officer, is also authorized to enter into contracts with respect to the Bonds, commonly known as interest rate swap agreements, and contracts providing for payments based on levels of, or changes in, interest rates, or for the purpose of placing the Bonds on the interest rate, cash flow or other basis desired by such officers, provided that the form of such contract or arrangement shall have been previously approved by resolution or resolutions hereafter adopted by the Council. These contracts or arrangements may be entered into by the Director of Finance,

with the approval of the Chief Administrative Officer, in connection with, or incidental to, entering into, or maintaining any (x) agreement which secures bonds or (y) investment, or contract providing for investment, otherwise authorized by law. These contracts and arrangements may contain such payment, security, default, remedy, and other terms and conditions as determined by the Director of Finance, with the approval of the Chief Administrative Officer, after giving due consideration to the creditworthiness of the counterparty or other obligated party, including any rating by any nationally recognized rating agency, and any other criteria as may be appropriate. This resolution is intended to grant to the Director of Finance and the Chief Administrative Officer full and complete authority to finalize the terms of the Bonds and provide for their issuance under the Indenture of Trust and the sale thereof and to execute and deliver any and all documentation in connection therewith without further approval by the Council, unless otherwise required in connection with any refunding, consistent with the requirements of this resolution, the Public Finance Act, the Charter and the Constitution and other laws of the Commonwealth of Virginia. If the Bonds are sold by negotiation, the Director of Finance is authorized to negotiate, execute and deliver a bond purchase agreement with the underwriters or other purchasers of the Bonds, a copy of which shall be filed with the City Clerk. If the Bonds are sold by competitive bid, the Director of Finance shall file a certificate following the award of the Bonds setting forth the final terms of the Bonds with the City Clerk. If the Bonds are sold to the Virginia Resources Authority, the Director of Finance is authorized to negotiate, execute and deliver a financing agreement or local bond sale and financing agreement with the Virginia Resources Authority, a copy of which shall be filed with the City Clerk. In connection with the obtaining of any credit and/or liquidity enhancement, surety bond or other form of insurance, interest rate swap or similar agreements, the Director of Finance, with the approval of the Chief Administrative Officer, is authorized to include

in the borrowing the cost of obtaining such credit and/or liquidity enhancement, interest rate swap or similar agreements. The actions of the Director of Finance in selling the Bonds, together with the approval of the Chief Administrative Officer, shall be conclusive, and no further action shall be necessary on the part of the Council.

§ 7. The Chief Administrative Officer, the Director of Finance and the City Clerk are authorized and directed to take all proper steps to have the Bonds prepared, executed and authenticated in accordance with the terms of the Indenture of Trust and to deliver the Bonds to or for the account of the purchasers thereof upon payment therefor. The Bonds shall be signed by the manual signatures of the Chief Administrative Officer and the Director of Finance, and the City's seal shall be affixed to the Bonds and attested by the manual signature of the City Clerk.

§ 8. The Chief Administrative Officer and the Director of Finance are authorized and directed to have prepared and distributed, in accordance with standard practices for municipal securities, one or more Preliminary Official Statements of the City describing the Bonds as authorized herein, the security therefor, and providing any other pertinent or relevant information. The Director of Finance shall make such completions, omissions, insertions and changes in such Preliminary Official Statement not inconsistent with this resolution as are necessary or desirable to complete it as a final Official Statement. The City shall arrange for the delivery to the purchasers of the Bonds of a reasonable number of copies of the final Official Statement, within seven business days after the date the Bonds have been awarded, for delivery to each potential investor requesting a copy of the final Official Statement and to each person to whom such underwriter or bidder and members of the underwriting or bidding group initially sell Bonds. The Bonds may be described in a Preliminary Official Statement and a final Official Statement that combine the issuance of the Bonds with the issuance of other obligations of the City.

§ 9. The Director of Finance is authorized, on behalf of the City, to deem such Preliminary Official Statement and such Official Statement in final form, each to be final as of its date within the meaning of Rule 15c2-12 (the “Rule”) of the Securities and Exchange Commission (the “SEC”), except for the omission from such Preliminary Official Statement of certain pricing and other information permitted to be omitted pursuant to the Rule. The distribution of such Preliminary Official Statement and such Official Statement in final form shall be conclusive evidence that each has been deemed final as of its date by the City, except for the omission from such Preliminary Official Statement of such pricing and other information permitted to be omitted pursuant to the Rule.

§ 10. The City covenants that it shall not take or omit to take any action the taking or omission of which will cause the Bonds to be “arbitrage bonds” within the meaning of Section 148 of the Internal Revenue Code of 1986, as amended, including regulations issued pursuant thereto (the “Code”), or otherwise cause interest on the Bonds to be includable in the gross income for federal income tax purposes of the registered owners thereof under existing law. Without limiting the generality of the foregoing, the City shall comply with any provision of law that may require the City at any time to rebate to the United States any part of the earnings derived from the investment of the gross proceeds of the Bonds, unless the City receives an opinion of nationally recognized bond counsel that such compliance is not required to prevent interest on the Bonds from being includable in the gross income for federal income tax purposes of the registered owners thereof under existing law. The City shall pay any such required rebate to the United States from its legally available funds. This Section shall not apply to Taxable Bonds.

§ 11. Such officers of the City as may be requested by the City’s bond counsel are authorized and directed to execute appropriate certificates setting forth facts and covenants related to (a) the expected use, expenditure and investment of the proceeds of the Bonds in order to show

that such expected use, expenditure and investment will not violate the provisions of Section 148 of the Code and (b) any elections such officers deem desirable regarding rebate of earnings to the United States for purposes of complying with Section 148 of the Code. Such certificates shall be prepared in consultation with the City's bond counsel, and any such elections shall be made after consultation with bond counsel. This Section shall not apply to Taxable Bonds.

§ 12. The City covenants that it shall not permit the proceeds of the Bonds or the facilities financed with the proceeds of the Bonds to be used in any manner that would result in (a) 5% or more of such proceeds or the facilities refinanced with such proceeds being used in a trade or business carried on by any person other than a governmental unit, as provided in Section 141(b) of the Code, (b) 5% or more of such proceeds or the facilities refinanced with such proceeds being used with respect to any output facility (other than a facility for the furnishing of water), within the meaning of Section 141(b)(4) of the Code, or (c) 5% or more of such proceeds being used directly or indirectly to make or finance loans to any person other than a governmental unit, as provided in Section 141(c) of the Code, provided, however, that if the City receives an opinion of nationally recognized bond counsel that any such covenants need not be complied with to prevent the interest on the Bonds from being includable in the gross income for federal income tax purposes of the registered owners thereof under existing law, the City need not comply with such covenants. This Section shall not apply to Taxable Bonds.

§ 13. The Director of Finance is hereby authorized and directed to execute a continuing disclosure agreement setting forth the annual reports and notices to be filed by the City and containing such covenants as may be necessary to assist the underwriters for the Bonds in complying with the provisions of the Rule. Such continuing disclosure agreement shall be in the form approved by the Director of Finance, in collaboration with the City Attorney and the City's bond counsel, the execution thereof by the Director of Finance to constitute conclusive evidence

of the Director of Finance's approval of such continuing disclosure agreement.

§ 14. The Director of Finance is authorized and directed to execute one or more escrow deposit agreements (the "Escrow Agreement") between the City and the Escrow Agent providing for the deposit and investment of a portion of the Bond proceeds, together with other funds to the extent needed and available for such purpose, for the refunding of the Refunded Bonds, provided that any such escrow arrangements may be addressed in the Supplemental Indenture in lieu of an Escrow Agreement. The Escrow Agreement shall be approved by the Director of Finance and approved as to form by the City Attorney. The execution thereof by the Director of Finance shall constitute conclusive evidence of the Director of Finance's approval of such agreement. The Escrow Agreement shall provide for the irrevocable deposit of a portion of the Bond proceeds thereunder, together with other funds to the extent needed and available for such purpose, which shall be sufficient, when invested in obligations that are permissible investments for public sinking funds pursuant to Section 2.2-4500 of the Code of Virginia of 1950, as amended, together with interest earnings thereon, to provide for payment of principal of and premium, if any, and interest on any Refunded Bonds being redeemed or paid at maturity.

§ 15. All other actions of officers of the City in conformity with the purposes and intent of this resolution and in furtherance of the issuance and sale of the Bonds and the refunding of the Refunded Bonds are approved and confirmed. The officers of the City are authorized and directed to execute and deliver all such other agreements, certificates and instruments and to take all such further action as may be considered necessary or desirable in connection with the issuance, sale and delivery of the Bonds and the refunding of the Refunded Bonds, including entering into contracts and arrangements to provide credit and/or liquidity enhancement or insurance for all or a portion of the Bonds and for the investment of the proceeds of the Bonds. The authorization granted herein to the Director of Finance, the Chief Administrative Officer and the City Attorney

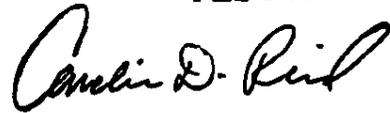
shall apply equally to any person serving in such capacity on an interim or acting basis pending a permanent appointment to any such office.

§ 16. The City Clerk, with the assistance of the City Attorney, is authorized and directed to see to the immediate filing of a certified copy of this resolution in the Circuit Court of the City of Richmond and is directed to make a copy of this resolution continuously available for inspection by the general public during normal business hours at the City Clerk's office from the date of adoption hereof through the date(s) of the issuance of the Bonds.

§ 17. This resolution shall be in force and effect upon adoption, and any and all resolutions in conflict with the provisi

ons hereof are repealed.

**A TRUE COPY:  
TESTE:**

A handwritten signature in black ink that reads "Carlin D. Reed". The signature is written in a cursive style with a large initial "C".

**City Clerk**

# CITY OF RICHMOND

## O&R REQUEST

**DATE:** January 26, 2026 **EDITION:** 1

**TO:** The Honorable Members of City Council

**THROUGH:** The Honorable Dr. Danny Avula, Mayor

**THROUGH:** Odie Donald II, Chief Administrative Officer

**THROUGH:** Tanikia Jackson, DCAO Finance and Administration

**THROUGH:** Meghan Brown, Director of Budget

**FROM:** Letitia Shelton, Director of Finance

**RE:** **Authorization for the issuance of Utility Revenue Refunding Bonds of the City of Richmond to achieve debt service savings**

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**ORD. OR RES. No.** \_\_\_\_\_

### **PURPOSE:**

This request is to authorize the issuance of Utility Revenue Refunding Bonds of the City of Richmond, Virginia in a principal amount not to exceed \$294.280 million to refund all or portions of the principal maturities of the outstanding Series 2016A Public Utility Revenue and Refunding Bonds and the Series 2020B Public Utility Revenue Refunding Bonds previously issued by the City, and to authorize the Director of Finance, with the approval of the Chief Administrative Officer, to sell such refunding bonds. The new refunding bonds will carry similar principal maturities as the old bonds, and thus, will not extend final maturity of this debt.

### **BACKGROUND:**

In the fall of 2023, the City locked in a partial refunding of the 2016A bonds. The remaining, unrefunded portion (approximately \$150 million) of the Series 2016A Bonds became currently callable on January 15, 2026. The Series 2020B Bonds were issued on a taxable basis to advance refund the City's Series 2013 Revenue Bonds. The original 2013 Tax-Exempt Bonds are no longer outstanding, and the City can issue new tax-exempt bonds to advance refund the 2020B Bonds. The City successfully closed on a partial tax-exempt refunding of the Series 2020B Bonds in 2023. Now, with the City's anticipated spring 2026 new money borrowing, the City may be able to pursue another tax-exempt refunding of all or a portion of the 2020B Bonds outstanding. Based on current market interest rates and analysis, Finance Department staff and our Financial Advisors have identified these bond issue as potential candidates for refunding to enable the City to achieve

## CITY OF RICHMOND

debt service savings. These two outstanding bond series is being repaid from the Utility Revenue Fund.

The City is currently planning to issue new Utility Revenue bonds later this spring and being able to include these refunding transactions with a planned new money bond issue, will save the City duplicative legal and other issuance costs, while potentially achieving debt service savings if interest rates remain favorable. The refunding target will be to achieve approximately three percent or greater Net Present Value savings on each bond issue at the time of the refunding. The actual amount of debt service savings to be achieved in the refunding this debt, if any, will be based on the interest rate environment available in May 2026, at the time of the actual refunding bond pricing. This resolution will allow the City's Director of Finance, with the approval of the CAO, to refund either all, some, or none of the Series 2016A Public Utility Revenue and Refunding Bonds and the Series 2020B Public Utility Revenue and Refunding Bonds principal maturities, based upon market conditions and the interest rate environment at the time of the bond sale in the spring.

**COMMUNITY ENGAGEMENT:** None

**STRATEGIC INITIATIVES AND OTHER GOVERNMENTAL:** None

**FISCAL IMPACT:**

If current market conditions remain favorable at the time of the proposed bond sale, the refunding would produce debt service savings at or above the approximately three percent Net Present Value targeted threshold, inclusive of all costs of issuance. Based on today's interest rate environment, achieving 3.0% to 4.0% net present value savings on both bond issues would achieve over \$8.5 million in annual debt service savings over the remaining years. The actual principal amount of bonds to be refunded, however, and any associated debt service savings, will be determined based on many variables, including the interest rate environment and the supply and demand for bonds at the time of the proposed bond sale. All costs of issuance including underwriting, legal and other expenses have been included in the refunding analysis.

**DESIRED EFFECTIVE DATE:**

Upon adoption.

**REQUESTED INTRODUCTION DATE:**

February 9, 2026.

**CITY COUNCIL PUBLIC HEARING DATE:**

February 23, 2026

**REQUESTED AGENDA:**

Regular agenda.

**RECOMMENDED COUNCIL COMMITTEE:**

Finance and Economic Development Committee on February 18, 2026.

**AFFECTED AGENCIES:**

Department of Finance and City Attorney's Office.

**RELATIONSHIP TO EXISTING ORD. OR RES.:** None.

**ATTACHMENTS:** None

**STAFF:** Michael Nguyen, Deputy Director of Finance, 646-6993

**FORM  
OF  
[\_\_\_\_\_] SUPPLEMENTAL INDENTURE OF TRUST**

**between**

**CITY OF RICHMOND, VIRGINIA**

**and**

\_\_\_\_\_,  
**as Trustee**

**Dated as of \_\_\_\_\_, \_\_\_\_**

## TABLE OF CONTENTS

Parties.....	1
Recitals.....	1
Granting Clause .....	1
ARTICLE I _____ SUPPLEMENTAL INDENTURE .....	1
Section 101. Authorization of _____ Supplemental Indenture.....	1
Section 102. Definitions.....	1
Section 103. Reference to Articles and Sections. ....	3
ARTICLE II AUTHORIZATION, DETAILS AND FORM OF SERIES ____ BONDS .....	3
Section 201. Authorization of Series ____ Bonds.....	3
Section 202. Details of Series ____ Bonds.....	3
Section 203. Form of Bonds. ....	4
Section 204. Securities Depository Provisions. ....	4
Section 205. Delivery of Series ____ Bonds. ....	5
ARTICLE III REDEMPTION OF SERIES ____ BONDS.....	5
Section 301. Redemption Dates and Prices. ....	5
Section 302. Selection of Series ____ Bonds for Redemption. ....	6
Section 303. Notice of Redemption.....	6
ARTICLE IV APPLICATION OF PROCEEDS OF SERIES ____ BONDS.....	6
Section 401. Application of Proceeds of Series ____ Bonds; Application of Related Amounts. ...	6
ARTICLE V ESTABLISHMENT OF ACCOUNTS .....	7
Section 501. Series ____ Construction Account.....	7
Section 502. Series ____ Interest Subaccount and Series ____ Principal Subaccount. ....	7
[Section 503. Series ____ Debt Service Reserve Account].....	7
ARTICLE VI SECURITY FOR SERIES ____ BONDS .....	8
Section 601. Security for Series ____ Bonds.....	8
[ARTICLE VII ARBITRAGE REBATE FUND .....	8
Section 701. Arbitrage Rebate Fund.....	8
Section 702. Rebate Requirement.....	8
Section 703. Calculation and Payment of Series ____ Rebate Obligation. ....	8
Section 704. Reports by Trustee. ....	9
Section 705. Disposition of Balance in ____ Arbitrage Rebate Fund. ....	9]
ARTICLE VIII [RESERVED] .....	9

ARTICLE IX MISCELLANEOUS .....10

Section 901. Limitations on Use of Proceeds. ....10

Section 902. Limitation of Rights .....10

Section 903. Severability. ....11

Section 904. Successors and Assigns.....11

Section 905. Applicable Law.....11

Section 906. Counterparts.....11

Signatures.....12

Exhibit A - Form of Series \_\_\_\_ Bond..... A-1

DRAFT

**THIS \_\_\_\_\_ SUPPLEMENTAL INDENTURE OF TRUST** dated as of the \_\_\_ day of \_\_\_\_\_, \_\_\_\_\_ (the “\_\_\_\_\_ Supplemental Indenture”), by and between the City of Richmond, Virginia, a political subdivision of the Commonwealth of Virginia (the “City”), and \_\_\_\_\_, as trustee (in such capacity, together with any successor in such capacity, herein called the “Trustee”), provides:

**WHEREAS**, the City and the Trustee have entered into a Master Indenture of Trust dated as of April 1, 1998 (the “Master Indenture of Trust”), as previously supplemented and amended, to provide for financing or refinancing the acquisition, construction, operation, maintenance and extension of the System (as defined in the Master Indenture of Trust) by the issuance of bonds payable solely from Net Revenues (as defined in the Master Indenture of Trust);

**WHEREAS**, within the limitations of and in compliance with the Master Indenture of Trust, the City is authorized to issue Bonds under the Master Indenture of Trust to finance the costs of expansion and improvements to the System [and to refund any outstanding Indebtedness;]

**WHEREAS**, the City has determined to issue a Series of Bonds under the Master Indenture of Trust in the aggregate principal amount of \$ \_\_\_\_\_ (the “Series \_\_\_ Bonds”) to finance the costs of expansion and improvements to the System [and to refund all of the outstanding principal amount of the Series \_\_\_\_\_]; and

**WHEREAS**, the City has taken all necessary action to make the Series \_\_\_ Bonds, when authenticated by the Trustee and issued by the City, valid and binding limited obligations of the City and to constitute this \_\_\_\_\_ Supplemental Indenture a valid and binding agreement authorizing and providing for the details of the Series \_\_\_ Bonds.

**NOW THEREFORE**, in consideration of the premises and the mutual covenants and agreements hereinafter contained, the parties hereto agree, as follows:

**ARTICLE I**  
**\_\_\_\_\_ SUPPLEMENTAL INDENTURE**

**Section 101. Authorization of \_\_\_\_\_ Supplemental Indenture.**

This \_\_\_\_\_ Supplemental Indenture is authorized and executed by the City and delivered to the Trustee pursuant to and in accordance with Articles III and X of the Master Indenture of Trust. All terms, covenants, conditions and agreements of the Master Indenture of Trust shall apply with full force and effect to the Series \_\_\_ Bonds and to the holders thereof, except as otherwise provided in this \_\_\_\_\_ Supplemental Indenture.

**Section 102. Definitions.**

Except as otherwise defined in this \_\_\_\_\_ Supplemental Indenture, terms defined in the Master Indenture of Trust are used in this \_\_\_\_\_ Supplemental Indenture with the meanings assigned to them in the Master Indenture of Trust. In addition, the following words as used in this \_\_\_\_\_ Supplemental Indenture shall have the following meanings unless a different meaning clearly appears from the context:

“\_\_\_\_\_ **Supplemental Indenture**” shall mean this \_\_\_\_\_ Supplemental Indenture of Trust between the City and the Trustee, which supplements and amends the Master Indenture of Trust.

“**Letter of Representations**” shall mean the Blanket Letter of Representations dated November 9, 1995, from the City to the Securities Depository and any amendments thereto or successor agreements between the City and any successor Securities Depository, relating to a book-entry system to be maintained by the Securities Depository with respect to the Series \_\_\_\_\_ Bonds. Notwithstanding any provision of the Master Indenture of Trust, including Article X regarding amendments, the Trustee may enter into any such amendment or successor agreement without the consent of Bondholders.

[“**Rebate Amount Certificate**” shall have the meaning set forth in Section 703 of this \_\_\_\_\_ Supplemental Indenture.]

[“**Reserve Fund Bond**” shall mean the reserve fund bond issued by \_\_\_\_\_ guaranteeing certain payments into the Series \_\_\_\_\_ Debt Service Reserve Account with respect to the Series \_\_\_\_\_ Bonds as provided therein and subject to the limitations set forth therein.]

“**Securities Depository**” shall mean The Depository Trust Company, a corporation organized and existing under the laws of the State of New York, whose nominee is Cede & Co., and any other securities depository for the Series \_\_\_\_\_ Bonds appointed pursuant to Section 204, and their successors.

[“**Series \_\_\_\_\_ Arbitrage Rebate Fund**” shall mean the Arbitrage Rebate Fund established in Section 701.]

“**Series \_\_\_\_\_ Bonds**” shall mean the City’s \$ \_\_\_\_\_ Public Utility Revenue and Refunding Bonds, Series \_\_\_\_\_, authorized to be issued pursuant to this \_\_\_\_\_ Supplemental Indenture.

“**Series \_\_\_\_\_ Cost of Issuance Account**” shall mean the Series \_\_\_\_\_ Cost of Issuance Account of the Construction Fund established in Section 501 of this \_\_\_\_\_ Supplemental Indenture.

“**Series \_\_\_\_\_ Construction Account**” shall mean the Series \_\_\_\_\_ Construction Account of the Construction Fund established in Section 501 of this \_\_\_\_\_ Supplemental Indenture.

“**Series \_\_\_\_\_ Debt Service Reserve Account**” shall mean the Series \_\_\_\_\_ Debt Service Reserve Account of the Debt Service Reserve Fund established in Section 503 of this \_\_\_\_\_ Supplemental Indenture.

[“**Series \_\_\_\_\_ Debt Service Reserve Requirement**” for the Series \_\_\_\_\_ Bonds shall be an amount equal to the least of (a) the maximum principal and interest due on the Series \_\_\_\_\_ Bonds in the current or any future Fiscal Year, (b) 10% of the original stated principal amount of the Series \_\_\_\_\_ Bonds (or 10% of the issue price of the Series \_\_\_\_\_ Bonds if required by the Code) or (c) 125% of the average annual principal and interest due on the Series \_\_\_\_\_ Bonds in the current and each future Fiscal Year.]

**Section 103. Reference to Articles and Sections.**

Unless otherwise indicated, all references herein to particular articles or sections are references to articles or sections of this \_\_\_\_\_ Supplemental Indenture.

**ARTICLE II  
AUTHORIZATION, DETAILS AND FORM OF SERIES \_\_\_\_ BONDS**

**Section 201. Authorization of Series \_\_\_\_ Bonds.**

Pursuant to Ordinance No. \_\_\_\_\_, adopted by the City Council on \_\_\_\_\_, there are hereby authorized to be issued a series of public utility revenue and refunding bonds of the City in the aggregate principal amount of \$ \_\_\_\_\_ to (a) finance certain Costs of the System, which is hereby authorized, (b) [refund, redeem and defease the Series \_\_\_\_\_, (c) fund the Series \_\_\_\_ Debt Service Reserve Requirement, and (d) finance certain costs of issuing the Series \_\_\_\_ Bonds.] The Series \_\_\_\_ Bonds shall be issued pursuant to the Master Indenture of Trust and this \_\_\_\_\_ Supplemental Indenture.

**Section 202. Details of Series \_\_\_\_ Bonds.**

The Series \_\_\_\_ Bonds shall be designated “Public Utility Revenue [and Refunding] **Bonds**, Series \_\_\_\_\_,” [(Federally Taxable)] shall be dated \_\_\_\_\_, \_\_\_\_\_, shall be issuable only as fully registered bonds in denominations of \$5,000 and multiples thereof, shall be numbered R-1 upward and shall bear interest at rates, payable semiannually on \_\_\_\_\_ and \_\_\_\_\_, beginning \_\_\_\_\_, \_\_\_\_\_, until their final payment or maturity, and shall mature on \_\_\_\_\_ in years and amounts, as follows:

<u>Maturity</u>	<u>Principal Amount</u>	<u>Interest Rate</u>
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Each Series \_\_\_\_ Bond shall bear interest (a) from its date, if such Series \_\_\_\_ Bond is authenticated prior to the first interest payment date, or (b) otherwise from the interest payment date that is, or immediately precedes, the date on which such Series \_\_\_\_ Bond is authenticated; provided, however, that if at the time of authentication of any Series \_\_\_\_ Bond payment of interest is in default, such Series \_\_\_\_ Bond shall bear interest from the date to which interest has been paid.

Principal of and premium, if any, on the Series \_\_\_\_ Bonds shall be payable to the registered owners upon the surrender of Series \_\_\_\_ Bonds at the principal corporate trust office of the Trustee. Interest on the Series \_\_\_\_ Bonds shall be payable by check or draft mailed to the registered owners at their addresses as they appear on the [fifteenth] day of the month preceding

the interest payment date on the registration books kept by the Trustee; provided, however, if the Series \_\_\_\_ Bonds are registered in the name of a Securities Depository or its nominee as registered owner or at the option of a registered owner of at least \$1,000,000 of Series \_\_\_\_ Bonds, payment shall be made by wire transfer pursuant to the wire instructions received by the Trustee from such registered owner. Principal, premium, if any, and interest shall be payable in lawful money of the United States of America.

**Section 203. Form of Bonds.**

The Series \_\_\_\_ Bonds shall be in substantially the form set forth in **Exhibit A**, with such appropriate variations, omissions and insertions as are permitted or required by the Master Indenture of Trust and this \_\_\_\_\_ Supplemental Indenture.

**Section 204. Securities Depository Provisions.**

Initially, one Series \_\_\_\_ Bond certificate for each maturity of the Series \_\_\_\_ Bonds will be issued and registered to the Securities Depository, or its nominee. The City and the Trustee have entered into a Letter of Representations relating to a book-entry system to be maintained by the Securities Depository with respect to the Series \_\_\_\_ Bonds.

In the event that (a) the Securities Depository determines not to continue to act as a securities depository for the Series \_\_\_\_ Bonds by giving notice to the Trustee and the City discharging its responsibilities hereunder, or (b) the City in its sole discretion determines (1) that beneficial owners of Bonds shall be able to obtain certificated Series \_\_\_\_ Bonds or (2) to select a new Securities Depository, then the Trustee shall, at the direction of the City, attempt to locate another qualified securities depository to serve as Securities Depository or authenticate and deliver certificated Series \_\_\_\_ Bonds to the beneficial owners or to the Securities Depository participants on behalf of beneficial owners substantially in the form provided for in **Exhibit A**; provided, however, that such form shall provide for interest on the Series \_\_\_\_ Bonds to be payable (i) from \_\_\_\_\_, \_\_\_\_\_, if it is authenticated prior to \_\_\_\_\_, \_\_\_\_\_, or (ii) otherwise from the interest payment date that is, or immediately precedes, the date on which it is authenticated (unless payment of interest thereon is in default, in which case interest on such Series \_\_\_\_ Bonds shall be payable from the date to which interest has been paid). In delivering certificated Series \_\_\_\_ Bonds, the Trustee shall be entitled to rely conclusively on the records of the Securities Depository as to the beneficial owners or the records of the Securities Depository participants acting on behalf of beneficial owners. Such certificated Series \_\_\_\_ Bonds will be registrable, transferable and exchangeable as set forth in Section 204 of the Master Indenture of Trust.

So long as there is a Securities Depository for the Series \_\_\_\_ Bonds (A) it or its nominee shall be the registered owner of the Series \_\_\_\_ Bonds, (B) notwithstanding anything to the contrary in this \_\_\_\_\_ Supplemental Indenture, determinations of persons entitled to payment of principal, premium, if any, and interest, transfers of ownership and exchanges and receipt of notices shall be the responsibility of the Securities Depository and shall be effected pursuant to rules and procedures established by such Securities Depository, (C) the City and the Trustee shall not be responsible or liable for maintaining, supervising or reviewing the records maintained by the Securities Depository, its participants or persons acting through such participants, (D) references in this \_\_\_\_\_ Supplemental Indenture to registered owners of the Series \_\_\_\_

Bonds shall mean such Securities Depository or its nominee and shall not mean the beneficial owners of the Series \_\_\_\_ Bonds, and (E) in the event of any inconsistency between the provisions of this \_\_\_\_\_ Supplemental Indenture, other than those set forth in this paragraph and the preceding paragraph, and the provisions of the Letter of Representations such provisions of the Letter of Representations shall control.

**Section 205. Delivery of Series \_\_\_\_ Bonds.**

The Trustee shall authenticate and deliver the Series \_\_\_\_ Bonds when there have been filed with or delivered to it all items required by Section 303 of the Master Indenture of Trust.

**ARTICLE III  
REDEMPTION OF SERIES \_\_\_\_ BONDS**

**Section 301. Redemption Dates and Prices.**

The Series \_\_\_\_ Bonds may not be called for redemption by the City except as provided below:

(a) [Optional Redemption]. Series \_\_\_\_ Bonds maturing on or after \_\_\_\_\_, \_\_\_\_\_, are subject to redemption prior to maturity at the option of the City on or after \_\_\_\_\_, \_\_\_\_\_, in whole or in part at any time, upon payment of the following redemption prices (expressed as a percentage of principal amount of Series \_\_\_\_ Bonds to be redeemed) plus interest accrued to the redemption date:

<b><u>Redemption Period (Both Dates Inclusive)</u></b>	<b><u>Price</u></b>
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(b) [Mandatory Redemption]. Series \_\_\_\_ Bonds maturing on \_\_\_\_\_, \_\_\_\_\_, are required to be redeemed on \_\_\_\_\_ in years and amounts upon payment of 100% of the principal amount thereof plus interest accrued to the redemption date, as follows:

<b><u>Year</u></b>	<b><u>Amount</u></b>
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Series \_\_\_\_ Bonds maturing on \_\_\_\_\_, \_\_\_\_\_, are required to be redeemed on \_\_\_\_\_ in years and amounts upon payment of 100% of the principal amount thereof plus interest accrued to the redemption date, as follows:

<b><u>Year</u></b>	<b><u>Amount</u></b>
--------------------	----------------------

The amount of Series \_\_\_\_ Bonds to be redeemed pursuant to this Section may be reduced in accordance with the provisions of Section 604 of the Master Indenture of Trust.

**Section 302. Selection of Series \_\_\_\_ Bonds for Redemption.**

[If less than all of the Series \_\_\_\_ Bonds are called for redemption, they shall be called in such order of maturity as the City may determine. If less than all of the Series \_\_\_\_ Bonds of any maturity date are called for redemption, the Series \_\_\_\_ Bonds to be redeemed shall be selected by the Securities Depository or any successor securities depository pursuant to its rules and procedures or, if the book-entry system is discontinued, shall be selected by the Trustee by lot in such manner as the Trustee in its discretion may determine. The portion of any Bond to be redeemed shall be in the principal amount of \$5,000 or some multiple thereof. In selecting Bonds for redemption, each Bond shall be considered as representing that number of Bonds which is obtained by dividing the principal amount of such Bond by \$5,000. If a portion of a Series \_\_\_\_ Bond shall be called for redemption, a new Series \_\_\_\_ Bond in principal amount equal to the unredeemed portion thereof shall be issued to the registered owner upon the surrender thereof.]

**Section 303. Notice of Redemption.**

Notice of redemption of Series \_\_\_\_ Bonds shall be given in the manner set forth in Section 402 of the Master Indenture of Trust.

**ARTICLE IV  
APPLICATION OF PROCEEDS OF SERIES \_\_\_\_ BONDS**

**Section 401. Application of Proceeds of Series \_\_\_\_ Bonds; Application of Related Amounts.**

The proceeds of the Series \_\_\_\_ Bonds in the amount of \$ \_\_\_\_\_ shall be applied as follows:

- (1) \$ \_\_\_\_\_, representing accrued interest on the Series \_\_\_\_ Bonds, shall be transferred to the Trustee and deposited in the Series \_\_\_\_ Interest Subaccount.
- (2) \$ \_\_\_\_\_ shall be transferred to the City and deposited in the Series \_\_\_\_ Construction Account and used to pay the Costs of the System.
- (3) \$ \_\_\_\_\_ shall be deposited in the Series \_\_\_\_ Costs of Issuance Account and used to pay costs of issuance.

**ARTICLE V  
ESTABLISHMENT OF ACCOUNTS**

**Section 501. Series \_\_\_\_ Construction Account.**

The City shall establish a Series \_\_\_\_ Construction Account and Series \_\_\_\_ Costs of Issuance Account. The portion of the proceeds of the Series \_\_\_\_ Bonds specified in Section 401(a)(3) shall be deposited in the Series \_\_\_\_ Construction Account and used to pay Costs of the System. The portion of the proceeds of the Series \_\_\_\_ Bonds specified in Section 401(a)(4) shall be deposited in the Series \_\_\_\_ Costs of Issuance Account and used to pay costs of issuance related to the Series \_\_\_\_ Bonds. Any balance remaining in the Series \_\_\_\_ Costs of Issuance Account upon payment of such costs of issuance shall be transferred to the Series \_\_\_\_ Construction Account. Any balance remaining in the Series \_\_\_\_ Construction Account upon completion of the improvements to the System which were funded with the proceeds of the Series \_\_\_\_ Bonds shall be disposed of in accordance with the provisions of Section 501 of the Master Indenture of Trust.

**Section 502. Series \_\_\_\_ Interest Subaccount and Series \_\_\_\_ Principal Subaccount.**

(a) The City shall establish within the Bond Fund a Series \_\_\_\_ Principal Subaccount and a Series \_\_\_\_ Interest Subaccount.

(b) In accordance with Section 604(a) of the Master Indenture, Net Revenues shall be deposited in the Series \_\_\_\_ Interest Subaccount on the first business day of each month, commencing \_\_\_\_\_ 1, \_\_\_\_\_, in an amount equal to 1/6 of the interest due and payable on the Series \_\_\_\_ Bonds on the next succeeding interest payment date.

(c) In accordance with Section 604(a) of the Master Indenture, Net Revenues shall be deposited in the Series \_\_\_\_ Principal Subaccount on the first business day of each month, commencing \_\_\_\_\_ 1, \_\_\_\_\_, in an amount equal to 1/12 of the principal due and payable on the Series \_\_\_\_ Bonds on the next succeeding principal payment date or mandatory sinking fund payment date.

**[Section 503. Series \_\_\_\_ Debt Service Reserve Account.**

There shall be established within the Debt Service Reserve Fund a Series \_\_\_\_ Debt Service Reserve Account. The Series \_\_\_\_ Debt Service Reserve Account shall be funded at the time of the delivery of the Series \_\_\_\_ Bonds [with the Reserve Fund Bond.] [in an amount equal to the Series \_\_\_\_ Debt Service Reserve Requirement pursuant to Section 606 of the Master Indenture of Trust.] If at any time the Series \_\_\_\_ Debt Service Reserve Account is funded with cash or investments, money in the Series \_\_\_\_ Debt Service Reserve Account shall be used in accordance with the provisions of Section 606 of the Master Indenture of Trust.]

**ARTICLE VI  
SECURITY FOR SERIES \_\_\_\_ BONDS**

**Section 601. Security for Series \_\_\_\_ Bonds.**

The Series \_\_\_\_ Bonds shall be equally and ratably secured under the Master Indenture of Trust with any other Senior Debt issued pursuant to Article III of the Master Indenture of Trust, without preference, priority or distinction of any Senior Debt over any other Senior Debt, as provided in the Master Indenture of Trust.

**[ARTICLE VII  
ARBITRAGE REBATE FUND**

**Section 701. Arbitrage Rebate Fund.**

There is hereby established the City of Richmond Public Utility Revenue and Refunding Series \_\_\_\_ Arbitrage Rebate Fund to be held by the City. The City shall deposit in the Series \_\_\_\_ Arbitrage Rebate Fund from legally available moneys from time to time for payment of the rebate obligations under the Code (the “Rebate Amount”). Notwithstanding anything in this \_\_\_\_\_ Supplemental Indenture to the contrary, the Series \_\_\_\_ Arbitrage Rebate Fund is not pledged to the payment of the Series \_\_\_\_ Bonds and shall not be used to pay the Series \_\_\_\_ Bonds.

**Section 702. Rebate Requirement.**

Except with respect to earnings on funds and accounts qualifying for exceptions to the rebate requirement of Section 148 of the Code, the City shall pay, but solely from amounts in the Series \_\_\_\_ Arbitrage Rebate Fund, the Rebate Amount to the United States of America, as and when due, in accordance with Section 148(f) of the Code, as provided in this Article, and shall retain records of all such determinations until six years after payment of the Series \_\_\_\_ Bonds.

**Section 703. Calculation and Payment of Series \_\_\_\_ Rebate Obligation.**

(a) The City selects \_\_\_\_\_ as the end of the bond year with respect to the Series \_\_\_\_ Bonds pursuant to Treasury Regulation Section 1.148-1.

(b) Within 30 days after the initial installment computation date, which is the last day of the \_\_\_\_\_ bond year (\_\_\_\_\_, \_\_\_\_\_), unless such date is changed by the City prior to the date that any amount with respect to the Series \_\_\_\_ Bonds is paid or required to be paid to the United States of America as required by Section 148 of the Code, and at least once every five years thereafter, the City shall cause the Rebate Amount to be computed and shall deliver a copy to the Trustee. Prior to any payment of the Rebate Amount to the United States of America as required by Section 148 of the Code, such computation (the “Rebate Amount Certificate”) setting forth the Rebate Amount shall be prepared or approved by (1) a person with

experience in matters of governmental accounting for Federal income tax purposes, (2) a bona fide arbitrage rebate calculation reporting service or (3) Bond Counsel.

(c) Not later than 60 days after the initial installment computation date, the City shall pay solely from amounts in the Series \_\_\_\_ Arbitrage Rebate Fund to the United States of America at least 90% of the Rebate Amount as set forth in the Rebate Amount Certificate prepared with respect to such installment computation date. At least once on or before 60 days after the installment computation date that is the \_\_\_\_\_ anniversary of the initial installment computation date and on or before 60 days every \_\_\_\_\_ anniversary date thereafter until final payment of the Series \_\_\_\_ Bonds, the City shall pay to the United States of America not less than the amount, if any, by which 90% of the Rebate Amount set forth in the most recent Rebate Amount Certificate exceeds the aggregate of all such payments theretofore made to the United States of America pursuant to this Section. On or before 60 days after final payment of the Series \_\_\_\_ Bonds, the City shall pay to the United States of America the amount, if any, by which 100% of the Rebate Amount set forth in the Rebate Amount Certificate with respect to the date of final payment of the Series \_\_\_\_ Bonds exceeds the aggregate of all payments theretofore made pursuant to this Section. All such payments shall be made solely from amounts in the Series \_\_\_\_ Arbitrage Rebate Fund or from any legally available moneys of the City.

(d) Notwithstanding any provision of this Article to the contrary, no such calculation or payment shall be made if the City receives and delivers to the Trustee an opinion of Bond Counsel to the effect that (1) such payment is not required under the Code in order to prevent the Series \_\_\_\_ Bonds from becoming “arbitrage bonds” within the meaning of Section 148 of the Code or (2) such payment should be calculated and paid on some alternative basis under the Code, and the City complies with such alternative basis.

**Section 704. Reports by Trustee.**

The Trustee shall provide the City within 10 days after each month end and within 10 days after the final payment of the Series \_\_\_\_ Bonds with such reports and information with respect to earnings of amounts held under the Master Indenture of Trust and this \_\_\_\_\_ Supplemental Indenture as may be requested by the City in order to comply with the provisions of this Article.

**Section 705. Disposition of Balance in Series \_\_\_\_ Arbitrage Rebate Fund.**

After each payment required in Section 703 is made and any additional amount necessary to pay the full Rebate Amount is retained, the remaining amount in the Series \_\_\_\_ Arbitrage Rebate Fund shall be transferred to the Bond Fund for the payment of principal or interest on the next payment date and credited against the next succeeding payment of principal or interest.]

**ARTICLE VIII  
[RESERVED]**

**ARTICLE IX  
MISCELLANEOUS**

**Section 901.        Limitations on Use of Proceeds.**

The City covenants with the holders of the Series \_\_\_\_ Bonds as follows:

(a) [The City shall not take or omit to take any action or approve the Trustee's taking any action or making any investment or use of the proceeds of any Series \_\_\_\_ Bonds (including failure to spend the same with due diligence) the taking or omission of which would cause the Series \_\_\_\_ Bonds to be "arbitrage bonds" within the meaning of Section 148 of the Code, including participating in any issue of obligations that would cause the Series \_\_\_\_ Bonds to be part of an "issue" of obligations that are arbitrage bonds, within the meaning of Treasury Regulations Section 1.148-10 or successor regulation, or otherwise cause interest on the Series \_\_\_\_ Bonds to be includable in the gross income of the registered owners under existing law. Without limiting the generality of the foregoing, the City shall comply with any provision of law that may require the City at any time to rebate to the United States of America any part of the earnings derived from the investment of gross proceeds of the Series \_\_\_\_ Bonds;]

(b) [Barring unforeseen circumstances, the City shall not approve the use of the proceeds from the sale of any Series \_\_\_\_ Bonds otherwise than in accordance with the City's tax certificate delivered immediately prior to the issuance of the Series \_\_\_\_ Bonds;]

(c) [The City shall not permit the proceeds of the Series \_\_\_\_ Bonds to be used in any manner that would result in either (1) 5% or more of such proceeds or facilities being financed with such proceeds being considered as having been used in any trade or business carried on by any person other than a governmental unit as provided in Section 141(b) of the Code, (2) 5% or more of such proceeds or the facilities being financed with such proceeds being used with respect to any "output facility" (other than a facility for the furnishing of water) within the meaning of Section 141(b)(4) of the Code, or (3) 5% or more of such proceeds or the facilities being financed with such proceeds being considered as having been used directly or indirectly to make or finance loans to any person other than a governmental unit, as provided in Section 141(c) of the Code;] and

(d) [The City shall not take any other action that would adversely affect, and shall take all action within its power necessary to maintain, the exclusion of interest on all Series \_\_\_\_ Bonds from gross income for Federal income taxation purposes; provided, however, that if the City receives an opinion of Bond Counsel that compliance with any such covenant is not required to prevent the interest on the Series \_\_\_\_ Bonds from being includable in the gross income of the registered owners thereof under existing law, the City need not comply with such restriction.]

**Section 902.        Limitation of Rights.**

With the exception of rights herein expressly conferred, nothing expressed or mentioned in or to be implied from this \_\_\_\_\_ Supplemental Indenture or the Series \_\_\_\_ Bonds is intended or shall be construed to give to any person other than the parties hereto and the holders

of Series \_\_\_\_ Bonds any legal or equitable right, remedy or claim under or in respect to this \_\_\_\_\_ Supplemental Indenture or any covenants, conditions and agreements herein contained since this \_\_\_\_\_ Supplemental Indenture and all of the covenants, conditions and agreements hereof are intended to be and are for the sole and exclusive benefit of the parties hereto and the holders of Series \_\_\_\_ Bonds as herein provided.

**Section 903. Severability.**

If any provision of this \_\_\_\_\_ Supplemental Indenture shall be held invalid by any court of competent jurisdiction, such holding shall not invalidate any other provision hereof and this \_\_\_\_\_ Supplemental Indenture shall be construed and enforced as if such illegal provision had not been contained herein.

**Section 904. Successors and Assigns.**

This \_\_\_\_\_ Supplemental Indenture shall be binding upon, inure to the benefit of and be enforceable by the parties and their respective successors and assigns.

**Section 905. Applicable Law.**

This \_\_\_\_\_ Supplemental Indenture shall be governed by the applicable laws of the Commonwealth of Virginia.

**Section 906. Counterparts.**

This \_\_\_\_\_ Supplemental Indenture may be executed in several counterparts, each of which shall be an original and all of which together shall constitute but one and the same instrument.

**IN WITNESS WHEREOF**, the City and the Trustee have caused this \_\_\_\_\_ Supplemental Indenture to be executed in their respective corporate names as of the date first above written.

**CITY OF RICHMOND, VIRGINIA**

By \_\_\_\_\_  
Director of Finance

\_\_\_\_\_,  
as Trustee

By \_\_\_\_\_

Its \_\_\_\_\_

DRAFT

[Unless this certificate is presented by an authorized representative of The Depository Trust Company (“DTC”), to the issuer or its agent for registration of transfer, exchange, or payment, and any certificate is registered in the name of Cede & Co., or in such other name as is requested by an authorized representative of DTC (and any payment is made to Cede & Co. or to such other entity as is requested by an authorized representative of DTC), ANY TRANSFER, PLEDGE, OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL inasmuch as the registered owner hereof, Cede & Co., has an interest herein.]

REGISTERED

REGISTERED

R-\_\_\_\_\_

\$\_\_\_\_\_

UNITED STATES OF AMERICA  
COMMONWEALTH OF VIRGINIA  
CITY OF RICHMOND, VIRGINIA

Public Utility Revenue [and Refunding] Bond  
[(Federally Taxable)]  
Series \_\_\_\_\_

INTEREST RATE	MATURITY DATE	DATED DATE	CUSIP
_____	_____, _____	_____, _____	_____

REGISTERED OWNER: [CEDE & CO.]

PRINCIPAL AMOUNT: \_\_\_\_\_ DOLLARS

The City of Richmond, Virginia (the “City”), for value received, hereby promises to pay upon surrender hereof at the principal corporate trust office of \_\_\_\_\_, Richmond, Virginia, as trustee, or its successor in trust (the “Trustee”), under the Master Indenture of Trust, as hereinafter defined, solely from the source and as hereinafter provided, to the registered owner hereof, or registered assigns or legal representative, the principal sum stated above on the maturity date stated above, subject to prior redemption as hereinafter provided, and to pay, solely from such source, interest hereon semiannually on each \_\_\_\_\_ and \_\_\_\_\_, beginning \_\_\_\_\_, \_\_\_\_\_, at the annual rate stated above, calculated on the basis of a 360-day year of twelve 30-day months. Interest is payable (a) from \_\_\_\_\_, \_\_\_\_\_, if this bond is authenticated prior to \_\_\_\_\_, \_\_\_\_\_, or (b) otherwise from the interest payment date that is, or immediately precedes, the date on which this bond is authenticated (unless payment of

interest hereon is in default, in which case this bond shall bear interest from the date to which interest has been paid). Interest is payable by check or draft mailed to the registered owner hereof at its address as it appears on the [fifteenth day] of the month preceding each interest payment date on registration books kept by the Trustee; provided, however, that if the Bonds, as hereinafter defined, are registered in the name of a securities depository or its nominee as registered owner or at the option of a registered owner of at least \$1,000,000 of Bonds, payment will be made by wire transfer pursuant to the most recent wire instructions received by the Trustee from such registered owner. Principal, premium, if any, and interest are payable in lawful money of the United States of America.

[Notwithstanding any other provision hereof, this bond is subject to book-entry form maintained by The Depository Trust Company (“DTC”), and the payment of principal, premium, if any, and interest, the providing of notices and other matters shall be made as described in the City’s Letter of Representations to DTC.]

This bond is one of an issue of \$ \_\_\_\_\_ Public Utility Revenue [and Refunding] Bonds, Series \_\_\_\_ [(Federally Taxable)] (the “Bonds”), of like date and tenor, except as to number, denomination, rate of interest, privilege of redemption and maturity. The Bonds are issued under a Master Indenture of Trust dated as of April 1, 1998, between the City and the Trustee, as previously supplemented and amended, and as supplemented by a \_\_\_\_\_ Supplemental Indenture of Trust dated as of \_\_\_\_\_, \_\_\_\_\_ (collectively, the “Indenture”), and are equally and ratably secured on a parity as to the pledge of Net Revenues (as defined in the Indenture) with the outstanding principal balance of the [Public Utility Revenue Bond, Series 2006A, Public Utility Revenue Bond, Series 2008A, Public Utility Revenue Bond, Series 2009B, Public Utility Revenue Bond, Series 2010A, Public Utility Revenue Bond, Series 2012A, Public Utility Revenue and Refunding Bonds, Series 2013A, Public Utility Revenue Bond, Series 2015A, Public Utility Revenue and Refunding Bonds, Series 2016A, Public Utility Revenue Bonds, Series 2020A, Public Utility Revenue Refunding Bonds, Series 2020B (Federally Taxable) and Public Utility Revenue Bond, Series 2021A] (collectively, the “Parity Bonds”). Reference is hereby made to the Indenture for a description of the provisions, among others, with respect to the nature and extent of the security, the rights, duties and obligations of the City and the Trustee, the rights of the holders of the Bonds and the terms upon which the Bonds are issued and secured. Additional bonds and other Senior Debt secured by a pledge of Net Revenues on a parity with the Bonds and the Parity Bonds may be issued under the terms and conditions set forth in the Indenture.

The Bonds and the premium, if any, and the interest thereon are limited obligations of the City payable solely from Net Revenues, except to the extent payable from the proceeds of the Bonds, income from investments, certain reserves and proceeds of insurance, which Net Revenues and other moneys have been pledged as described in the Indenture to secure payment thereof. The Bonds and the premium, if any, and the interest thereon shall not be deemed to constitute a pledge of the faith and credit of the Commonwealth of Virginia or any political subdivision thereof, including the City. Neither the Commonwealth of Virginia nor any political subdivision thereof, including the City, shall be obligated to pay the principal of or premium, if any, or interest on the Bonds or other costs incident thereto except from Net Revenues and other moneys pledged therefor, and neither the faith and credit nor the taxing power of the Commonwealth of Virginia or any political subdivision thereof, including the City, is pledged to the payment of the principal of or premium, if any, or interest on the Bonds or other costs incident thereto.

[The Bonds may not be called for redemption by the City except as provided herein and in the Indenture. Bonds maturing on or after \_\_\_\_\_, \_\_\_\_\_, are subject to redemption prior to maturity at the option of the City on or after \_\_\_\_\_, \_\_\_\_\_, in whole or in part at any time, upon payment of the following redemption prices (expressed as a percentage of principal amount of Bonds to be redeemed) plus interest accrued to the redemption date:

<b><u>Redemption Period</u></b> <b><u>(Both Dates Inclusive)</u></b>	<b><u>Redemption</u></b> <b><u>Price]</u></b>
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The amount of the Bonds to be redeemed may be reduced in accordance with the provisions of Section 604 of the Indenture.

[Bonds maturing on \_\_\_\_\_, \_\_\_\_\_, are required be redeemed prior to maturity in part in accordance with the sinking fund requirements of the Indenture on \_\_\_\_\_ in years and amounts upon payment of 100% of the principal amount thereof plus interest accrued to the redemption date, as follows:

<b><u>Year</u></b>	<b><u>Amount</u></b>
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Bonds maturing on \_\_\_\_\_, \_\_\_\_\_, are required be redeemed prior to maturity in part in accordance with the sinking fund requirements of the Indenture on \_\_\_\_\_ in years and amounts upon payment of 100% of the principal amount thereof plus interest accrued to the redemption date, as follows:

<b><u>Year</u></b>	<b><u>Amount]</u></b>
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If less than all the Bonds are called for redemption, they shall be redeemed from maturities in such order as determined by the City. If less than all of the Bonds of any maturity are called for redemption, the Bonds to be redeemed [shall be selected by DTC or any successor securities depository pursuant to its rules and procedures or, if the book-entry system is discontinued,] shall be selected by the Trustee by lot in such manner as the Trustee in its discretion may determine. The portion of any Bond to be redeemed shall be in the principal amount of \$5,000 or some multiple thereof. In selecting Bonds for redemption, each Bond shall be considered as representing that number of Bonds which is obtained by dividing the principal amount of such Bond by \$5,000.

If any of the Bonds or portions thereof are called for redemption, the Trustee shall send notice of the call for redemption, identifying the Bonds or portions thereof to be redeemed, not less than 30 nor more than 60 days prior to the redemption date, by facsimile, registered or certified mail or overnight express delivery, to the registered owner of the Bonds. Provided funds for their redemption are on deposit at the place of payment on the redemption date, all Bonds or portions thereof so called for redemption shall cease to bear interest on such date, shall no longer be secured by the Indenture and shall not be deemed to be Outstanding under the provisions of the Indenture. If a portion of this Bond shall be called for redemption, a new Bond in principal amount equal to the unredeemed portion hereof will be issued [to DTC or its nominee upon the surrender hereof, or if the book-entry system is discontinued,] to the registered owners of the Bonds. [Upon the written direction of the City, the notice of redemption for optional redemption shall contain a statement to the effect that the redemption of the Bonds is conditioned upon the receipt by the Trustee, prior to the date fixed for such redemption, of amounts equal to the redemption price of the Bonds to be redeemed, and that if such moneys shall not have been so received, the notice will be of no force and effect and the City shall not be required to redeem such Bonds and such Bonds shall not become due and payable.]

The registered owner of this Bond shall have no right to enforce the provisions of the Indenture or to institute action to enforce the covenants therein or to take any action with respect to any Event of Default under the Indenture or to institute, appear in or defend any suit or other proceedings with respect thereto, except as provided in the Indenture. Modifications or alterations of the Indenture, or of any supplement thereto, may be made only to the extent and in the circumstances permitted by the Indenture.

The Bonds are issuable as registered bonds in the denomination of \$5,000 and integral multiples thereof. Upon surrender for transfer or exchange of this Bond at the principal corporate trust office of the Trustee, together with an assignment duly executed by the registered owner or its duly authorized attorney or legal representative in such form as shall be satisfactory to the Trustee, the City shall execute, and the Trustee shall authenticate and deliver in exchange, a new Bond or Bonds in the manner and subject to the limitations and conditions provided in the Indenture, having an equal aggregate principal amount, in authorized denominations, of the same series, form and maturity, bearing interest at the same rate and registered in the name or names as requested by the then registered owner hereof or its duly authorized attorney or legal representative. Any such exchange shall be at the expense of the City, except that the Trustee may charge the person requesting such exchange the amount of any tax or other governmental charge required to be paid with respect thereto.

The Trustee shall treat the registered owner as the person exclusively entitled to payment of principal, premium, if any, and interest and the exercise of all other rights and powers of the owner, except that interest payments shall be made to the person shown as owner on the [fifteenth] day of the month preceding each interest payment date.

All acts, conditions and things required to happen, exist or be performed precedent to and in the issuance of this Bond have happened, exist and have been performed.

This Bond shall not become obligatory for any purpose or be entitled to any security or benefit under the Indenture or be valid until the Trustee shall have executed the Certificate of Authentication appearing hereon and inserted the date of authentication hereon.

**IN WITNESS WHEREOF**, the **City of Richmond, Virginia**, has caused this Bond to be executed by the manual or facsimile signatures of its Director of Finance and Chief Administrative Officer, its seal to be affixed hereto or a facsimile to be printed hereon and attested by the manual or facsimile signature of its City Clerk, and this Bond to be dated \_\_\_\_\_, \_\_\_\_.

**ATTEST:**

\_\_\_\_\_  
City Clerk

[SEAL]

\_\_\_\_\_  
Director of Finance

\_\_\_\_\_  
Chief Administrative Officer

**CERTIFICATE OF AUTHENTICATION**

Date Authenticated: \_\_\_\_\_

This Bond is one of the Bonds described in the within mentioned Indenture.

\_\_\_\_\_,  
as Trustee

By \_\_\_\_\_  
Authorized Officer

**ASSIGNMENT**

FOR VALUE RECEIVED the undersigned hereby sell(s), assign(s) and transfer(s) unto

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(please print or typewrite name and address, including zip code, of Transferee)

PLEASE INSERT SOCIAL SECURITY OR OTHER  
IDENTIFYING NUMBER OF TRANSFEREE

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: :  
: :  
: :

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the within Bond and all rights thereunder, hereby irrevocably constituting and appointing

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\_\_\_\_\_, Attorney, to transfer said Bond on the books kept for the registration thereof, with full power of substitution in the premises.

Dated: \_\_\_\_\_

Signature Guaranteed

\_\_\_\_\_  
NOTICE: Signature(s) must be guaranteed by an Eligible Guarantor Institution such as a Commercial Bank, Trust Company, Securities Broker/Dealer, Credit Union, or Savings Association who is a member of a medallion program approved by The Securities Transfer Association, Inc.

\_\_\_\_\_  
(Signature of Registered Owner

NOTICE: The signature above must correspond with the name of the registered owner as it appears on the front of this bond in every particular, without alteration or enlargement or any change whatsoever.