

**MASTER ORDINANCE**

**WAYNE COUNTY AIRPORT AUTHORITY  
MASTER AIRPORT REVENUE BOND ORDINANCE**

AN ORDINANCE TO BE KNOWN AS "MASTER AIRPORT REVENUE BOND ORDINANCE," ASSUMING, AMENDING AND RESTATING AMENDED AND RESTATED ORDINANCE NO. 319 OF THE CHARTER COUNTY OF WAYNE; ESTABLISHING AN ISSUE OF AIRPORT REVENUE BONDS OF THE WAYNE COUNTY AIRPORT AUTHORITY AS SUCCESSOR OPERATOR OF THE DETROIT METROPOLITAN WAYNE COUNTY AIRPORT AND WILLOW RUN AIRPORT FOR THE PURPOSE OF PAYING ALL OR A PART OF THE COSTS OF CONSTRUCTING CAPITAL IMPROVEMENTS AT THE AIRPORTS; PROVIDING FOR THE ISSUANCE AND SALE FROM TIME TO TIME OF SUCH BONDS; AND PROVIDING FOR OTHER MATTERS RELATING TO THE BONDS, THE CAPITAL IMPROVEMENTS AND THE AIRPORTS.

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WHEREAS, the Charter County of Wayne, State of Michigan (the "County") owns and, until August 9, 2002, operated the Detroit Metropolitan Wayne County Airport (the "Airport"), located in the City of Romulus in the County, with the power to lease premises and facilities and to grant rights and privileges with respect to the Airport pursuant to the provisions of Act 327, Public Acts of Michigan, 1945, as amended (the "Aeronautics Code"); and

WHEREAS, the County also owns and, until August 9, 2002, operated an airport designated Willow Run Airport, located in the County and in Washtenaw County ("Willow Run Airport," the Airport and Willow Run Airport being referred to herein collectively as the "Airports"), which serves air freight carriers and general aviation needs in the Detroit metropolitan area; and

WHEREAS, to finance part of the cost of the construction and development necessary and desirable to maintain the Airports in accordance with modern standards and requirements and pursuant to the authorization provided by the Aeronautics Code, the County previously issued and sold airport revenue bonds in several series, all supported and secured by the net general revenues of the Airport, under the provisions of Ordinance No. 319, as amended and restated, of the County ("Ordinance No. 319"); and

WHEREAS, Act 90, Michigan Public Acts of 1002 ("Act 90"), which became effective on March 26, 2002, requires the transfer of operational control of certain airports to an airport authority; and

WHEREAS, Act 90 created the Wayne County Airport Authority (the "Authority") as a separate political subdivision and instrumentality and a public agency of the County vested with the powers to manage and operate the Airports on the effective date of the issuance by the Federal Aviation Administration ("FAA") to the Authority of airport operating certificates with

respect to the Airports (the "Approval Date") and, among other things, the FAA's approval of the assignment of existing federal grant agreements to the Authority; and

WHEREAS, August 9, 2002, was the Approval Date on which the Authority assumed operational jurisdiction over the Airports and acquired, succeeded to and assumed exclusive right, responsibility and authority to occupy, control and use the Airports; and

WHEREAS, the Act also provides that the Authority shall assume, accept and become liable for all of the obligations in respect of the Airports, including all of the County's obligations on outstanding bonds issued pursuant to Ordinance No. 319; and

WHEREAS, to confirm its acceptance of the responsibilities conferred by the Act, the Authority determines that it is necessary and desirable to formally assume the County's obligations under and restate and amend Ordinance No. 319.

WHEREAS, the Authority has determined that it is necessary and desirable to continue the ongoing program of capital improvements at the Airports; and

WHEREAS, the Authority has determined that the program shall continue to be financed in part through the issuance of multiple series of airport revenue bonds under the provisions of this Ordinance and with other funds available for such purpose; and

WHEREAS, the Authority has determined that the continued implementation of the capital improvement program will better serve the public health, welfare, safety and convenience of the general public using the Airports;

THEREFORE, THE WAYNE COUNTY AIRPORT AUTHORITY HEREBY ASSUMES, AMENDS AND RESTATES ORDINANCE NO. 319 AND HEREBY ADOPTS THE FOLLOWING AS ITS MASTER AIRPORT REVENUE BOND ORDINANCE:

## ARTICLE I

### DEFINITIONS

Section 101. Meaning of Words and Terms. In addition to the terms elsewhere defined in this Ordinance, the following words and terms used in this Ordinance shall have the following meanings, unless some other meaning is plainly intended and shall be either singular or plural, as the context may require.

“Accountant” means an independent certified public accountant or a firm of independent certified public accountants having a favorable reputation for skill in performing similar duties to the duties imposed on the Accountant under this Ordinance selected by the Authority Board from recommendations made by the Audit Committee as provided in Act 90.

“Act 90” means Act 90, Public Acts of Michigan, 2002.

“Act 94” means Act 94, Public Acts of Michigan, 1933, as amended.

“Act 34” means Act No. 34, Public Acts of Michigan, 2001, as amended.

“Act 327” or “Aeronautics Code” means Act 327, Public Acts of Michigan, 1945, as amended.

“Additional Bonds” means airport revenue bonds of equal standing with the Bonds, issued under and in accordance with this Ordinance for the purposes set forth in Section 208.

“Airport” means the entire Detroit Metropolitan Wayne County Airport, including all of its properties, real, personal or mixed, all buildings and all other improvements, additions or extensions thereto located thereon or appurtenant thereto, now existing or hereafter acquired.

“Airports” means the Airport and Willow Run Airport.

“Airport Consultant” means any professionally qualified person, firm or corporation recognized in the air transportation industry and of favorable reputation for skill and experience

in performing the duties of providing consulting services to airport operators at airports comparable in size and function to the Airport.

“Airport Development Fund” means the fund created pursuant to Section 501G.

“Airport Discretionary Fund” means the fund created by Section 501F.

“Audit Committee” means the Audit Committee appointed by the Authority Board as required by Act 90.

“Authority” means the Wayne County Airport Authority created by Act 90.

“Authority Board” means the governing body of the Authority.

“Authorized Officer” means the Chief Executive Officer, the Chief Financial Officer, or officer designated by the Authority Board for the Authority or the designee of any of them, plus, in the case of required certification of Requisition Certificates and Completion Certificates, and unless a majority of bondholders consent to eliminating this requirement, the Consulting Architect or Engineer for the related component(s) of the Capital Improvement Program.

“Bonds” means any bond or Series of bonds, established and created by the County under Section 202A of Ordinance No. 319 or by the Authority under Section 202A of this Ordinance and issued pursuant to a Series Ordinance, and Reimbursement Obligations of equal standing with the Bonds established and created by a Series Ordinance.

“Bond Counsel” means any nationally recognized bond counsel acceptable to the Trustee and the Authority.

“Bond Fund” means the fund created pursuant to Section 501B.

“Bond Payment Date” means any of the dates specified in a Series Ordinance for payment of interest, or interest and principal on the Bonds or Junior Lien Bonds.

“Bond Registrar” means the Trustee.

“Bond Reserve Account” means the account in the Bond Fund created pursuant to Section 501B.

“Bondholder” or any similar term means any person or party who shall be the registered owner of any Bond or Junior Lien Bond.

“Capital Improvement Program” means the ongoing program of capital improvements at the Airports, as approved by the County prior to August 9, 2002, or since that date by the Authority as the successor to the County, as the same may be modified from time to time by the Authority.

“Chief Executive Officer” means the Chief Executive Officer of the Authority.

“Chief Financial Officer” means the Chief Financial Officer of the Authority.

“Code” means the Internal Revenue Code of 1986, as amended, and the regulations, rulings and court decisions thereunder, as the context may require.

“Completion Certificate” means a Completion Certificate in the form attached hereto as Exhibit B.

“Completion Date” means the date on which the acquisition, construction and installation of the portion of the Capital Improvement Program to be financed with the proceeds of a particular Series of Bonds or Junior Lien Bonds is complete, as evidenced by the filing of a Completion Certificate with the Trustee.

“Construction Fund” means the fund created pursuant to Section 401.

“Consulting Architect or Engineer” means an independent architect or engineer or firm of professional architects or engineers, registered pursuant to the laws of the State of Michigan, from time to time selected by the Authority in accordance with its procurement policy and Act



90 to design or supervise the design and oversee the construction and installation of the Capital Improvement Program or components of the Capital Improvement Program.

“County” means the Charter County of Wayne, State of Michigan.

“Credit Entity” means with respect to a Series of Bonds or Junior Lien Bonds or a maturity of such Series a commercial bank, a bond insurance company, any other financial institution or combination of such financial institutions or governmental entity which issues a Credit Facility for such Series of Bonds or Junior Lien Bonds or maturities but only while such Credit Facility is outstanding or Reimbursement Obligations or Junior Lien Reimbursement Obligations or other amounts are outstanding under any written agreement with a Credit Entity pursuant to which a Credit Facility is issued.

“Credit Facility” means one or more credit facilities with respect to a Series of Bonds or Junior Lien Bonds or maturity of such Series consisting of an irrevocable and unconditional letter of credit, line of credit, bond purchase agreement, municipal bond insurance policy, surety bond or other credit enhancement facility issued by a Credit Entity as described in Section 213 hereof to provide moneys for the purpose of paying the principal (whether upon tender or upon maturity or redemption) of and the interest on such Series of Bonds or Junior Lien Bonds but only while such Credit Facility is outstanding.

“Debt Service” means the amount scheduled to become due and payable annually on all Outstanding Bonds and Junior Lien Bonds as (i) interest, exclusive of interest capitalized on such Outstanding Bonds and Junior Lien Bonds and paid from the proceeds of a Series of Bonds or Junior Lien Bonds or investment earnings on such capitalized interest, plus (ii) principal, plus (iii) Mandatory Redemption Requirements. For purposes of calculating Debt Service:

- (i) All principal payments shall be made as and when the same shall become due or upon mandatory redemption;
- (ii) Outstanding Variable Rate Bonds shall be deemed to bear interest during any period after the date of calculation at a fixed annual rate equal to the weighted average of the actual rates on such Variable Rate Bonds for each day during the 365 consecutive days (or any lesser period such Variable Rate Bonds have been Outstanding) ending on the last day of the month next preceding the date of computation, or at the effective fixed annual rate thereon as a result of a Swap Agreement with respect thereto; provided, that such effective fixed annual rate for Variable Rate Bonds subject to a Swap Agreement must be utilized as long as such Swap Agreement is contracted to remain in full force and effect, and provided further, that for purposes of establishing compliance with the requirements of Section 208, Outstanding Variable Rate Bonds shall be deemed to bear interest as provided for Variable Rate Bonds proposed to be issued in clause (iii) below;
- (iii) Variable Rate Bonds proposed to be issued shall be deemed to bear interest at a fixed annual rate equal to the average of the interest rates published in The Bond Buyer Revenue Bond Index during the twelve (12) months preceding the date of issuance of such Variable Rate Bonds, or at the effective fixed annual rate thereon as a result of a Swap Agreement with respect to such Variable Rate Bonds; and provided, that such

effective fixed annual rate must be utilized only so long as such Swap Agreement is contracted to remain in full force and effect;

- (iv) Any computation of Debt Service shall recognize and give effect to the alternative, rather than the cumulative, nature of obligations on Bonds or Junior Lien Bonds, including any related Reimbursement Obligations or Junior Lien Reimbursement Obligations to a provider of credit enhancement or a liquidity facility securing payment of such Bonds or Junior Lien Bonds. A termination payment which becomes payable pursuant to the terms of a Swap Agreement entered into after 1996 shall constitute interest as provided in Act 34.

"Default" means a default or event of default as such terms are defined in Section 701.

"General Limitations" means those general limitations on Authority action or failure to act specified on Section 802.

"Government Obligations" means any of the following which at the time of investment are legal investments under Michigan law for the moneys proposed to be invested therein: investments described in Section 506(i) or (ii).

"Insurance Consultant" means an independent person or a firm of persons having skill and experience in dealing with the insurance requirements of enterprises similar to the Airport and in performing the duties to be imposed upon it by this Ordinance.

"Investment Obligations" means those investments permitted in Section 506 for the investment of the funds and accounts created hereby.

"Issuance Costs" means items of expense payable or reimbursable directly or indirectly by or to the Authority and related to the authorization, sale and issuance of Bonds or Junior Lien Bonds and authorization of this Ordinance, which items of expense shall include, but not be limited to, application fees and expenses, publication costs, printing costs, costs of reproducing

documents, filing and recording fees, Bond Counsel, financial and other consultants' fees, initial Trustee's fees, underwriters' fees and discount, costs of credit ratings, costs of Credit Facilities and charges for execution, transportation and safekeeping of the Bonds or Junior Lien Bonds and related documents, and other costs, charges and fees in connection with the foregoing.

**"Junior Lien Bond Fund"** means the fund created pursuant to Section 501C.

**"Junior Lien Bonds"** means any bonds or Series of bonds, issued by the County under Section 202B of Ordinance No. 319 or by the Authority under Section 202B of this Ordinance, issued pursuant to a Series Ordinance and payable from Net Revenues deposited in the Junior Lien Bond Fund after satisfaction of requirements for funding the Bond Fund, and Junior Lien Reimbursement Obligations established and created by a Series Ordinance.

**"Junior Lien Reimbursement Obligations"** means any obligations to repay a Credit Entity for payments of Debt Service made with respect to a Series of Bonds or Junior Lien Bonds, as provided in any written agreement between the Authority and a Credit Entity pursuant to which a Credit Facility is issued, which Junior Lien Reimbursement Obligations may be evidenced by Refunding Bonds or Junior Lien Bonds or contractual undertakings with the Credit Entity.

**"Mandatory Redemption Requirement"** means as to each Series of Bonds or Junior Lien Bonds for any year, the principal amount of Bonds or Junior Lien Bonds of such series subject to mandatory sinking fund redemption in such year, as provided in the Series Ordinance or Sale Resolution for each Series of Bonds or Junior Lien Bonds.

**"Net Proceeds"** means the gross proceeds derived by the Authority from insurance or as an award arising from condemnation of all or part of either of the Airports, less payment of attorneys fees and other expenses properly incurred in the collection thereof.

**"Net Revenues"** means Revenues less Operation and Maintenance Expenses.

“Operating Reserve Amount” means the amount required in Section 501D to be on deposit in the Operation and Maintenance Reserve Fund.

“Operating Year” means the fiscal year of the Authority.

“Operation and Maintenance Expenses” means the reasonable expenses of administration, operation and maintenance of the Airport.

“Operation and Maintenance Fund” means the fund created pursuant to Section 501A.

“Operation and Maintenance Reserve Fund” means the fund created pursuant to Section 501D.

“Ordinance” means this Ordinance as from time to time restated, amended or supplemented by supplemental ordinances in accordance with the terms and provisions hereof, and shall include the Series Ordinance and Sale Resolution (if any) or Order (if any) of the Chief Executive Officer, for each Series of Bonds or Junior Lien Bonds.

“Ordinance No. 319” means Amended and Restated Ordinance No. 319 of the County, most recently dated April 14, 1998, and effective August 16, 1998, and superseded and replaced by this Ordinance.

“Other Available Moneys” means, for any Operating Year, the amount of money determined by the Chief Financial Officer in concurrence with the Chief Executive Officer to be transferred by the Authority for such Operating Year from PFCs or other sources other than Revenues to the Bond Fund or the Junior Lien Bond Fund.

“Outstanding” means, as of any date, all Bonds or Junior Lien Bonds which have been authenticated and delivered by the Trustee (including Bonds or Junior Lien Bonds tendered which may be owned by the Authority, from time to time prior to the remarketing thereof), except:

(i) Bonds or Junior Lien Bonds (or portions of Bonds or Junior Lien Bonds) for the payment or redemption of which there shall be held in trust by the Trustee under this Ordinance (whether at or prior to maturity or redemption) (a) moneys equal to the principal amount or Redemption Price thereof, as the case may be, with interest to the date of maturity or redemption or (b) Sufficient Government Obligations in such principal amounts, having such maturities and bearing such interest, as together with the moneys described in clause (a), if any, shall be sufficient without reinvestment to pay when due the principal amount or Redemption Price, as the case may be, with interest due to the date of maturity or redemption; provided, that if such Bonds or Junior Lien Bonds are to be redeemed, notice of such redemption shall have been given as provided in Article III or provisions satisfactory to the Trustee shall have been made for giving of such notice, (ii) Bonds or Junior Lien Bonds in lieu of or substitution for which other Bonds or Junior Lien Bonds shall have been delivered pursuant to Ordinance No. 319 or this Ordinance, (iii) Bonds or Junior Lien Bonds deemed to have been paid or defeased as provided under Ordinance No. 319 or this Ordinance and (iv) Bonds or Junior Lien Bonds subject to a mandatory tender which have not been tendered prior to the related tender date which are deemed to have been redeemed.

“Passenger Facility Charge” or “PFC” means the passenger facility charge as authorized under 49 U.S.C. § 40117, or any predecessor or successor law, and as approved by the Federal Aviation Administration (or successor agency) from time to time, or such other similar charge imposed by the Authority on passengers enplaned at the Airport.

“Person” means any natural person, firm, partnership, entity or public body.

“Plans and Specifications” means the drawings, plans, blueprints and technical specifications approved by the Authority and relating to the design, installation and construction of various components of the Capital Improvement Program, as amended from time to time.

“Program Costs” shall be deemed to include the costs of design, acquisition, construction, installation, and financing of the Capital Improvement Program, including, but not limited to obligations of the Authority incurred for: (a) machinery, furnishings and equipment and for labor and to contractors, builders and materialmen in connection with the planning, design, acquisition, construction and installation of capital projects which comprise part of the Capital Improvement Program or any portion thereof; (b) the cost of contract bonds and of insurance of all kinds that may be required or necessary during the course of construction of capital projects which comprise part of the Capital Improvement Program or any portion thereof which is not paid by the contractor or contractors or otherwise provided for; (c) architectural and engineering expenses for test borings, surveys, estimates, Plans and Specifications and preliminary investigations therefor, and for supervising construction, as well as for the performance of all other duties required for the proper construction of capital projects which comprise part of the Capital Improvement Program or any portion thereof; (d) Issuance Costs; (e) all other costs which the Authority shall be required to pay, under the terms of any contract or contracts approved by the County or the Authority as the successor of the County, for the planning, design, acquisition, construction and installation of capital projects which comprise part of the Capital Improvement Program or any portion thereof including any legal costs and master planning, environmental and economic impact studies undertaken in connection therewith; (f) any sums required to reimburse the County, the Authority or any air carrier (pursuant to an agreement with the Authority) for advances made by it for any of the above items, or for any other costs incurred

and for work done by any of them which are properly chargeable to the Capital Improvement Program; and (g) any other costs properly chargeable to the Construction Fund under Act 94.

“Rating Agency” means any nationally recognized rating service then rating the Bonds or Junior Lien Bonds.

“Rebate Fund” means the fund created pursuant to Section 503.

“Redemption Price” means the principal of any Bond or Junior Lien Bonds which has been called for redemption, together with any premium thereon.

“Refunding Bonds” means any Bonds or Junior Lien Bonds issued pursuant to Section 209 of this Ordinance.

“Reimbursement Obligations” means any obligations to repay a Credit Entity for payments of Debt Service made with respect to a Series of Bonds as provided in any written agreement between the Authority (as successor to the County or otherwise) and a Credit Entity pursuant to which a Credit Facility is issued, which Reimbursement Obligations may be evidenced by the Bonds of such Series, Refunding Bonds or contractual undertakings with the Credit Entity.

“Renewal and Replacement Fund” means the fund created pursuant to Section 501D.

“Replacement Requirement” means the amount required in Section 501D to be on deposit in the Renewal and Replacement Fund.

“Requisition Certificate” means a requisition certificate in the form attached hereto as Exhibit A.

“Reserve Requirement” means an amount equal to the maximum annual Debt Service requirements for each Series of Outstanding Bonds which amount is required to be on deposit or, if permitted by law, otherwise provided for (including, but not limited to, through provision of a



letter of credit, surety bond or insurance policy in the same amount) in the Bond Reserve Account; provided, however, that such requirement may be satisfied by a deposit at the time of issuance of a Series of Bonds or by an accumulation on a scheduled basis of Bond proceeds, investment earnings or other deposits which will result in an amount equal to the Reserve Requirement for such Series of Bonds being on deposit no later than the date of the last scheduled application of all capitalized interest for such Series; provided, further, that with respect to a Series of Bonds which are proposed to be issued as Variable Rate Bonds, the Reserve Requirement shall be calculated utilizing the assumptions set forth under subparagraph (iii) of the definition of Debt Service; and provided that in no event shall the Reserve Requirement exceed the maximum permitted by the Code. Any Reserve Requirement with respect to one or more Series of Junior Lien Bonds shall be established by the related Series Ordinance.

“Revenue Fund” means the fund created pursuant to Section 501.

“Revenues” means the general revenues derived from the operation of the Airport, which shall include all moneys deposited in the Revenue Fund, from whatever source, and all income derived from the charges, fees, rentals and rates charged for services, facilities and commodities furnished by the Airport, whether such income shall be derived from its function as an Airport or not, and including, but not by way of limitation, concessions, rentals, auto parking fees, service charges derived from the operation of the terminal complex buildings and facilities, airplane landing fees, non-airline gasoline fees and miscellaneous charges and rentals from other facilities and services and investment earnings or general revenues derived from the operation of the Airport accumulated by the Authority prior to deposit in the Revenue Fund; provided, however, that the term “Revenues” shall not be construed to include (i) rentals or other amounts to be paid

in the future by any Person pursuant to a lease or other agreement with the County or the Authority, which rentals or other amounts are pledged for the payment of bonds issued to provide funds to construct Special Facilities, (ii) the proceeds of federal grants or Passenger Facility Charges, or the proceeds of any other grant, charge or tax intended as a replacement therefor or other capital contributions from any source, or (iii) the Net Proceeds of insurance or condemnation proceeds resulting from the damage or destruction or taking of any portion of the Airport.

“Sale Resolution” or “Sale Order” means a resolution or resolutions of its County adopted by the County Commission in accordance with Ordinance No. 319 prior to the Approval Date or the Authority adopted by the Authority Board in accordance with Article II or an Order of the County Executive Officer of the County prior to the Approval Date or of the Chief Executive Officer of the Authority authorizing the sale of a Series of Bonds or Junior Lien Bonds in accordance with the terms and provisions of Ordinance No. 319 or this Ordinance and a Series Ordinance.

“Serial Bonds” means the portion of the Bonds or Junior Lien Bonds of any Series designated as Serial Bonds.

“Series” means a Series of Bonds or Junior Lien Bonds issued and sold pursuant to a Series Ordinance and this Ordinance or Ordinance No. 319.

“Series Ordinance” means an ordinance or ordinances, including, if necessary, a Sale Resolution or Order, of the County prior to the Approval Date or the Authority as successor to the County authorizing the issuance and sale of a Series of Bonds or Junior Lien Bonds in accordance with the provisions hereof, adopted by the County (prior to the Approval Date) or the

Authority as successor to the County or executed by the County Executive or the County (prior to the Approval Date) or the Authority's Chief Executive Officer in accordance with Article X.

"Special Facilities" means a building or buildings or facilities constructed at the Airport for the use of any Person including both terminal and non-terminal improvements for the use of such Person, either exclusively or in common with others, or for public use as agreed upon by the Authority and such Person, for which rentals or other amounts are to be paid by such Person pursuant to a lease or other agreement assumed by or with the Authority, which rentals or other amounts are pledged for the payment of bonds issued by the County or the Authority to construct such facilities.

"State" means the State of Michigan.

"Sufficient Government Obligations" means (a) direct obligations of the United States of America or (b) obligations the principal of and interest on which are fully guaranteed by the United States of America, and which (i) are not redeemable at the option of the issuer and (ii) without reinvestment of the interest, come due at such times and in such amounts as to be fully sufficient to pay the principal or Redemption Price and interest, respectively, as each becomes due on the Bonds or Junior Lien Bonds.

"Swap Agreement" means any interest rate exchange or swap, hedge or other similar agreement or agreements entered into in connection with the issuance of obligations or other evidences of indebtedness or in connection with the Authority's then Outstanding Bonds or Junior Lien Bonds within the limitations provided by Act 34 or its predecessor statute.

"Swap Provider" means any party with whom the Authority (as successor to the County or otherwise) has or shall enter into a Swap Agreement.

“Term Bonds” means that portion of the Bonds or Junior Lien Bonds of any Series designated as Term Bonds.

“Trustee” means an independent bank or trust company qualified and appointed pursuant to Article IX to act as Trustee hereunder and any company into which the Trustee may be merged or converted or with which it may be consolidated, or any company resulting from any merger, conversion or consolidation to which the Trustee shall be a party, or any company to which the Trustee may sell or transfer all or substantially all of its corporate trust business, provided such company shall be a trust company or bank which is qualified to be a successor Trustee under Section 907, or any other bank or trust company at any time substituted in its place pursuant to this Ordinance.

“Variable Rate Bonds” means any Bonds or Junior Lien Bonds the interest rate on which is not fixed to maturity as of the date of the calculation being performed.

“Willow Run Airport” means the air freight service and general aviation airport by that name operated by the Authority.

## ARTICLE II

### NECESSITY AND ISSUANCE OF BONDS AND JUNIOR LIEN BONDS

Section 201. Necessity; Public Purpose. It is hereby determined to be a necessary public purpose of the Authority to acquire, construct and install capital projects included in the Capital Improvement Program.

Section 202. Authorization of Bonds and Junior Lien Bonds.

A. There has been established and created an issue of Bonds of the Authority known and designated as “Airport Revenue Bonds,” which Bonds may be issued in one or more series as hereinafter provided without limitation as to amount except as provided in this Ordinance.

The Bonds shall be revenue obligations of the Authority, payable on a parity basis solely from the Net Revenues. This Ordinance creates, in the manner and to the extent provided herein, a statutory lien on the Net Revenues, which are hereby pledged to secure the full and final payment of the principal or Redemption Price of and interest, if any, on all the Bonds on a pari passu basis as specified in a Series Ordinance or Sale Order relating to such Series of Bonds.

B. There has also been established and created an issue of Junior Lien Bonds of the Authority, known and designated as "Airport Revenue Bonds, Junior Lien" which are also revenue obligations of the Authority, which may be issued from time to time in multiple series payable from Net Revenues after making required deposits for the Bonds in the Bond Fund and otherwise as provided in a Series Ordinance or Sale Resolution. Subject to the prior lien of the Bonds this Ordinance creates, in the manner and to the extent provided herein, a statutory lien on the Net Revenues, which are also hereby pledged to secure the full and final payment of the principal or Redemption Price of and interest, if any, on all the Junior Lien Bonds.

C. This Ordinance also permits the Authority to enter into Swap Agreements from time to time. Subject to the prior lien of the Bonds, this Ordinance creates a security interest in the Net Revenues, on parity with the lien in favor of the holders of Junior Lien Bonds, which are pledged to secure the amounts payable under any such Swap Agreement entered into after August 16, 1998.

Section 203. Provisions for Issuance of Bonds and Junior Lien Bonds. The Bonds of each Series shall, in addition to the title "Airport Revenue Bonds (Detroit Metropolitan Wayne County Airport)," contain an appropriate series designation. The issuance and sale of the Bonds of each Series shall be authorized by a Series Ordinance. Interest, if any, on each Series of Bonds shall be payable as provided in the Series Ordinance for such Series.

The Bonds or Junior Lien Bonds of each Series shall be issued in the form of bearer or fully-registered bonds (as permitted by law) in denominations as specified in the related Series Ordinance, numbered in order of authentication, and may be Term Bonds, Serial Bonds or both maturing on the dates or subject to Mandatory Sinking Fund Redemption on the dates in the years, in the amounts and in the manner provided in the Series Ordinance or Sale Resolution for such Series, provided, however, that unless otherwise permitted by law, the maturity or mandatory sinking fund redemption dates (other than the years) shall for each Series be as established for the first Series of Bonds.

Each Series Ordinance authorizing the issuance and sale of a Series of Bonds or Junior Lien Bonds shall also specify:

- (1) The authorized principal amount and designation of such Series as Bonds or Junior Lien Bonds;
- (2) The capital projects of the Capital Improvement Program for which such Series of Bonds or Junior Lien Bonds is being issued, which shall be for purposes authorized by this Ordinance, Act 90, Act 94 and Act 327, and the description, estimated cost and period of usefulness of such capital projects proposed to be financed thereby;
- (3) The date or dates, maturity date or dates and amounts of each maturity and the interest payment dates (if any) of the Bonds or Junior Lien Bonds of such Series;
- (4) The interest rate or rates or yields to maturity, or the method of determining such rates or yields to maturity;
- (5) The portion of the Series of Bonds or Junior Lien Bonds that are Term Bonds and that are Serial Bonds;
- (6) The Mandatory Redemption Requirement, if any, for the Term Bonds;

- (7) The denomination or denominations of, and the manner of numbering and lettering the Bonds or Junior Lien Bonds of such Series;
- (8) The place or places of payment of the principal or Redemption Price, if any, of and interest, if any, on the Bonds or Junior Lien Bonds of such Series.
- (9) The Redemption Price or Redemption Prices, if any, and subject to Article II, the redemption terms, if any, for the Bonds or Junior Lien Bonds of such Series;
- (10) Provisions for the sale and delivery of the Bonds or Junior Lien Bonds of such Series;
- (11) The form or forms of the Bonds or Junior Lien Bonds of such series;
- (12) The officer or officers authorized to perform duties with respect to the Series of Bonds or capital projects to be financed therewith;
- (13) The period, if any, during which interest on such Series shall be capitalized and the method of capitalizing such interest, whether by a single deposit from Bond or Junior Lien Bond proceeds or a scheduled accumulation of investment earnings on an initial deposit;
- (14) The method by which the Reserve Requirement, if any, for such Series shall be satisfied;
- (15) Any other provisions deemed advisable by the Authority, not in conflict with the provisions of this Ordinance, including the provision of credit enhancement or liquidity for the payment of such Series or other methods of securing such Series, as well as provisions relating to the payment of Reimbursement Obligations all as authorized by Section 7a of Act 94; and

(16) Any Series Ordinance authorizing the issuance of Variable Rate Bonds shall specify:

- (a) the method of calculating the interest rates to be borne by such Bonds or Junior Lien Bonds,
- (b) the interest rate period or periods for such interest rate calculations,
- (c) the type of Credit Facility, if any, required for such Bonds or Junior Lien Bonds and the terms relative to such Credit Facility,
- (d) the method for changing the interest rate or interest rate periods including the method for changing the interest rate to a fixed rate,
- (e) the maximum rate of interest which may be borne by such Bonds or Junior Lien Bonds,
- (f) provisions for the tender and remarketing of such Bonds or Junior Lien Bonds, and
- (g) requirements for the selection of a remarketing agent, if any, and paying agent for such Bonds or Junior Lien Bonds.

All Bonds of a Series shall be identical in all respects, except as to maturity, denomination, number, letters, and rates of interest. All Junior Lien Bonds of a Series shall be identical in all respects, except as to maturity, denomination, number, letters and rates of interest. Bonds or Junior Lien Bonds of any Series may be issued without provision for interest payments and a Series Ordinance authorizing the issuance of a Series of Bonds or Junior Lien Bonds may provide that the principal amount of such Bonds or Junior Lien Bonds shall increase subsequent to the date of issuance in accordance with the terms and conditions of such Series Ordinance.

The Series Ordinance for each Series of Bonds or Junior Lien Bonds may provide parameters for the principal amounts, interest rates, dates, maturities and redemption provisions for such Series referred to above, providing for a final determination of such matters in a Sale Resolution for such Series or by delegation to the Chief Executive Officer, Chief Financial Officer or other specified Authority official.



The proceeds of the sale of each Series of Bonds or Junior Lien Bonds shall be immediately deposited with the Trustee in the Funds and Accounts as specified in the Series Ordinance for such Series, provided, that (i) an amount equal to the accrued interest and premiums, if any, received on the delivery of such Series of Bonds or Junior Lien Bonds and an amount equal to any capitalized interest on such Series of Bonds or Junior Lien Bonds to be paid from Bond or Junior Lien Bonds proceeds shall be deposited in the Bond Fund or Junior Lien Bond Fund, as appropriate and (ii) any Bond or Junior Lien Bond proceeds required to satisfy a Reserve Requirement shall be deposited in the Bond Reserve Account in the Bond Fund or the Junior Lien Bond Reserve Account in the Junior Lien Bond Fund, respectively and (iii) Bond or Junior Lien Bond proceeds to be used to pay Program Costs shall be deposited in the account established for such Series in the Construction Fund. Such deposits may be made in amounts which together with anticipated investment earnings thereon will equal the related requirements of such Funds and Accounts by a scheduled date.

Section 204. Bond Execution and Delivery. The Bonds or Junior Lien Bonds shall be executed in the name of the Authority by manual or facsimile signature of the Chief Executive Officer and countersigned by manual or facsimile signature of the Chief Financial Officer, and shall have the Authority's seal, if any, or facsimile thereof affixed or printed thereon. No Bond or Junior Lien Bond shall be valid until authenticated by an authorized representative of the Trustee.

Each Series of Bonds or Junior Lien Bonds shall be delivered to the Trustee for authentication and be delivered by the Trustee to the purchaser(s) thereof in accordance with a written direction of the Authorized Officer of the Authority upon payment of the purchase price for such Series of Bonds or Junior Lien Bonds. Executed blank bonds for registration and

issuance to transferees shall simultaneously, and from time to time thereafter as necessary, be delivered to the Trustee for safekeeping.

Section 205. Preparation of Definitive Bonds; Temporary Bonds. Until the definitive Bonds or Junior Lien Bonds of a Series are ready for delivery, there may be executed, and upon direction of the Authorized Officer of the Authority, the Trustee shall deliver, in lieu of definitive Bonds or Junior Lien Bonds and subject to the same limitations and conditions, except as to identifying numbers, printed, engraved, lithographed or typewritten temporary bonds or as a single bond in the form of a registered bond or bonds without coupons, substantially of the tenor specified in the Series Ordinance for such Series of Bonds or Junior Lien Bonds and with appropriate omissions, insertions and variations as may be required. The Authority shall cause the definitive bonds to be prepared and to be executed and delivered to the Trustee, and the Trustee, upon presentation to it of any temporary bond, shall cancel the same or cause the same to be canceled and shall deliver, in exchange therefor, at the place designated by the Bondholder, without expense to the Bondholder, a definitive bond or bonds in the same aggregate principal amount and bearing interest at the same rate as the temporary bonds and entitled to the same benefit of this Ordinance.

The Series Ordinance or Sale Resolution for a Series of Bonds or Junior Lien Bonds may provide for the delivery of such Series in book-entry-only form.

Section 206. Bond Registration and Transfer. Any Bond or Junior Lien Bond may be transferred upon the books required to be kept pursuant to this Section by the person in whose name it is registered, in person or by his duly authorized attorney, upon surrender of the Bond or Junior Lien Bond for cancellation, accompanied by delivery of a duly executed written instrument of transfer in a form approved by the Trustee. Whenever any Bond or Junior Lien

Bond or Bonds shall be surrendered for transfer, the Authority shall execute and the Trustee shall authenticate and deliver a new Bond or Junior Lien Bonds of the same interest rate and maturity and for like aggregate principal amount. The Trustee shall require payment by the Bondholder requesting the transfer of any tax or other governmental charge required to be paid with respect to the transfer. The Authority shall not be required to issue, register the transfer of, or exchange any Bond or Junior Lien Bond selected for redemption, except the unredeemed portion of the Bonds being redeemed in part, or after the record date immediately prior to the maturity of any Bond or Junior Lien Bond.

The Trustee shall keep or cause to be kept, at its corporate trust office, sufficient books for the registration and transfer of the Bonds or Junior Lien Bonds, which shall at all times be open to inspection by the Authority; and, upon presentation for such purpose, the Trustee shall, under such reasonable regulations as it may prescribe, transfer or cause to be transferred, on said books, Bonds as hereinbefore provided.

Section 207. Defeasance. The statutory lien upon the Net Revenues established by this Ordinance shall continue until payment in full of the principal or Redemption Price and interest on the Bonds and Junior Lien Bonds or until sufficient cash or Sufficient Government Obligations shall have been deposited in trust for payment in full of all Bonds and Junior Lien Bonds to be defeased and sufficient funds shall have also been provided for paying all other obligations payable hereunder by the Authority with respect to the Bonds and Junior Lien Bonds to be defeased. If any of the Bonds or Junior Lien Bonds are to be called for redemption prior to maturity, irrevocable instructions to call the Bonds or Junior Lien Bonds for redemption shall be given to the Trustee after such deposit has been made.

Upon deposit of sufficient cash or Sufficient Government Obligations, as provided above, the statutory lien shall be terminated with respect to the Bonds or Junior Lien Bonds to be paid or defeased, the holders of such Bonds or Junior Lien Bonds shall have no further rights under this Ordinance except for payment from the deposited funds and the replacement or transfer of registration of Bonds or Junior Lien Bonds, and such Bonds or Junior Lien Bonds shall no longer be considered to be Outstanding. The Authority shall not defease Variable Rate Bonds without having first obtained a confirmation of the rating on such Variable Rate Bonds from each nationally-recognized rating agency then rating the Variable Rate Bonds indicating that the rating on such Variable Rate Bonds will not be reduced or withdrawn due to the defeasance.

**Section 208. Limitations on Additional Bonds.**

(a) The Authority may authorize the issuance of Series of Bonds or Junior Lien Bonds under any circumstances so long as there exists no Default or Event of Default under this Ordinance known to the Authority at the time the Series of Bonds or Junior Lien Bonds is authorized to be issued by adoption of a Series Ordinance and in the case of any Series of Bonds or Junior Lien Bonds issued after delivery of the initial Series, if the Authority obtains an opinion of Bond Counsel that the issuance of such Series of Bonds or Junior Lien Bonds will not impair the tax exempt status of any prior Series of Bonds or Junior Lien Bonds.

(b) In addition,

(x) unless the purpose for which a Series of Bonds is to be issued is to finance the cost of completing the acquisition, construction and installation of an element of the Capital Improvement Program with respect to which a Series of Bonds has previously been issued, and provided that such Series of Bonds proposed to be issued for such purpose are proposed to be issued in principal amount of not to exceed 10% of the face

amount of the Series of Bonds originally issued to pay for the costs of that element of the Capital Improvement Program, or

(y) unless the purpose for which a Series of Bonds is to be issued is, except as provided in Section 209(a), to refund Outstanding Bonds,

prior to issuing a Series of Bonds the Authority shall also first provide a report of an Airport Consultant projecting (i) Revenues and Revenue Fund balances plus (ii) Other Available Moneys and any amounts estimated to be available to pay capitalized interest sufficient for the first three full Operating Years commencing after completion of construction of the capital projects to be funded from the proceeds of the Series of Bonds proposed to be issued to satisfy the rate covenant described in Section 604 of this Ordinance and any other applicable covenants contained in any Series Ordinance taking into account the Series of Bonds proposed to be issued.

As an alternative to providing the report of the Airport Consultant described above the Authority may authorize the issuance of a Series of Bonds if it delivers to the Trustee a certificate of the Chief Financial Officer (accompanied by an Accountant's report) certifying that, taking all Outstanding Bonds (other than any Bonds proposed to be refunded by the Series of Bonds proposed to be issued) and the Series of Bonds proposed to be issued into account as if it had been issued at the beginning of the most recent Operating Year for which audited financial statements for the Authority are available, the Net Revenues together with Other Available Moneys actually deposited in the Bond Fund for such Operating Year were not less than 125% of the Debt Service with respect to such Outstanding Bonds and proposed Series of Bonds for such period. In calculating Net Revenues, any unencumbered fund balance in the Revenue Fund on the last day of the Operating Year preceding the Operating Year for which the calculation is made may be taken into account as provided in Section 604.

In the event that a Series of Bonds is issued or proposed to be issued as Variable Rate Bonds, for the purpose of determining compliance with the requirements of this Section, such Variable Rate Bonds shall be assumed to bear interest at a fixed rate as provided in clauses (ii) or (iii) of the definition of Debt Service, as applicable. Bonds proposed to be issued shall also be assumed to have a thirty year level debt service amortization schedule, unless otherwise specified in the Series Ordinance for such Series.

The Authority shall retain an Accountant to verify compliance with the requirements of the preceding paragraphs.

Section 208A. Limitations on Additional Junior Lien Bonds. The Authority may authorize the issuance of one or more additional series of Junior Lien Bonds upon the satisfaction of the following conditions:

(i) the Authority is not aware of the existence of any Default or Event of Default under this Ordinance at the time the Series Ordinance for such Series of Junior Lien Bonds is adopted; and

(ii) the issuance of the Junior Lien Bonds will not, in the opinion of Bond Counsel, impair the tax exempt status of any prior Series of Bonds or Junior Lien Bonds.

In addition, prior to issuing a Series of Junior Lien Bonds, other than Junior Lien Bonds proposed to be issued to refund Bonds or Junior Lien Bonds, the Chief Financial Officer shall certify to the Trustee that the sum of (a) the Net Revenues for the most recently completed Operating Year, (b) the amount of Other Available Moneys actually deposited in the Bond Fund for the most recently completed Operating Year, and (c) the average of (i) the amount of Other Available Moneys actually deposited in the Junior Lien Bond Fund for the most recently completed Operating Year, and (ii) each annual amount of Other Available Moneys which the

Airport Consultant certifies to the Authority may reasonably be expected to be received by the Authority and deposited in the Junior Lien Bond Fund over the period that the proposed and outstanding Series of Junior Lien Bonds are projected to be Outstanding, is not less than 110% of the Debt Service with respect to such Outstanding Bonds and Outstanding Junior Lien Bonds and of the average annual Debt Service with respect to the proposed Series of Junior Lien Bonds, in each case for the Operating Year in which the Series of Junior Lien Bonds is proposed to be issued and the four next succeeding Operating Years.

In calculating Net Revenues, any unencumbered fund balance in the Revenue Fund on the last day of the Operating Year preceding the Operating Year for which the calculation is made may be taken into account as provided in Section 604 of this Ordinance. In making the calculations required by this Section, the Authority shall also take into account (a) all Outstanding Bonds and Outstanding Junior Lien Bonds (other than Bonds or Junior Lien Bonds proposed to be refunded by the Series of Junior Lien Bonds proposed to be issued) and (b) the Series of Junior Lien Bonds proposed to be issued as if it had been issued at the beginning of the most recent Operating Year for which audited financial statements for the Airport are available. The certificate of the Chief Financial Officer shall also be accompanied by an Accountant's report verifying compliance with the requirements of this Section.

Section 209. Refunding Bonds. (a) Refunding Bonds of one or more series may be issued and delivered, subject to the provisions and limitations of this Section and the limitations contained in Section 208(a), for the purpose of refunding any Bonds or Junior Lien Bonds then outstanding, and for paying Issuance Costs and making deposits, if necessary, to the Bond Reserve Account; provided that, in order to issue Refunding Bonds as Bonds which refund Junior Lien Bonds, the Authority shall also comply with the requirements of Section 208(b).

The Series Ordinance authorizing such Refunding Bonds shall state that the purposes for which the Refunding Bonds are issued are the redemption or defeasance of any part or all of any one or more Series of Bonds or Junior Lien Bonds then outstanding and, if the Issuance Costs and costs of redemption are not otherwise provided for, the payment of such Issuance Costs and redemption expenses, and shall contain a description of the Bonds or Junior Lien Bonds so to be redeemed. The issuance of Refunding Bonds shall also be subject to the provisions of Section 208(b) with regard to Additional Bonds if the issuance of such Refunding Bonds would increase the aggregate Debt Service on the Series of Bonds to be refunded by more than 20%, provided, that in making the calculations of the aggregate Debt Service after the proposed refunding, which calculations are required to be performed under Section 208(b), aggregate Debt Service on the Bonds to be refunded shall not be taken into account.

(b) A series of Refunding Bonds may be delivered by the Authority only if:

(i) There shall at the time of delivery thereof be deposited with the Trustee Sufficient Government Obligations and cash in an amount sufficient to effect payment at maturity of the applicable Redemption Price or purchase price (in the event of a tender) of the Bonds or Junior Lien Bonds to be refunded together with interest on such Bonds or Junior Lien Bonds to the redemption or payment date, which moneys shall be held by the Trustee or escrow agent in a separate irrevocable trust account for the holders of Outstanding Bonds or Junior Lien Bonds being refunded, and

(ii) The Authority shall have given irrevocable written instructions to the Trustee satisfactory to it, to give due notice of redemption of all the Bonds or Junior Lien Bonds to be redeemed on a redemption date specified in such instructions and to give notice in the manner provided in Article III that the moneys payable on the Bonds or



Junior Lien Bonds upon such redemption will be available on said redemption date for payment to the Holders of the Bonds or Junior Lien Bonds entitled thereto; and

(iii) The Trustee shall furnish to the Authority at the time of delivery of the series of Refunding Bonds a certificate stating that in reliance upon a certificate of an independent certified public accountant it holds in trust the Sufficient Government Obligations and/or moneys required to effect such redemption, payment or prepayment.

Section 210. Lost or Mutilated Bonds. If any Bond or Junior Lien Bond shall become mutilated, the Authority, at the expense of the registered owner of the Bond or Junior Lien Bond, shall execute, and the Trustee shall authenticate and deliver, a new Bond or Junior Lien Bond of like tenor in exchange and substitution for the mutilated Bond, upon surrender to the Trustee of the mutilated Bond or Junior Lien Bond. If any Bond or Junior Lien Bond issued under this Ordinance shall be lost, destroyed or stolen, evidence of the loss, destruction or theft may be submitted to the Trustee and, if this evidence is satisfactory to both the Chief Financial Officer and the Trustee and indemnity satisfactory to the Trustee shall be given, upon the approval by the Authority Board and if all requirements of any applicable law including Act 354, Public Acts of Michigan, 1972, as amended ("Act 354"), being sections 129.131 to 129.135, inclusive, of the Michigan Compiled Laws have been met, the Authority, at the expense of the owner, shall execute, and the Trustee shall thereupon authenticate and deliver, a new Bond or Junior Lien Bond of like tenor and bearing the statement required by Act 354, or any applicable law hereafter enacted, in lieu of and in substitution for the Bond or Junior Lien Bond so lost, destroyed or stolen. If any such Bond or Junior Lien Bond shall have matured or shall be about to mature, instead of issuing a substitute Bond or Junior Lien Bond the Trustee may pay the same without surrender thereof.

Section 211. Authority to Enter into Swap Agreements. In order to allow the Authority to more effectively manage its debt service by entering into Swap Agreements in connection with the issuance of obligations or other evidences of indebtedness or in connection with its then outstanding obligations or other evidences of indebtedness within the limitations provided by Act 90, the Authority is authorized to enter Swap Agreements within the limitations provided in Act 90 and Section 212, and other applicable law.

Section 212. Swap Agreements. A Swap Agreement shall contain the following:

- (a) the interest rates, term, the methods for calculating the floating and fixed rates for the Swap Agreement;
- (b) the terms for commencement and termination of payments;
- (c) methods for terminating or reversing the Swap Agreement; and
- (d) provisions for providing credit enhancement or other security, if any, for the payments required under the Swap Agreement.

Any resolution of the Authority Board authorizing the execution of a Swap Agreement shall contain direction to an Authorized Officer to take any and all actions, perform any and all acts and execute any and all contracts, applications and other documents that shall be required, necessary or desirable to effect the proper execution and delivery of the Swap Agreement including, but not limited to, applying for any necessary approvals of the Swap Agreement from the Michigan Department of Treasury, and authority to terminate a Swap Agreement within specified parameters.

Any Swap Provider shall be rated "A-/A3" or better, or shall provide credit enhancement for its obligations which results in a rating of "A-/A3" or better by Standard & Poor's or Moody's Investors Service. In no event shall the Authority enter into a Swap Agreement which

causes a reduction in rating for the Airport. The Authority shall give the Rating Agencies at least 15 days' prior written notice of the effectiveness of any intended Swap Agreement. Any payment by the Authority for terminating a Swap Agreement shall be made from the Junior Lien Bond Fund.

Section 213. Authority for Credit Facilities. While any Series of Bonds or Junior Lien Bonds is outstanding or in connection with the issuance of any Series of Bonds or Junior Lien Bonds, the Authority may obtain a Credit Facility on terms to be described in the Series Ordinance for such Series of Bonds or Junior Lien Bonds. Any Credit Entity providing a Credit Facility which is a surety bond or insurance policy shall be rated AAA/Aaa (or, with bondholder consent, A/A<sub>2</sub> or higher) and any Credit Entity providing a Credit Facility which is a Letter of Credit shall be rated AA/Aa or higher by Standard & Poor's or Moody's Investors Service and should have a short term rating of at least SP1 or higher or VMIG1 or its equivalent. To the extent required by law, any Reimbursement Obligations pertaining to such Credit Facility may be evidenced by a Series of Bonds or Junior Lien Bonds in the nature of Refunding Bonds issued in accordance with the provisions of this Ordinance. Any such Reimbursement Obligations shall specify the rate of interest borne thereby, which shall not exceed the maximum rate permitted by law.

### ARTICLE III

#### REDEMPTION OF BONDS OR JUNIOR LIEN BONDS

Section 301. General Redemption Provisions. The Bonds or Junior Lien Bonds of each Series shall be subject to redemption prior to maturity at such times, at such Redemption Prices and upon such terms as specified in the Series Ordinance or the Sale Resolution for such Series of Bonds or Junior Lien Bonds.

Section 302. Redemption in Part. In case less than the full amount of an Outstanding Bond or Junior Lien Bond is called for redemption, the Trustee upon presentation of the Bond or Junior Lien Bond called in part for redemption shall register, authenticate and deliver to the registered owner a new Bond or Junior Lien Bond in the principal amount of the portion of the original Bond not called for redemption.

Section 303. Notice of Redemption. Except as otherwise provided for a Series of Bonds or Junior Lien Bonds by the Series Ordinance for that Series, when the Trustee shall receive notice from the Authority of its election or direction to redeem Bonds or Junior Lien Bonds, and upon redemption of the Bonds or Junior Lien Bonds of a particular Series required by the terms of this Ordinance, the Trustee shall give notice, in the name of the Authority, of the redemption of such Bonds or Junior Lien Bonds, which notice shall specify the Series and maturities of the Bonds or Junior Lien Bonds to be redeemed, the redemption date and the place or places where amounts due upon such redemption will be payable and, if less than all of the Bonds or Junior Lien Bonds of any like Series and maturity are to be redeemed, the letters and numbers or other distinguishing marks of such Bonds or Junior Lien Bonds so to be redeemed, and, in the case of Bonds or Junior Lien Bonds to be redeemed in part, such notice shall also specify the respective portions of the principal amount thereof to be redeemed. Such notice shall further state that on such date there shall become due and payable upon each Bond or Junior Lien Bond to be redeemed the Redemption Price thereof, or the Redemption Price of the specified portions of the principal thereof in the case of Bonds or Junior Lien Bonds to be redeemed in part only, together with interest accrued to the redemption date, and that from and after such date interest thereon shall cease to accrue and be payable. The Trustee shall mail a copy of such notice, postage prepaid, not less than 30 days (or not less than seven days' notice in the event of

a mandatory redemption in connection with bondholder tender rights or a redemption from Surplus Bond Proceeds) before the redemption date, to the Holders of any Bonds or Junior Lien Bonds or portions of Bonds or Junior Lien Bonds which are to be redeemed at their last addresses appearing upon the registration books but failure to mail such notice to any registered owner or any defect therein shall not affect the validity of the redemption proceedings as to the Bonds or Junior Lien Bonds of any other owner.

#### ARTICLE IV

##### APPLICATION OF BOND PROCEEDS IN CONSTRUCTION FUND

Section 401. Establishment of Construction Fund. Bond proceeds to be applied to the payment of Program Costs shall be deposited with the Trustee in a Fund established and designated the AIRPORT CAPITAL IMPROVEMENT PROGRAM CONSTRUCTION FUND (the "Construction Fund") as the successor to the Charter County of Wayne Airport Capital Improvement Program Construction Fund previously established with the Trustee under Ordinance No. 319. The proceeds of each Series of Bonds or Junior Lien Bonds issued for the purpose of paying Program Costs shall be deposited in a separate account within the Construction Fund.

Section 402. Use of Construction Fund Moneys. The Issuance Costs for a Series of Bonds or Junior Lien Bonds shall be paid or reimbursed by the Trustee out of the Construction Fund upon presentation of a Requisition Certificate by the Authority. The Trustee shall make disbursements from the Construction Fund to pay or reimburse other Program Costs in accordance with Requisition Certificates submitted by the Authority from time to time, executed by an Authorized Officer supported by an itemization of the Program Costs being financed with the proceeds of particular Series of Bonds or Junior Lien Bonds for which payment or

reimbursement is requisitioned thereby in sufficient detail to evidence the purpose for which such costs were incurred. The Trustee may request additional documentation with respect to the requested disbursement. Investment income on moneys in any account in the Construction Fund shall remain in the same account in the Construction Fund pending use for the foregoing purposes.

Section 403. Construction of Capital Improvements; Surplus Bond Proceeds. The Authority shall construct or cause to be constructed the portion of the Capital Improvement Program with respect to which any Series of Bonds or Junior Lien Bonds is issued or for which moneys repayable from the proceeds of such Bonds or Junior Lien Bonds is advanced by the Authority or by a third party on behalf of and by agreement with the Authority. The Authority shall proceed with reasonable dispatch to acquire, construct, install and complete such capital projects or to cause the same to occur substantially in accordance with the Plans and Specifications. The Plans and Specifications may be revised, subject to the General Limitations and under the conditions contained in this Section.

The Authority shall require each person, firm or corporation with whom it may contract for construction to furnish or cause to be furnished a payment and performance bond or such comparable security as may be required by law. In the event of a default by such contractor the proceeds of any such performance bond less any expenses of the Authority incurred in connection with the recovery thereof shall be deposited in the Construction Fund and used for the completion of the capital projects in connection with which such performance bond is furnished.

An Authorized Officer shall signify completion of construction and installation of the capital projects being financed with the proceeds of a particular Series of Bonds or Junior Lien

Bonds by promptly filing with the Trustee the Completion Certificate. All proceeds of a Series of Bonds or Junior Lien Bonds and investment earnings thereon deposited in the related account in the Construction Fund in excess of the amount actually used for construction or required for completion of construction (other than sums for construction for which payment is not yet due) of the capital projects in anticipation of which such Series of Bonds or Junior Lien Bonds was issued and capitalized interest remaining on deposit in the related subaccount in the Capitalized Interest Account ("Surplus Bond Proceeds") shall, if permitted by law, and subject to Section 802, be used to satisfy any rebate obligations with respect to such Series of Bonds or Junior Lien Bonds or for such other capital projects (and capitalized interest related thereto) in the Capital Improvement Program or, upon receipt of a Completion Certificate, be immediately transferred by the Trustee to the general account in the Bond Fund or Junior Lien Bond Fund as appropriate to be applied in the manner provided below.

In the event the Chief Executive Officer elects not to use the Surplus Bond Proceeds to acquire, construct or install additional elements of the Capital Improvement Program such Surplus Bond Proceeds shall be transferred to an account of the Bond Fund or Junior Lien Bond Fund as appropriate to be designated "Surplus Bond Proceeds Account" and applied as required below and as permitted by law.

In the event the amount of Surplus Bond Proceeds transferred to the Surplus Bond Proceeds Account is less than or equal to 10% of (i) the original principal amount of the related Series of Bonds or Junior Lien Bonds plus investment earnings thereon (exclusive of earnings which have been set aside for rebate to the United States and not including any proceeds or investment earnings deposited in the Bond Reserve Account or Junior Lien Bond Reserve Account, as appropriate), less (ii) the Issuance Costs (but only to the extent such Issuance Costs

are paid out of the proceeds of the Bonds or Junior Lien Bonds), then and in such event the Surplus Bond Proceeds and the investment income thereon shall be applied, to the extent thereof: (a) to the principal payments next coming due on the Bonds or Junior Lien Bonds or (b) at the Authority's option and if otherwise permitted under the terms of the Bonds or Junior Lien Bonds, to redeem at the earliest possible time such portion of the Bonds or Junior Lien Bonds as equals the amount of the Surplus Bond Proceeds and the investment income thereon.

In the event the amount of Surplus Bond Proceeds transferred to the Surplus Bond Proceeds Account exceeds 10% of (i) the original principal amount of the related Series of Bonds or Junior Lien Bonds plus investment earnings thereon (exclusive of earnings which have been set aside for rebate to the United States and not including any proceeds or investment earnings deposited in the Bond Reserve Account or Junior Lien Bond Reserve Account, as appropriate), less (ii) the Issuance Costs (but only to the extent such Issuance Costs are paid out of the proceeds of such Series of Bonds or Junior Lien Bonds) then and in such event: (a) Surplus Bond Proceeds may not be directed by the Authority to be invested to produce a yield greater than the yield on the related Series of Bonds or Junior Lien Bonds; and (b) such Surplus Bond Proceeds and the investment income thereon shall be applied to redeem at the earliest possible time the equivalent principal amount of the related Series of Bonds or Junior Lien Bonds.

All moneys transferred to the Surplus Bond Proceeds Account in the Bond Fund or Junior Lien Bond Fund as provided above shall be applied by the Trustee for the payment of principal of any Bonds or Junior Lien Bonds as soon as reasonably practicable thereafter in the manner set forth in this Section or for the purchase of Bonds in open market at price not greater than par.



In no event shall Surplus Bond Proceeds so transferred to the Bond Fund or Junior Lien Bond Fund or the investment income thereon be used to pay interest on the Bonds or Junior Lien Bonds unless in the opinion of Bond Counsel such use would not impair the tax exempt status of the Bonds or Junior Lien Bonds.

## ARTICLE V

### ESTABLISHMENT OF FUNDS; FLOW OF FUNDS

Section 501. Application of Revenues. The fund previously established by the County as the Wayne County Airport Revenue Fund is hereby reestablished and shall be maintained as fund designated the AIRPORT REVENUE FUND (the "Revenue Fund"). The Authority shall cause all Revenues to be deposited in the Revenue Fund and subsequently credited to the funds and accounts as provided in this Article V. The Chief Financial Officer may accumulate Revenues and such other moneys designated by the Chief Financial Officer for such purpose as received by the Authority for the Airport from time to time and shall cause the transfer of such accumulated Revenues, and such other moneys to the Trustee on a periodic basis but not less often than monthly. The moneys credited to the Revenue Fund are to be applied for the purposes of the following funds and shall be transferred or debited from the Revenue Fund by the Trustee periodically in the manner and at the times and in the order of priority hereinafter specified:

A. OPERATION AND MAINTENANCE FUND:

The fund previously established by the County as the Wayne County Airport Revenue Bond (Detroit Metropolitan Wayne County Airport) Operation and Maintenance Fund is hereby reestablished and shall be maintained as a fund designated the AIRPORT OPERATION AND MAINTENANCE FUND (the "Operation and Maintenance Fund"). Out of the moneys credited to the Revenue Fund there shall be first transferred to the Operation and Maintenance Fund

monthly, by the fifteenth day of such month by the Trustee at the direction of an Authorized Officer (which direction may be communicated orally, confirmed in writing), a sum sufficient to provide for the payment of the next month's Operation and Maintenance Expenses for the Airport. On or after the date on which the requisite bondholder consent is obtained, the transfer of the next month's Operation and Maintenance Expenses may occur on the 25<sup>th</sup> day of the month for the payment of the next calendar month's Operation and Maintenance Expenses. Moneys in the Operation and Maintenance Fund shall be used only for the purpose of paying Operation and Maintenance Expenses, including payments on lines of credit, notes or other obligations issued for operating cash flow purposes.

**B. BOND AND INTEREST REDEMPTION FUND:**

The fund previously established by the County as the Wayne County Airport Bond and Interest Redemption Fund (the "County Bond Fund") is hereby reestablished and shall be maintained as a separate depository account designated the AIRPORT BOND AND INTEREST REDEMPTION FUND (the "Bond Fund"). Except as otherwise provided herein, the moneys on deposit therein from time to time shall be used for the purpose of paying the principal or Redemption Price of and interest on the Bonds and of paying obligations under a Swap Agreement entered into by the County prior to January 1, 1998, relating to a Series of Bonds or Junior Lien Bonds. The separate reserve account originally established in the County Bond Fund is reestablished and designated as the AIRPORT BOND RESERVE ACCOUNT (the "Bond Reserve Account").

The separate account originally established in the County Bond Fund is reestablished and designated as the AIRPORT CAPITALIZED INTEREST ACCOUNT (the "Capitalized Interest Account"). The moneys on deposit therein from time to time shall be used for the purpose of

paying interest on the Bonds as permitted by law. A separate subaccount shall be established in the Capitalized Interest Account for each Series of Bonds.

Out of the Revenues and other moneys remaining in the Revenue Fund, after transfers, if required, for deposit into the Operation and Maintenance Fund, there shall be set aside monthly on first day of the month and transferred to the Bond Fund a sum sufficient to provide for the next payment when due of the principal of and interest on the Bonds, less any amount in the Bond Fund representing accrued interest on the Bonds or in the subaccount in the Capitalized Interest Account for Bonds of a particular Series available to pay capitalized interest for the current Operating Year (based on the level of project completion) on such Series of Bonds, and less (i) the sum of any funds, including Other Available Moneys, actually on deposit in the Bond Fund and (ii) payments received from a Swap Provider. For interest payments due on Bonds semiannually, the amount set aside and transferred to the Bond Fund each month for interest on the Bonds shall be  $1/6$  of the total amount of interest on the Bonds next coming due or such lesser amount as is necessary to assure that the amount set aside in the Bond Fund as of the first of such month is not less than the product of (a)  $1/6$  of the amount of interest next due on the Bonds times (b) the number of months elapsed since and including the last interest payment date. For Series of Bonds with more frequent interest payment dates, the amounts set aside each month shall equal one month's accrued interest on the Bonds as provided in the Series Ordinance for such Bonds. For the month immediately prior to each Bond Payment Date the amount set aside and transferred to the Bond Fund to pay interest shall be reduced by amounts, including investment earnings, available in the general account of the Bond Fund which are available for such purpose. The amount set aside and transferred to the Bond Fund each month for principal on the Bonds shall be  $1/12$  of the amount of principal next coming due each month by maturity

or as a Mandatory Redemption Requirement or such lesser amount as is necessary to assure that the amount set aside in the Bond Fund as of the first of such month is not less than the product of 1/12 of the amount of principal next due on the Bonds times (b) the number of months elapsed since and including the last principal payment date. If there is any deficiency in the amount previously set aside, that deficiency shall be added to the next succeeding month's requirement.

For all purposes of this Ordinance and the Bonds, Term Bonds shall be deemed to come due at the time and in the amounts of the Mandatory Redemption Requirements therefor and the principal amount due on Term Bonds on the dates of their stated maturities shall be reduced by the Mandatory Redemption Requirements therefor coming due prior to the stated maturities for such Term Bonds. A Mandatory Redemption Requirement for the Bonds may be satisfied by the call of Bonds of the same maturity in the principal amount of the Mandatory Redemption Requirement at par and accrued interest or the purchase and surrender to the Trustee of Bonds of the same maturity in the principal amount of the Mandatory Redemption Requirement from moneys in the Bond Fund, or purchased with other funds legally available therefor. The Authority shall elect the manner in which it intends to satisfy a Mandatory Redemption Requirement not less than forty-five (45) days prior to the due date of each Mandatory Redemption Requirement and notify the Trustee thereof in writing. The moneys in the Bond Fund shall be used to satisfy the next Mandatory Redemption Requirement for the Bonds that are Term Bonds, either by (a) redeeming said Bonds on the following date for a Mandatory Redemption Requirement or (b) arranging for the purchase by the Trustee of Bonds that are Term Bonds of the same maturity with respect to the Mandatory Redemption Requirement, and surrendering the same to the Trustee for cancellation on or prior to the required date of the Mandatory Redemption Requirement or (c) both in part. In the event that after any mandatory

redemption date, moneys remain in the Bond Fund as a result of the purchase of Bonds at less than par, the amount of such excess shall remain in the general account of the Bond Fund.

Each Series Ordinance authorizing the issuance of a Series of Bonds may provide for deposits to the Bond Reserve Account to be made from the proceeds of such Series of Bonds or from some other source in an amount that will result in the funds or other assets on deposit in the Bond Reserve Account being equal to the Reserve Requirement for the Bonds.

Except as otherwise provided in this Section, the moneys or other funding sources credited to the Bond Reserve Account shall be used solely for the payment of the principal and Redemption Price (if any) of and interest on the Bonds as to which there would otherwise be a default or on the final maturity date for the Bonds of the Series to which moneys in the Bond Reserve Account relate. If at any time it shall be necessary to use moneys credited to the Bond Reserve Account for such payment, then the moneys so used shall be replaced from (a) the Revenues first received thereafter in the Revenue Fund which are not required for Operation and Maintenance Expenses or current Debt Service requirements or (b) moneys in the Operation and Maintenance Reserve Fund or the Renewal and Replacement Fund.

Each Series Ordinance authorizing the issuance of a Series of Bonds may provide for deposits to the appropriate subaccount in the Capitalized Interest Account to be made from the proceeds of such Series of Bonds. Such deposit may be in an amount equal to the total amount of interest expected to be capitalized on such Series of Bonds or may equal an amount which together with the expected investment earnings on such amount prior to the Completion Date will equal the total amounts of interest expected to be capitalized on such Series of Bonds.

Moneys in the Bond Fund shall be used first for the purpose of paying the principal or Redemption Price of and interest on the Bonds. If so provided in a Series Ordinance with respect

to Bonds secured by a Credit Facility, moneys in the Bond Fund next shall be used for the purpose of reimbursing the Credit Entity which issued the Credit Facility securing the Bonds for amounts drawn on the Credit Facility pursuant to the terms of the reimbursement agreement between the Authority and the Credit Entity, and a Series Ordinance may authorize the creation of a separate account in the Bond Fund for such purpose.

C. JUNIOR LIEN BOND AND INTEREST REDEMPTION FUND:

The fund previously established by the County as the Wayne County Airport Junior Lien Bond and Interest Redemption Fund (the "County Junior Lien Bond Fund") is hereby reestablished and shall be maintained as a separate depository account designated AIRPORT JUNIOR LIEN BOND AND INTEREST REDEMPTION FUND (the "Junior Lien Bond Fund"). Except as otherwise provided herein, the moneys on deposit therein from time to time shall be used for the purpose of paying the principal or Redemption Price of and interest on the Junior Lien Bonds. The separate reserve account in the originally established in the County Junior Lien Bond Fund is reestablished and designated as the AIRPORT JUNIOR LIEN BOND RESERVE ACCOUNT (the "Junior Lien Bond Reserve Account").

The separate capitalized interest account originally established in the County Junior Lien Bond Fund is reestablished and designated as the AIRPORT JUNIOR LIEN CAPITALIZED INTEREST ACCOUNT (the "Junior Lien Capitalized Interest Account"). The moneys on deposit therein from time to time shall be used for the purpose of paying interest on the Junior Lien Bonds as permitted by law. A separate subaccount shall be established in the Capitalized Interest Account for each Series of Junior Lien Bonds.

The separate account originally established in the County Junior Lien Bond Fund as the Wayne County Airport Revenue Bond (Detroit Metropolitan Wayne County Airport) Swap

Payment Account is hereby reestablished and designated the AIRPORT SWAP PAYMENT ACCOUNT (the "Swap Payment Account"), the moneys on deposit therein from time to time to be used for the payment of obligations under a Swap Agreement (except for a Swap Agreement paid pursuant to the provisions of Section 501.B.) to which the Authority is a party relating to a Series of Bonds or Junior Lien Bonds. A separate subaccount shall be established in the Swap Payment Account for each Swap Agreement.

Out of the Revenues and other moneys remaining in the Revenue Fund, after transfer, if required, for deposit into the Operation and Maintenance Fund and the Bond Fund, there shall be set aside monthly in the Junior Lien Bond Fund a sum sufficient to provide for the next payment when due of the principal of and interest on the Junior Lien Bonds plus amounts due a Swap Provider under a Swap Agreement, less any amount in the Junior Lien Bond Fund representing accrued interest on the Junior Lien Bonds or in the subaccount in the Capitalized Interest Account for Junior Lien Bonds of a particular Series available to pay capitalized interest on such Series of Junior Lien Bonds, and less (i) the sum of any funds, including Other Available Moneys, actually on deposit in the Junior Lien Bond Fund by the Authority and (ii) payments received from a Swap Provider. For interest payments due on Junior Lien Bonds semiannually, the amount set aside and transferred to the Junior Lien Bond Fund each month for interest on the Junior Lien Bonds shall be  $\frac{1}{6}$  of the total amount of interest on the Junior Lien Bonds next coming due or such lesser amount as is necessary to assure that the amount set aside in the Junior Lien Bond Fund as of the first of such month is not less than the product of (a)  $\frac{1}{6}$  of the amount of interest next due on the Junior Lien Bonds times (b) the number of months elapsed since and including the last interest payment date. For Series of Junior Lien Bonds with more frequent interest payment dates, the amount set aside shall equal one month's accrued interest on the

Junior Lien Bonds as provided in the Series Ordinance for such Junior Lien Bonds For the month immediately prior to each Bond Payment Date the amount set aside and transferred to the Junior Lien Bond Fund to pay interest shall be reduced by amounts, including investment earnings, available in the general account of the Junior Lien Bond Fund which are available for such purpose. The amount set aside and transferred to the Junior Lien Bond Fund each month for principal commencing twelve months prior to the first maturity or mandatory sinking fund redemption date shall be  $1/12$  of the amount of principal next coming due on the Junior Lien Bonds by maturity or as a Mandatory Redemption Requirement or such lesser amount as is necessary to assure that the amount set aside in the Junior Lien Bond Fund as of the first of such month is not less than the product of  $1/12$  of the amount of principal next due on the Junior Lien Bonds times (b) the number of months elapsed since and including the last principal payment date. If there is any deficiency in the amount previously set aside, that deficiency shall be added to the next succeeding month's requirement.

For all purposes of this Ordinance and the Junior Lien Bonds, Term Bonds shall be deemed to come due at the time and in the amounts of the Mandatory Redemption Requirements therefor and the principal amount due on Term Bonds on the dates of their stated maturities shall be reduced by the Mandatory Redemption Requirements therefor coming due prior to the stated maturities for such Term Bonds. A Mandatory Redemption Requirement for the Junior Lien Bonds may be satisfied by the call of Junior Lien Bonds of the same maturity in the principal amount of the Mandatory Redemption Requirement at par and accrued interest or the purchase and surrender to the Trustee of Junior Lien Bonds of the same maturity in the principal amount of the Mandatory Redemption Requirement from moneys in the Junior Lien Bond Fund, or purchased with other funds legally available therefor. The Authority shall elect the manner in



which it intends to satisfy a Mandatory Redemption Requirement not less than forty-five (45) days prior to the due date of each Mandatory Redemption Requirement and notify the Trustee thereof in writing. The moneys in the Junior Lien Bond Fund shall be used to satisfy the next Mandatory Redemption Requirement for the Junior Lien Bonds that are Term Bonds, either by (a) redeeming said Junior Lien Bonds on the next following date for a Mandatory Redemption Requirement or (b) arranging for the purchase by the Trustee of Junior Lien Bonds that are Term Bonds of the same maturity with respect to the Mandatory Redemption Requirement, and surrendering the same to the Trustee for cancellation on or prior to the required date of the Mandatory Redemption Requirement or (c) both in part. In the event that after any Mandatory Redemption date, moneys remain in the Junior Lien Bond Fund as a result of the purchase of Junior Lien Bonds at less than par, the amount of such excess shall remain in the general account of the Junior Lien Bond Fund.

Each Series Ordinance authorizing the issuance of a Series of Junior Lien Bonds may provide for deposits to the Junior Lien Bond Reserve Account to be made from the proceeds of such Series of Junior Lien Bonds or from some other source in an amount that will result in the funds or other assets on deposit in the Junior Lien Bond Reserve Account being equal to the Reserve Requirement for the Junior Lien Bonds.

Except as otherwise provided in this Section, the moneys or other funding sources credited to the Junior Lien Bond Reserve Account shall be used solely for the payment of the principal and Redemption Price (if any) of and interest on the Junior Lien Bonds as to which there would otherwise be a default or on the final maturity date for the Junior Lien Bonds of the Series to which moneys in the Junior Lien Bond Reserve Account relate. If at any time it shall be necessary to use moneys credited to the Junior Lien Bond Reserve Account for such payment,

then the moneys so used shall be replaced from the Revenues first received thereafter in the Revenue Fund which are not required for Operation and Maintenance Expenses or current Debt Service requirements or from moneys in the Operation and Maintenance Reserve Fund or the Renewal and Replacement Fund.

Each Series Ordinance authorizing the issuance of a Series of Junior Lien Bonds shall provide for deposits to the appropriate subaccount in the Junior Lien Capitalized Interest Account to be made from the proceeds of such Series of Junior Lien Bonds. Such deposit may be in an amount equal to the total amount of interest expected to be capitalized on such Series of Junior Lien Bonds or may equal an amount which together with the expected investment earnings on such amount prior to the Completion Date will equal the total amounts of interest expected to be capitalized on such Series of Junior Lien Bonds.

Any amounts due and owing to the Authority from a Swap Provider pursuant to a Swap Agreement relating to a Series of Junior Lien Bonds and any transaction (as defined in a Swap Agreement) relating to a Series of Junior Lien Bonds shall be deposited in the Junior Lien Bond Fund.

Any amounts due and owing to a Swap Provider by the Authority pursuant to a Swap Agreement and any transaction (as defined in a Swap Agreement) thereunder shall be payable from the Swap Payment Account in the Junior Lien Bond Fund. Any amounts due and owing to a provider of any credit enhancement and the issuer of any liquidity facility pursuant to a Swap Agreement or any Series Ordinance adopted in connection with a Swap Agreement, together with any other amounts the Authority is obligated to pay in connection with a Swap Agreement, shall be payable from the Junior Lien Bond Fund on the due date therefor.

The Authority hereby covenants that at all times that a transaction is in effect under a Swap Agreement it shall include in the budget for the Airport amounts necessary to pay and discharge any payment obligations under a Swap Agreement and any transaction thereunder.

Moneys in the Junior Lien Bond Fund shall be used first for the purpose of paying the principal or Redemption Price of and interest on the Junior Lien Bonds. If so provided in a Series Ordinance with respect to Junior Lien Bonds secured by a Credit Facility, moneys in the Junior Lien Bond Fund next shall be used for the purpose of reimbursing the Credit Entity which issued the Credit Facility securing the Junior Lien Bonds for amounts drawn on the Credit Facility pursuant to the terms of the reimbursement agreement between the Authority and the Credit Entity, and a Series Ordinance may authorize the creation of a separate account in the Junior Lien Bond Fund for such purpose.

D. OPERATION AND MAINTENANCE RESERVE FUND:

The fund previously established by the County as the Wayne County Airport Revenue Bond (Detroit Metropolitan Wayne County Airport) Operation and Maintenance Reserve Fund is hereby reestablished and shall be maintained as a fund designated AIRPORT OPERATION AND MAINTENANCE RESERVE FUND (the "Operation and Maintenance Reserve Fund"). On the last day of each fiscal quarter, from the Revenues and other moneys remaining in the Revenue Fund after satisfying the requirements of Section 501A, 501B and 501C there shall be transferred to and deposited into the Operation and Maintenance Reserve Fund an amount equal to one forty-eighth of the estimated annual Operation and Maintenance Expenses of the Airport until the estimated Operation and Maintenance Expenses for the period of one month as projected in the most recent Authority budget for the Airport (the "Operating Reserve Amount") is on deposit in the Operation and Maintenance Reserve Fund. Except as hereinafter provided,

the Operating Reserve Amount shall be maintained in the Operation and Maintenance Reserve Fund. While any of the Bonds remain Outstanding, the Operating Reserve Amount shall be adjusted to reflect changes in Operation and Maintenance Expenses as the same are estimated by the Authority in its budgets for the Airport. The Authority shall direct the Trustee in writing to make additional deposits to the Operation and Maintenance Reserve Fund from the Revenue Fund as necessary to maintain the Operating Reserve Amount therein.

Except as otherwise provided in this Section, the moneys credited to the Operation and Maintenance Reserve Fund shall be used at the direction of the Authority solely for the payment of the Operation and Maintenance Expenses to the extent that moneys are not available therefor in the Operation and Maintenance Fund. Moneys in the Operation and Maintenance Reserve Fund shall also be used to restore the Bond Reserve Account or the Junior Lien Bond Reserve Account to the Reserve Requirement to the extent moneys in the Revenue Fund are insufficient therefor. If at any time it shall be necessary to use moneys credited to the Operation and Maintenance Reserve Fund for the payments described in this paragraph, then the moneys so used shall be replaced from the Revenues first received thereafter in the Revenue Fund which are not required for Operation and Maintenance Expenses or current Debt Service requirements or to restore the Bond Reserve Account or the Junior Lien Bond Reserve Account to the Reserve Requirement.

The Authority hereby covenants that at all times that a transaction is in effect under a Swap Agreement it shall maintain at all times in the Operation and Maintenance Reserve Fund a reserve amount as may be required by and as set forth in such Swap Agreement, but only to the extent that a reserve amount is so required. The reserve amount so established may be satisfied, in whole or in part, by performance by the Authority of its obligation to maintain the Operating

Reserve Amount in the Operation and Maintenance Reserve Fund. To the extent that moneys in the Junior Lien Bond Fund are insufficient to make payments under a Swap Agreement which requires such a reserve, moneys may be drawn for that purpose from the Operation and Maintenance Reserve Fund to the extent of any deficiency and up to the amount of the reserve required under the Swap Agreement.

E. RENEWAL AND REPLACEMENT FUND:

The fund previously established by the County as the Wayne County Airport Revenue Bond (Detroit Metropolitan Wayne County Airport) Renewal and Replacement Fund is hereby reestablished and shall be maintained as a fund designated the AIRPORT RENEWAL AND REPLACEMENT FUND (the "Renewal and Replacement Fund"). Except as otherwise provided herein, the money credited to the Renewal and Replacement Fund shall be disbursed to the Authority by the Trustee at the request of an Authorized Officer, confirmed in writing, for the purpose of paying (i) costs of completing or replacing capital improvements at the Airport, and (ii) making repairs, replacements or renovations at the Airport. Moneys in the Renewal and Replacement Fund shall also be used to restore the Bond Reserve Account or the Junior Lien Bond Reserve Account to the Reserve Requirement to the extent moneys in the Revenue Fund and the Operation and Maintenance Reserve Fund are insufficient therefor and to restore the Operation and Maintenance Reserve Fund to the Operating Reserve Amount to the extent moneys in the Revenue Fund are insufficient therefor. On the last day of each fiscal quarter, there shall be transferred from the Revenues on deposit in the Revenue Fund after satisfying the requirements of Sections 501A, 501B, 501C and 501D, the sum of \$125,000 until the sum of \$2,500,000 (the "Replacement Requirement") is on deposit in the Renewal and Replacement Fund. If at any time the Authority shall use moneys in the Renewal and Replacement Fund for

the principal purpose for which the Renewal and Replacement Fund was established, the money so used shall be replaced in quarterly installments of \$125,000 from any moneys in the Revenue Fund which are not required by this Ordinance to be used for the Operation and Maintenance Fund, the Bond Fund, the Bond Reserve Account, the Junior Lien Bond Fund, the Junior Lien Bond Reserve Account or the Operation and Maintenance Reserve Fund. If moneys in the Renewal and Replacement Fund are used for the purpose of restoring the Bond Reserve Account or the Junior Lien Bond Reserve Account to the Reserve Requirement or the Operation and Maintenance Reserve Fund to the Operating Reserve Amount, then the moneys so used shall be replaced from the Revenues first received thereafter in the Revenue Fund which are not required by this Ordinance to be used for Operation and Maintenance Expenses, the Bond Fund, the Bond Reserve Account, the Junior Lien Bond Fund, the Junior Lien Bond Reserve Account, or the Operation and Maintenance Reserve Fund.

F. AIRPORT DISCRETIONARY FUND

The fund previously established by the County as the County Discretionary Fund is hereby reestablished and shall be maintained as a fund designated the AIRPORT DISCRETIONARY FUND (the "Airport Discretionary Fund"). After satisfying the requirements of paragraphs 501A through E of this Section, quarterly, the sum of \$87,500 shall be transferred from the Revenue Fund to the Airport Discretionary Fund and applied, in the discretion of the Chief Executive Officer subject to applicable agreements, to the payment of any cost or expense of the Authority incurred for any lawful purpose at the Airports. In the event of a deficiency in any \$87,500 quarterly transfer, the amount of such deficiency shall be added to the deposit required to be made by the Authority in the next quarterly transfer.

G. AIRPORT DEVELOPMENT FUND.

The fund previously established by the County as the Wayne County Airport Development Fund is hereby reestablished and shall be maintained as a fund designated the AIRPORT DEVELOPMENT FUND (the "Airport Development Fund"). In addition to and after satisfying the foregoing requirements of this Section, on the last day of each quarter of each Operating Year beginning as provided in applicable agreements one quarter of the amount calculated in accordance with applicable agreements and included in the budgeted rates and charges for the Airport for the Operating Year for deposit in the Airport Development Fund shall be transferred from the Revenue Fund to the Airport Development Fund and applied, at the written direction of the Chief Executive Officer, to the payment of any capital cost or expense of the Authority incurred for any lawful airport system related purposes. In the event of any deficiency in the required quarterly transfer, the amount of such deficiency shall be added to the deposit required to be made to the Airport Development Fund in the next quarterly transfer.

Section 502. [Reserved].

Section 503. Rebate Fund. The fund previously established by the County as the Wayne County Airport Revenue Bonds (Detroit Metropolitan Wayne County Airport) Rebate Fund is hereby reestablished and shall be maintained by the Trustee as an account designated the AIRPORT REBATE FUND (the "Rebate Fund") which shall be a separate depository account.

The Rebate Fund is established for the sole purpose of paying to the United States the amounts required to be rebated pursuant to Section 103(c)(6) of the Code.

Rebate calculations shall be obtained by the Trustee at the written direction of the Authority. Prior to any Completion Date, the Chief Financial Officer shall direct the Trustee to transfer into the Rebate Fund, or shall deposit from funds available to the Authority, on or prior

to March 1, June 1, September 1 and December 1 of each year an amount sufficient to make the amount on deposit in the Rebate Fund equal to at least 90% of the estimated accrued amount subject to the rebate requirements of Section 103(c)(6) of the Code as of such date. Transfers to the Rebate Fund may be directed by the Authority to the Trustee in writing from Funds and Accounts created or maintained hereby (other than the Airport Development Fund and the Airport Discretionary Fund.) On or before the first day of each September prior to a Completion Date, the Authority shall direct the Trustee to transfer to the Rebate Fund from the sources and subject to the limitations described above, an amount sufficient to make the amount on deposit in the Rebate Fund equal to 100% of the amount certified by the Authority as the amount required to be rebated to the United States pursuant to Section 103(c)(6) of the Code as of the close of the bond year (as defined in the Code) for the related Series of Bonds or Junior Lien Bonds. After a Completion Date, within thirty days after the close of each bond year for each Series of Bonds or Junior Lien Bonds the Trustee shall transfer an amount sufficient to make the amount on deposit in the Rebate Fund equal to 100% of the amount required to be rebated to the United States pursuant to Section 103(c)(6) of the Code (or any successor provision thereto) as of the close of the preceding bond year for the related Series of Bonds or Junior Lien Bonds to the Rebate Fund from the Revenue Fund. Such amount shall be certified by the Authority to the Trustee. The Trustee shall make payments to the United States of America from the Rebate Fund no less frequently than every five years, or as otherwise provided in Section 103(c)(6) of the Code, together with all investment earnings thereon as the Authority shall direct.

The Trustee shall retain records of the determination of the amounts deposited in the Rebate Fund, the proceeds of any investments of moneys in the Rebate Fund and the amounts paid to the United States, until the date six years after the payment in full of the Bonds or Junior



Lien Bonds. If the Rebate Fund is demonstrably overfunded, the Trustee may withdraw the excess and return such excess to the funds in proportion to the funds from which the income was first derived, or to the other accounts consistent with the requirements of the Code.

Section 504. Depository and Funds on Hand. Moneys in the several Funds and Accounts established pursuant to this Ordinance except the Airport Development Fund shall be kept in accounts held by the Trustee, which shall establish the Bond Fund, the Junior Lien Bond Fund and the Rebate Fund as separate depository accounts. On or after the date on which the requisite bondholder consent is obtained, the Authority may determine to hold the Revenue Fund, the Construction Fund, the Operation and Maintenance Reserve Fund, the Repair and Replacement Fund, the Airport Discretionary Fund, the Rebate Fund and the Coverage Funds outside the trust established by this Ordinance. The moneys in the Airport Development Fund may be held by the Authority, or in the Authority's discretion, by an independent bank or trust company authorized to exercise trust powers in the State of Michigan and may be held in a single depository account. In the event more than one Fund and Account is held in a single depository account, they shall be allocated on the books and records of the Authority and the Trustee, as the case may be, and/or credited to the Funds and Accounts herein established, in the manner and at the times provided in this Ordinance.

Section 505. Priority of Funds. In the event the moneys in the Revenue Fund are insufficient to provide for the current requirements of the Operation and Maintenance Fund, moneys or securities in the Operation and Maintenance Reserve Fund shall be applied to such purpose.

Section 506. Investments. Except as in this Ordinance otherwise provided, or as further limited by agreement with a Credit Entity, moneys in the Funds and Accounts established herein

and moneys derived from the proceeds of sale of the Bonds or Junior Lien Bonds may be invested at the oral direction of the Chief Financial Officer, confirmed in writing, to the extent consistent with Act 94 as then in effect, by the Trustee or by the Chief Financial Officer, as the case may be, in investments permitted by Act 20, Michigan Public Acts of 1943, as amended.

Investment of moneys in the Bond Fund or Junior Lien Bond Fund being accumulated for payment of the next maturing principal or interest payment of the Bonds or Junior Lien Bonds shall be limited to (i) direct obligations of the United States of America or obligations the principal of and interest on which are unconditionally guaranteed by the United States of America; and (ii) bonds, debentures, notes or other evidence of indebtedness issued or guaranteed by any of the following federal agencies and provided such obligations are backed by the full faith and credit of the United States of America (stripped securities are only permitted if they have been stripped by the agency itself); U.S. Export-Import Bank (Eximbank) direct obligations or fully guaranteed certificates of beneficial ownership; Farmers Housing Administration (FmHA) certificates of beneficial ownership; Federal Financing Bank; Federal Housing Administration Debentures (FHA); General Services Administration Participation Certificates; Government National Mortgage Association (GNMA or "Ginnie Mae") GNMA-guaranteed mortgage-backed bonds, GNMA-guaranteed pass-through obligations; U.S. Maritime Administration Guaranteed Title XI financing; U.S. Department of Housing and Urban Development (HUD) Project Notes, Local Authority Bonds, New Communities Debentures – U. S. government guaranteed debentures, U.S. Public Housing Notes and Bond – U.S. government guaranteed public housing notes and bonds; bearing maturity dates not later than one (1) business day prior to the date of the next maturing principal or interest payment on the Bonds or Junior Lien Bonds and any securities representing investment of the same shall be kept on

deposit with the Trustee. Investment of moneys in the Bond Reserve Account or the Junior Lien Bond Reserve Account shall be limited to obligations bearing maturity dates or subject to redemption at the option of the owner thereof, not later than five years from the date of the investment or such lesser period of time until final maturity of the related Bonds or Junior Lien Bonds.

The Authority shall cause investments credited to the Bond Reserve Account and the Junior Lien Bond Reserve Account to be valued at least semiannually by the Accountant on the first day of each Operating Year and semiannually thereafter, at the then market value thereof, and, in the event such investments are valued at less than 90% of the related Reserve Requirement, budget such additional deposits at the beginning of the next quarter in an amount necessary to restore the Bond Reserve Account or the Junior Lien Reserve Account, as the case may be, to the full amount of the related Reserve Requirement within 18 months.

Section 506A. Application of Investment Earnings. (a) Profit realized or interest income earned on investment of funds in the Bond Reserve Account, the Junior Lien Bond Reserve Account, the Capitalized Interest Account, the Junior Lien Capitalized Interest Account, the Operation and Maintenance Reserve Fund and the Renewal and Replacement Fund shall be retained therein until such accounts or Funds are fully funded.

(b) Prior to the Completion Date for any phase of the Capital Improvement Program to be financed with the proceeds of a Series of Bonds or Junior Lien Bonds, investment earnings on the Bond Fund or the Junior Lien Bond Fund, as the case may be (including, after the related subaccount in the Capitalized Interest Account is fully funded, the Capitalized Interest Account, and after the Bond Reserve Account and the Junior Lien Reserve Accounts are fully funded, the Bond Reserve Account or the Junior Lien Reserve Account as the case may be), shall be

transferred to the account in the Construction Fund related to such Series of Bonds or Junior Lien Bonds, provided, however, that to the extent that interest is no longer being capitalized with respect to a portion of a Series of Bonds or Junior Lien Bonds prior to the Completion Date for all of the capital improvements being financed with the proceeds of such Series, investment earnings on the Bond Fund, the Junior Lien Bond Fund, the Bond Reserve Account or the Junior Lien Bond Reserve Account in an amount proportional to the portion of the principal amount of such Series of Bonds or Junior Lien Bonds with respect to which interest is no longer being capitalized shall be transferred to the general account of the Bond Fund or the Junior Lien Bond Fund, as the case may be.

(c) All investment earnings on the Operation and Maintenance Fund, the Operation and Maintenance Reserve Fund and the Renewal and Replacement Fund not otherwise required to satisfy the requirements of the Fund from which the investment income is derived, shall be transferred to the Revenue Fund.

(d) Except during the times as provided in (a) and (b) above and in Section 503, investment earnings on the Bond Fund and the Junior Lien Bond Fund and the Accounts therein shall be retained in the general account of the Bond Fund or the Junior Lien Bond Fund, respectively.

(e) Investment earnings on the Revenue Fund, the Airport Discretionary Fund, the Senior Lien Coverage Fund, the Subordinate Lien Coverage Fund and the Airport Development Fund shall be retained in such Funds.

(f) Any required transfers of investment earnings shall be made as such earnings accrue and are paid.

(g) Reference in Section 506 and this Section 506A pertaining to investment discretion of the Authority and to direction by the Authority to the Trustee shall be interpreted to mean that such discretion shall be exercised by and direction given by the Chief Financial Officer.

Section 507. Additional Funds and Accounts. Additional Funds and/or Accounts may be established as necessary or desirable to satisfy the requirements of this Ordinance, any Series Ordinance or any Swap Agreement.

## ARTICLE VI

### OPERATION OF AIRPORT

Section 601. Management. The operation, maintenance and management of the Airport shall continue to be under the supervision and control of the Authority. The Chief Executive Officer shall establish and enforce reasonable rules and regulations governing the operation and use of the Airport, operate the Airport in an efficient and economical manner, maintain the properties constituting the Airport in good repair and in sound operating condition for so long as the same are necessary to the operation of the Airport on a Revenue-producing basis. Powers conferred on the Authority hereby shall, unless otherwise specifically provided, be exercised or performed by the Chief Executive Officer.

Section 602. Operating Year. The Airport shall continue to be operated on the basis of an Operating Year which currently begins on October 1 of each year.

Section 603. No Free Service or Use. No free service or use of the Airport, or service or use of the Airport at less than cost, shall be furnished by the Airport to any person, firm or corporation, public or private, or to any public agency or instrumentality.

Section 604. Fixing and Revising Rates: Rate Covenant. The Authority covenants that it will fix, charge and collect rates, fees, rentals and charges for the use and operation of the Airport as may be necessary or appropriate to produce Revenues in each Operating Year which will be at least sufficient to provide for:

- (i) the payment of Operation and Maintenance Expenses for the Operating Year; and
- (ii) together with PFC proceeds (including interest thereon) deposited with the Trustee with respect to such Operating Year, the amounts needed to make the deposits required under Section 501 for such Operating Year to the Bond Fund; and
- (iii) together with Other Available Moneys deposited with the Trustee with respect to such Operating Year (to the extent not needed to make the deposits required under Section 501 for such Operating Year to the Bond Fund) and any unencumbered cash balance held in the Revenue Fund on the last day of the Operating Year preceding the Operating Year for which the calculation is made not then required to be deposited in any Fund or Account.
  - (A) the amounts needed to make the deposits required under Section 501 for such Operating Year to the Junior Lien Bond Fund, the Operation and Maintenance Reserve Fund, the Renewal and Replacement Fund, the Airport Discretionary Fund, and the Airport Development Fund, and
  - (B) an amount not less than 25% of the Debt Service due and payable on Bonds during such Operating Year.

The rates, fees, rentals and charges shall be revised from time to time as may be necessary to produce these amounts, provided that any fee, rent, charge or rate fixed pursuant to a lease or contract shall not be revised except as provided in such lease or contract.

Section 605. Insurance. While any Bonds or Junior Lien Bonds remain Outstanding hereunder the Authority shall maintain or cause to be maintained insurance (which may include self-insurance) on all physical properties belonging to the Airport and or operations of the Airport, or the kinds and in the amounts normally carried by agencies engaged in the operation of airports and reasonably available to the Authority. The Authority shall retain an Insurance Consultant for the Airport for the purpose of determining compliance with this Section.

The Authority shall, and the Trustee may, demand, collect and sue for the insurance money that may become due and payable under any policies payable to it. Any appraisal or adjustment of any loss of damages and any settlement or payment of indemnity therefor that may be agreed upon between the Authority and any insurer shall be evidenced to the Trustee by a certificate signed by the Authorized Officer.

The Authority shall require the Insurance Consultant to report to it annually on December 1 on the adequacy of the Authority's insurance coverage hereunder. A signed copy of any reports of any Insurance Consultant required hereby shall be filed with the Chief Financial Officer and copies thereof shall be sent to the Trustee.

The Net Proceeds paid in satisfaction of any claim made under policies shall be applied as provided in Section 607.

Section 606. Notice of Taking; Cooperation of Parties. If any public authority or entity attempts to take or damage all or any part of the Airport through eminent domain proceedings, the Authority shall take prompt and appropriate measures to protect and enforce its rights and

interests and those of the Trustee in connection with such proceedings. Upon receiving notice of the institution of eminent domain proceedings by any public instrumentality, body, agency or officer, the Authority shall deliver written notice thereof to the Trustee.

The Net Proceeds of any award or compensation resulting from eminent domain proceedings shall be applied in accordance with the provisions of Section 607.

Section 607. Insurance and Eminent Domain Proceeds. (a) All Net Proceeds of all hazard insurance and all Net Proceeds resulting from eminent domain proceedings (excluding proceeds of insurance or condemnation awards which relate to Special Facilities and which are required under the terms of the related Series Ordinance to be otherwise directed) shall be paid to the Trustee and shall be deposited and applied at the election of the Authority as follows:

(1) deposited in the Construction Fund which shall be reactivated as necessary and used to promptly replace, repair, rebuild or restore the Airport to substantially the same condition as that which existed prior to such damage, destruction or taking, with such alterations and additions as the Authority may determine and as will not impair or otherwise adversely affect the revenue-producing capability of the Airport, provided that prior to the commencement of such replacement, repair, rebuilding or restoration, the Authority shall deliver to the Trustee a report of an Airport Consultant setting forth (A) an estimate of the total cost of the replacement, repair, rebuilding or restoration, (B) the estimated date upon which such replacement, repair, rebuilding or restoration will be substantially complete, and (C) a statement to the effect that Net Proceeds, together with other funds made available or to be made available or caused to be made available by the Authority, are projected to be sufficient to pay the costs of the replacement, repair, rebuilding or restoration of the Airport; or



(2) deposited in the Bond Fund or the Junior Lien Bond Fund, as the case may be and applied to the redemption of first the Bonds and then the Junior Lien Bonds, provided that Bonds or Junior Lien Bonds may be redeemed only if (A) the Airport has been restored to substantially the same condition as prior to such damage, destruction or taking or (B) the Authority has determined that the portion of the Airport damaged, destroyed or taken is not necessary to the operation of the Airport and that the failure of the Authority to repair and restore the same will not impair or otherwise adversely affect the revenue-producing capability of the Airport; or (C) the Airport Consultant has been unable to make the statement required by subparagraph (1)(C) of this paragraph (a).

If the Authority does not apply Net Proceeds or cause them to be applied, to replace, repair, rebuild, or restore the Airport, the Authority shall first redeem or purchase the Bonds and after redemption or purchase of all of the Bonds the Authority shall redeem or purchase the Junior Lien Bonds, in each case in accordance with Article III of this Ordinance and the relevant Series Ordinance and transfer from the Construction Fund to the Bond Fund and the Junior Lien Bond Fund amounts sufficient to pay the Redemption Price or purchase price of the Bonds and the Junior Lien Bonds to be redeemed or purchased.

If the Authority elects to apply Net Proceeds, or cause them to be applied, to replace, repair, rebuild, or restore the Airport, the Authority shall retain such Net Proceeds in the Construction Fund and shall make disbursements therefrom, to the extent practicable, in accordance with the procedures and requirements set forth in Section 402 of this Ordinance for requisitions from the Construction Fund.

(b) Notwithstanding the foregoing, the proceeds of any use and occupancy insurance carried pursuant to Section 605 shall be deposited into the Revenue Fund.

Section 608. Compliance with Applicable Law. So long as any Bond or Junior Lien Bond is Outstanding, the Authority shall comply or cause there to be compliance with all applicable laws, orders, rules, regulations and requirements of any municipal or other governmental authority relating to the construction, use and operation of the Airport and will obtain and maintain all local, state and federal approvals, licenses and permits necessary to operate the Airport. Nothing contained in this section shall prevent the Authority from contesting in good faith the applicability or validity of any law, ordinance, order, rule, regulation, or requirement, so long as its failure to comply with the same during the period of such contest will not materially impair the operation or the revenue-producing capability of the Airport.

Section 609. Payment of Charges and Covenant Against Encumbrances. Except as permitted herein, the Authority shall not create or suffer to be created any lien or charge upon the Airport or any part thereof, or on the Net Revenues. The Authority shall pay or cause to be discharged, or shall make adequate provision to satisfy and discharge, within 60 days after the same become due and payable, all lawful costs, expenses, liabilities and charges relating to the maintenance, repair, replacement or improvement of the properties constituting the Airport and the operation of the Airport if unpaid. Nothing contained in this Section shall require the Authority to pay or cause to be discharged, or make provision for the payment, satisfaction and discharge of, any lien, charge, cost, liability, claim or demand so long as the validity thereof is contested in good faith and by appropriate legal proceedings and so long as such contest will not cause an imminent sale or foreclosure of the Airport or any significant part thereof.

Section 610. Sale of Airport. Except as provided in this Section 610 or Section 611 the Authority shall not sell, transfer, assign or otherwise dispose of all or any part of the properties constituting the Airport.

(a) Subject to Act 90, the Authority shall have the right to sell or dispose of any real property or any machinery, fixtures, apparatus, tools, instruments or other personal property which may be determined to be part of the Airport, or any materials used in connection therewith if the Authority determines that such property is not or is no longer needed or useful in connection with the construction or maintenance of the properties constituting the Airport or that such sale or disposition will not impair the operating efficiency of the Airport or, as projected by the Airport Consultant, reduce the ability of the Authority to satisfy the requirements (including the coverage requirements) of Section 604.

(b) The Authority without notice to the Trustee shall have the right to demolish or remove

(i) all or any part of the passenger terminal facilities, including concourses, existing at the Airport on November 1, 1997, which are to be replaced through the construction of passenger terminal facilities, including concourses, as part of the Capital Improvement Program, or

(ii) any other structures now or hereafter existing as part of the Airport, without obligation to make any replacement thereof or substitution therefor, provided that the Chief Executive Officer determines that the fair market value of the structures demolished or removed pursuant to this clause (ii) does not exceed \$2,000,000.

With bondholder consent, the \$2,000,000 threshold referred to in (ii) above shall be increased to \$3,000,000, which amount shall be escalated each Operating Year to reflect percentage increases in the Producer Price Index during the most recently ended 12-month period for which such index is available. "Producer Price Index" shall mean the Producer Price Index/All Commodities published by the United States Department of Labor, Bureau of Labor

Statistics (January, 1996 = 100), or if such index is discontinued or otherwise becomes unavailable to the public, the most nearly comparable index published by a recognized financial institution, financial publication or university.

(c) Notwithstanding the provisions of paragraph (b) (i) of this Section, if the Chief Executive Officer determines that any structure constituting a part of the Airport or attributable in whole or in part to the Airport has become inadequate, unsuitable or unnecessary, the Authority shall then have the right to demolish or remove such structure and, to the extent permitted by law, may sell or otherwise dispose of all or a part of the same, if:

(1) prior to such removal or demolition the Authority gives written notice thereof to the Trustee, which notice shall describe the structures to be demolished or removed and the reason for such demolition or removal; and

(2) (A) the Authority or any Person on behalf of the Authority shall construct, acquire, replace or substitute structures having a utility value at the Airport other than Special Facilities at least equal to that of the property demolished or removed,  
or

(B) any such structure now or hereafter existing as part of the Airport may be demolished or removed by the Authority from time to time without substitution or replacement thereof if there shall be filed with the Trustee prior to such demolition or removal, a certificate, signed by the Authorized Officer and approved by the Airport Consultant, stating the Net Revenues for the Operating Year next succeeding that in which such demolition or removal occurs are projected to be sufficient to enable the Authority to meet its obligations (including the coverage requirements) under Section 604.

Unless some other disposition is required by law or by contract, the Authority shall, in its sole discretion, deposit the proceeds resulting from any abandonment, sale or disposition of properties constituting the Airport in the Construction Fund if the amount then on deposit therein is insufficient to pay the Program Costs, or otherwise to the Renewal and Replacement Fund.

Section 611. Contracts, Leases and Other Agreements. The Authority may lease, as lessor, any part of the Airport, including the capital improvements, or contract or agree for the performance by others, of operations or services on or in connection with the operation of the Airport or any part thereof, for any lawful purpose, provided,

(a) The Authority shall remain fully obligated and responsible under this Ordinance to the same extent as if such lease, contract or agreement, or any amendment or rescission thereof, had not been executed, and

(b) The obligation of the Authority under such lease contract or agreement shall not impair the performance of the Authority's obligations under this Ordinance.

Section 612. Financing of Special Facilities. Nothing in this Ordinance shall be construed as prohibiting the Authority from financing the acquisition or construction of any Special Facilities permitted by law; provided, however, that such bonds or other obligations shall not be secured by or payable from Revenues and that, in the opinion of Bond Counsel, the financing of such Special Facilities will not conflict with the covenants or provisions of this Ordinance.

Section 613. Access to Airport and Records. Subject to reasonable security and safety regulations and reasonable requirements as to notice, the Trustee, the Insurance Consultant, the Airport Consultant and the Accountant and their duly authorized agents shall have the right at all reasonable times to enter and inspect the Airport in the performance of their respective duties.

The Trustee, the Insurance Consultant, the Airport Consultant and the Accountant shall also have the right to inspect the books and records of the Authority pertaining to the Airport, subject to reasonable requirements as to notice and during regular business hours.

## ARTICLE VII

### EVENTS OF DEFAULT AND REMEDIES

Section 701. Events of Default. Each of the following events is an "Event of Default":

(a) the Authority shall default in the payment of the principal or Redemption Price of any Bond or Bonds or Junior Lien Bonds when and as the same shall become due, whether at maturity or upon redemption or otherwise;

(b) payment of any installment of interest on any Bond or Bonds or Junior Lien Bonds shall not be made, when and as the same shall become due;

(c) the Authority shall fail or refuse to comply with the provisions of this Ordinance or shall default in the performance or observance of any other of the covenants, agreements or conditions contained in this Ordinance, any supplemental ordinance, any resolution, or in the Bonds or Junior Lien Bonds and such failure, refusal or default shall continue for a period of 45 days after written notice specifying such default and requesting that it be corrected, to the Authority by the Trustee or to the Authority and the Trustee by the Holders of not less than 20% in principal amount of the outstanding Bonds and Junior Lien Bonds provided that if prior to the expiration of such 45-day period the Authority institutes action reasonably designed to cure such default, no such "Event of Default" shall be deemed to have occurred upon the expiration of such 45-day period for so long as the Authority pursues such curative action with reasonable diligence;

(d) any proceeding shall be instituted by or against the Authority seeking to adjudicate it a bankrupt or insolvent, or seeking liquidation, winding up, reorganization, arrangement, adjustment, protection, relief, or composition of it or its debts under any law relating to bankruptcy, insolvency or reorganization or relief of debtors, or seeking the entry of an order for relief of debtors, or seeking the entry of an order for relief or the appointment of a receiver, trustee, or other similar official for it or for any substantial part of its property and, in the case of any such proceeding instituted against it (but not instituted by it), either such proceeding shall remain undismissed or unstayed for a period of 30 days or any of the actions sought in such proceeding (including, without limitation, the entry of an order for relief against it or the appointment of a receiver, trustee or other similar official for it or for any substantial part of its property) shall occur; or the Authority shall take any action to authorize any of the actions set forth above in this subsection (d).

No default in the payment of the principal of, interest on or Redemption Price of any Junior Lien Bond shall be considered a default for any Bond.

Section 702. Remedies. Upon the happening and continuance of any Event of Default specified in Section 701, the Trustee may, or upon the request of the holders of not less than 20% in principal amount of the Outstanding Bonds and Junior Lien Bonds shall proceed, in its own name, to protect and enforce its rights and the rights of the Bondholders, by suit, action, or other proceedings, and to protect and enforce the statutory lien on the Net Revenues and enforce and compel the performance of all duties of the officials of the Authority. The Trustee shall on behalf of the Bondholders be entitled as a matter of right, upon application to a court of competent jurisdiction, to have appointed a receiver of the Authority for the business and

property of the Airport, or any part thereof, including all Revenues, issues, income, receipts and profits derived, received or had by the Authority thereof or therefrom, with such power as the Authority may have to operate and maintain such business and property, collect, receive and apply all Revenues, income, receipts and profits arising therefrom, and prescribe fees and other charges in the same way and manner as the Authority might do. The Trustee is entitled to indemnification against fees, costs, expenses and liabilities for its enforcing any of the remedies permitted by this Ordinance on the terms provided by this Ordinance in connection with its exercise of any of the foregoing remedies.

Section 703. Limitation on Rights of Bondholders. No individual Bondholders may initiate legal proceedings to enforce rights under this Ordinance unless such holder shall have given to the Trustee written notice of the Event of Default or breach of duty on account of which such proceeding is to be taken, and unless the holders of not less than 20% in principal amount of the Bonds or Junior Lien Bonds then Outstanding have made written request of the Trustee after the right to exercise such right of action has occurred, and have afforded the Trustee a reasonable opportunity either to exercise the powers granted to it under this Ordinance or to institute such proceedings in its name and unless, also, there has been offered to the Trustee reasonable security and indemnity against fees, costs, expenses and liabilities, and the Trustee has refused or neglected to comply with such request within a reasonable time. No provision in this Ordinance on defaults and remedies shall affect or impair the right of any Bondholder to enforce the payment of the principal of and interest on his or her Bonds or Junior Lien Bonds, or the obligation of the Authority to pay the same.

Section 704. Application of Revenues and Other Moneys After Default. During the continuance of an Event of Default, the Trustee, except as otherwise provided in the provisions



of this Ordinance relating to remedies, shall apply moneys, securities, funds and Revenues and the investment income thereon in the Funds and Accounts as follows and in the following order:

(i) to the payment of the reasonable fees, charges, costs, expenses and liabilities of the Trustee and the Airport Consultant or any Consulting Architect or Engineer selected by the Authority pursuant to this Ordinance;

(ii) to the payment of the amounts required for reasonable and necessary Operation and Maintenance Expenses; and for the reasonable renewals, repairs and replacements of the Airport necessary to prevent loss of Revenues, as certified to the Trustee by the Airport Consultant. For this purpose the books of records and accounts of the Authority relating to the Airport shall at all times be subject to the inspection of the Airport Consultant during the continuance of such Event of Default;

(iii) to the payment of the interest and principal or Redemption Price then due on the Bonds or Junior Lien Bonds, as follows:

FIRST: To the payment to the persons entitled thereto of all installments of interest on Bonds then due in order of the maturity of such installments, and, if the amount available shall not be sufficient to pay in full any installment, then to the payment thereof ratably, according to the amounts due on such installment, to the persons entitled thereto, without any discrimination or preference; and

SECOND: To the payment to the persons entitled thereto of the unpaid principal or Redemption Price of any Bonds which shall have become due, whether at maturity or by call for redemption, in the order of their due dates and, if the amounts available shall not be sufficient to pay

in full all the Bonds due on any date, then to the payment thereof ratably, according to the amounts of principal or Redemption Price due on such date, to the persons entitled thereto, without any discrimination or preference.

**THIRD:** To the payment to the persons entitled thereto of all installments of interest on Junior Lien Bonds, including payments in the nature of interest payable to a Swap Provider under a Swap Agreement, then due in order of the maturity of such installments, and, if the amount available shall not be sufficient to pay in full any installment, then to the payment thereof ratably, according to the amounts due on such installment, to the persons entitled thereto, without any discrimination or preference; and

**FOURTH:** To the payment to the persons entitled thereto of the unpaid principal or Redemption Price of any Junior Lien Bonds which shall have become due, whether at maturity or by call for redemption, in the order of their due dates and, if the amounts available shall not be sufficient to pay in full all the Junior Lien Bonds due on any date, then to the payment thereof ratably, according to the amounts of principal or Redemption Price due on such date, to the persons entitled thereto, without any discrimination or preference.

**FIFTH:** To the payment to any Swap Provider of any termination payment due and payable under a Swap Agreement, and if the amounts available shall not be sufficient to pay in full all termination

payments due under the Swap Agreements then to the payment thereof ratably according to the amounts of termination payments due on such date to the persons entitled thereto without any discrimination or preference.

If and whenever all overdue installments of interest on all Bonds and Junior Lien Bonds, together with the reasonable fees, charges, costs, expenses and liabilities of the Trustee, and all other sums payable by the Authority to the Trustee under this Ordinance, including the principal and Redemption Price of and accrued unpaid interest on the Bonds and Junior Lien Bonds which shall then be payable, shall either be paid by or for the account of the Authority, or provision satisfactory to the Trustee shall be made for such payment, and all defaults under this Ordinance or the Bonds or Junior Lien Bonds shall be made good or secured to the satisfaction of the Trustee or provision deemed by the Trustee to be adequate shall be made therefor, the Trustee shall pay over to the Authority all moneys, securities, funds and Revenues then remaining unexpended in the hands of the Trustee (except moneys, securities, funds or Revenues deposited or pledged, or required by the terms of this Ordinance to be deposited or pledged, with the Trustee), and thereupon the Authority and the Trustee shall be restored, respectively to their former positions and rights under this Ordinance, and all Revenues shall thereafter be applied as provided in the provisions of this Ordinance governing the establishment and use of Funds and Accounts. No such payment over to the Authority by the Trustee or resumption of the application of Revenues as so provided shall extend to or affect any subsequent default under this Ordinance or impair any right consequent thereon.

Section 705. Bondholder's Direction of Proceedings. Anything in this Ordinance to the contrary notwithstanding, the Holders of the majority in principal amount of the Bonds and

Junior Lien Bonds then Outstanding shall have the right, by an instrument or concurrent instruments in writing executed and delivered to the Trustee, to direct the method of conducting all remedial proceedings to be taken by the Trustee hereunder subject to the right of the Trustee to indemnification for fees, charges, costs, expenses and liabilities prior to exercising any remedy, and provided that such direction shall not be otherwise than in accordance with law or the provisions of this Ordinance, and that the Trustee shall have the right to decline to follow any such direction which in the opinion of the Trustee would be unjustly prejudicial to holders of Bonds or Junior Lien Bonds not parties to such direction.

Section 706. Possession of Bonds and Junior Lien Bonds by Trustee Not Required. All rights of action under this Ordinance or under any of the Bonds and Junior Lien Bonds, enforceable by the Trustee, may be enforced by it without the possession of any of the Bonds or Junior Lien Bonds appertaining thereto or the production thereof in the trial or other proceeding relative thereto, and any such suit, action or proceeding instituted by the Trustee shall be brought in its name for the benefit of all the Holders of such Bonds and Junior Lien Bonds, subject to the provisions of this Ordinance.

Section 707. Remedies Not Exclusive. No remedy herein conferred upon or reserved to the Trustee or to the Holders of the Bonds and Junior Lien Bonds is intended to be exclusive of any other remedy or remedies, and each and every such remedy shall be cumulative and shall be in addition to any other remedy given hereunder or now or hereafter existing at law or in equity or by statute.

Section 708. No Waiver of Default. No delay or omission of the Trustee or of any Holder of the Bonds and Junior Lien Bonds to exercise any right or power accruing upon any default shall impair any such right or power or shall be construed to be a waiver of any such

default or any acquiescence therein; and every power and remedy given by this Ordinance to the Trustee and the Holders of the Bonds and Junior Lien Bonds, respectively, may be exercised from time to time and as often as may be deemed expedient.

Section 709. Notice of Event of Default. The Trustee shall promptly give to the holders of Bonds and Junior Lien Bonds notice (i) of each Event of Default of which it has actual notice under Section 902(h) hereof, unless such Event of Default shall have been remedied or cured before the giving of such notice; provided that, except in the case of an Event of Default specified in clause (a), (b) or (d) of the definition thereof, the Trustee shall be protected in withholding such notice if and so long as the board of directors, the executive committee of the board of directors, or a trust committee of directors or responsible officers of the Trustee in good faith determines that the withholding of such notice is in the best interests of the holders of Bonds and Junior Lien Bonds, and (ii) of any failure of the Authority to comply with its covenant under this Ordinance to charge sufficient rates and charges of which the Trustee has actual notice as set forth in Section 902(h). Each notice required under this Section shall be given by the Trustee by mailing written notice thereof to all owners of Bonds and Junior Lien Bonds, at the registered addresses of such Holders shown upon the registration books of the Authority held by the Trustee.

## ARTICLE VIII

### ADDITIONAL COVENANTS OF THE AUTHORITY

Section 801. Covenants. The Authority covenants and agrees with the registered holders of the Bonds and Junior Lien Bonds that so long as any of the Bonds or Junior Lien Bonds remain outstanding and unpaid as to either principal or interest:

(a) The Authority will maintain the Airports in good repair and working order and will operate the same efficiently and will faithfully and punctually perform all duties with reference to the Airports required by the Constitution and laws of the State and this Ordinance.

(b) The Authority will keep proper books of record and account in which shall be made full and correct entries of all transactions relating to the Airports. The Authority shall have an annual audit of the books of record and account of the Airports for the preceding Operating Year made each year by the Accountant. The Accountant shall comment on the manner in which the Authority is complying with the requirements of this Ordinance with respect to setting aside and investing moneys and meeting the requirements for acquiring and maintaining insurance. The Authority shall use its best efforts to complete its audit and make it available not later than six (6) months after the close of each Operating Year, and in any event, the Authority shall complete the audit and make it available not later than nine (9) months after the close of each Operating Year.

(c) The Authority will not operate and unless otherwise required by law will not grant rights to any person, firm or corporation to operate an airport other than any airport owned by the County on January 1, 1986 that will compete with the Airport.

Section 802. General Limitations with Respect to Non-Impairment of Tax-Exempt Status of the Bonds. Notwithstanding any other provisions of this Ordinance, the Authority shall not take or permit to be taken by its agents or assigns or the Trustee any action which, or fail to take any reasonable action the omission of which, would

(i) impair the exemption of interest on the Bonds or Junior Lien Bonds from federal or State income taxation; or

(ii) affect the validity of the Bonds or Junior Lien Bonds.

The Authority shall use the proceeds of all Series of Bonds and Junior Lien Bonds in a manner which will comply with the requirements of Section 103 of the Code and to such end will assure that the capital improvements shall constitute a project which complies with the requirements of Section 103 of the Code. The Trustee, upon notification of action to be taken by the Authority or prior to taking any action requested by the Authority under this Ordinance, may require, at the expense of the Authority, an opinion of Bond Counsel or the Airport Consultant or both, as may be appropriate, in writing with respect to compliance with the foregoing General Limitations.

Section 803. Non-Arbitrage Covenant. The Authority shall not make any use and the Trustee is directed not make any use of the proceeds of the Bonds, or Junior Lien Bonds or any funds which may be deemed to be proceeds of the Bonds or Junior Lien Bonds pursuant to Section 103(c) of the Code and the applicable regulations thereunder, which could cause the Bonds or Junior Lien Bonds to be "arbitrage bonds" within the meaning of such Section and such regulations, and the Authority shall comply and the Trustee is directed to comply with the requirements of such Section and such regulations throughout the term of the Bonds and the Junior Lien Bonds, including the rebate requirement described in Section 502.

Section 804. Annual Airport Budget. The Authority, prior to the commencement of each Operating Year beginning with the Operating Year next commencing after the effective date of this Ordinance, shall adopt a budget as required by Act 621 of the Michigan Public Acts

of 1978, as amended, covering the Operation and Maintenance Expenses, Debt Service and other known monetary requirements of this Ordinance and the Airport for each Operating Year.

## ARTICLE IX

### THE TRUSTEE

Section 901. Continuation of Trustee. Subject to the provisions of Sections 905, 906 and 907, the bank or trust company serving as Trustee under Ordinance No. 319 shall continue to serve in such capacity under this Ordinance for both the Bonds and Junior Lien Bonds.

Section 902. Acceptance of Trust and Conditions Thereof. The Trustee shall accept and agree to perform the trusts imposed upon it by this Ordinance or any resolution of the Authority by depositing with the Authority a written instrument of acceptance, subject to the following terms and conditions:

(a) Prior to an Event of Default, the Trustee shall have the obligation to perform such express duties as are provided for in this Ordinance, including any Series Ordinance, and no implied covenants or obligations shall be read into this Ordinance against the Trustee.

(b) The Trustee may execute any of the trusts or powers hereof and perform any of its duties by or through attorneys, agents, receivers or employees but shall be answerable for the conduct of the same in accordance with the standard specified in this clause (b), and shall be entitled to advice of counsel concerning all matters of the trusts hereof and the duties hereunder, and may in all cases pay such reasonable compensation to all such attorneys, agents, receivers and employees as may reasonably be employed in connection with the trusts hereof. The Trustee may act upon the opinion or advice of counsel, accountants, engineers or surveyors selected by it in the exercise of reasonable



care or, if the same are selected by the Authority, approved by the Trustee in the exercise of reasonable care. The Trustee shall not be responsible for any loss or damage resulting from any non-negligent action or non-action in good faith in reliance upon such opinion or advice.

(c) The Trustee shall not be responsible for:

(i) any recital herein or in any Bonds or Junior Lien Bonds (except for the certificate of the Trustee, if any, endorsed on any Bonds or Junior Lien Bonds);

(ii) insuring the Airport or the security for the Bonds or Junior Lien Bonds or collecting any insurance moneys;

(iii) the validity of the adoption of this Ordinance or any supplemental ordinance or resolution;

(iv) the validity or execution by the Authority of the Bonds or Junior Lien Bonds or instruments of further assurance;

(v) the nature or sufficiency of the security for the Bonds or Junior Lien Bonds issued hereunder or intended to be secured hereby; or

(vi) any breach by the Authority of any covenants herein contained;

and the Trustee shall not be bound to ascertain or inquire as to the performance of any covenants or other obligations of the Authority under this Ordinance or any supplement ordinance or resolution, except as hereinafter set forth; but the Trustee may require of the Authority full information and advice as to the performance of such covenants and other obligations.

(d) The Trustee shall not be accountable for the use by the Authority of the proceeds of the Bonds or Junior Lien Bonds following proper requisition therefor. The Trustee may become the Holder of Bonds or Junior Lien Bonds with the same rights which it would have if not Trustee.

(e) The Trustee shall be protected in acting upon any resolution, notice, order, request, consent, certificate, opinion, affidavit, letter, telegram or other document in good faith believed by it to be genuine and correct and to have been adopted, signed or sent by the proper person or persons. Any action taken by the Trustee pursuant to this Ordinance upon the request or authority or consent of any person who at the time of making such request or giving such authority or consent is the Holder of any Bond or Junior Lien Bond shall be conclusive and binding upon all future Holders of the same Bond or Junior Lien Bond and upon Bonds or Junior Lien Bonds issued in exchange therefor or in place thereof. The Trustee shall not be bound to recognize any person as a Holder of the Bonds or Junior Lien Bonds issued hereunder unless and until such Person appears as a holder of Bond or Junior Lien Bond on a list of registered Holders.

(f) As to the existence of any fact or as to the sufficiency or validity of any document or proceeding, the Trustee shall be entitled to rely upon a certificate signed on behalf of the Authority by (i) its Chief Executive Officer, or (ii) any other duly authorized officer thereof (such authority to be conclusively presumed by an appropriate certified ordinance or resolution of the Authority as sufficient evidence of the facts therein contained) and, prior to the occurrence of an Event of Default of which the Trustee has been notified as provided in Section 902(h) hereof or of which by such Section it is deemed to have notice, shall also be at liberty to accept a similar certificate to the effect

) that any particular dealing, transaction or action is necessary or expedient, but may in its discretion secure such further evidence deemed necessary or advisable, but shall in no case be bound to secure the same. The Trustee may accept a certificate of the Authority Board Chairman or Secretary or an Authorized Officer of the Authority to the effect that proceedings in the form therein set forth have been adopted by the Authority Board as conclusive evidence that such proceedings have been duly adopted and are in full force and effect.

(g) The permissive right of the Trustee to do things enumerated in this Ordinance shall not be construed as a duty, and the Trustee, except for its gross negligence or willful misconduct, shall not be liable for (i) any loss or damage whatsoever arising out of any action or failure to act in connection with its obligations under this Ordinance or for (ii) the exercise of any discretion or power hereunder, or mistake of judgment, or otherwise.

(h) The Trustee shall not be required to take notice or be deemed to have notice of any Event of Default hereunder except failure by the Authority to cause to be made any of the required transfers of Revenues to the Bond Fund or Junior Lien Bond Fund (including the Bond Reserve Account and Junior Lien Bond Reserve Account) to the Trustee required to be made hereunder unless the Trustee shall be specifically notified in writing of such Event of Default by the Authority or by the Holders of at least 20% in aggregate principal amount of Bonds and Junior Lien Bonds then Outstanding; and all notice or other documents required by this Ordinance to be delivered to the Trustee, in order to be effective, must be delivered at the Trustee's corporate trust office in the

manner provided in Section 1006 and in the absence of such notice so delivered the Trustee may conclusively assume there is no Event of Default except as aforesaid.

(i) At all reasonable times during business hours, the Trustee and its duly authorized agents, attorneys, experts, engineers, accountants and representatives shall have the right fully to inspect the Airports or Capital Improvements including without limitation all records of the Authority pertaining to the Capital Improvements and this Ordinance, and to take copies of such relevant documents from and in regard thereto as may be desired.

(j) The Trustee shall not be required to give any bond or surety in respect of the execution of the trusts and powers herein contained or otherwise in respect of this Ordinance.

(k) Notwithstanding any contrary provision of this Ordinance, the Trustee shall have the right, but shall not be required, to demand any showings, certificates, opinions, appraisals or other information, or corporate action or evidence thereof, as it shall deem necessary for the purpose of establishing the right of the Authority to and as a condition to (i) the authentication, if any, of any Bonds or Junior Lien Bonds (ii) the withdrawal of any cash or (iii) the release of any property or the taking of any action by the Trustee whatsoever within the purview of this Ordinance.

(l) The Trustee shall be under no obligation or duty to perform any act hereunder or defend any suit unless indemnified (other than by the Authority) to its reasonable satisfaction for the reimbursement of all fees, costs and expenses to which it may be put and to protect it against all liability, except liability that is adjudicated to have

resulted from its own gross negligence or willful misconduct in connection with any action so taken.

(m) The Trustee shall be entitled to payment from the Authority for the Trustee's services rendered hereunder and to reimbursement from the Authority for all advances, counsel fees and other costs and expense reasonably made or incurred by the Trustee in connection with such services. The Trustee shall have a lien, prior to the rights of any other persons, on moneys and properties in its possession or under its control (other than the Rebate Fund) for the payment of any amounts due the Trustee under this Section 902(m).

(n) Upon the occurrence of an Event of Default and during the continuance of an Event of Default the trustee shall exercise such of the rights and powers vested in it by this Ordinance and shall use the same degree of care and skill in the exercise or use as an ordinarily prudent trustee under a corporate indenture would exercise or use under the circumstances.

(o) When the Trustee incurs expenses or renders services after the occurrence of an event described in Section 701(d), the expenses and the compensation for the services are intended to constitute expenses of administration under any federal or state bankruptcy, insolvency, arrangement, moratorium, reorganization or other debtor relief law.

(p) Whenever by the terms of this Ordinance the Trustee shall be required to take any action if directed by the Holders of at least 20% in aggregate principal amount of Bonds and Junior Lien Bonds then Outstanding, if conflicting or inconsistent directions are received from more than one group of such Holders, each satisfying such

20% criterion, the Trustee shall be entitled to rely upon the direction given by the Holders with the largest percentage in aggregate principal amount of Bonds and Junior Lien Bonds then Outstanding.

Section 903. Authority Access to Records. The Trustee shall keep and maintain adequate records pertaining to the Funds and Accounts held by it and all receipts and disbursements pertaining thereto, and shall furnish periodic statements with respect thereto to the Authority and the Accountant. The records of the Trustee with respect to all income and disbursements relating to all Funds and Accounts held by it shall be made available to the Authority and the Accountant by the Trustee at its corporate trust office during normal business hours.

Section 904. Funds to be Held in Trust. The Trustee shall hold all sums received by it hereunder as special trust funds, and all of said funds shall be used only for the purposes and in the manner herein set forth. Except to the extent required by this Ordinance or by law, such funds need not be segregated from other funds, and the Trustee shall not otherwise be under any liability for interest on any sums received hereunder except as provided herein.

Section 905. Resignation of Trustee. The Trustee may resign by giving written notice to the Authority and mailing notice thereof by first class mail to each registered Bondholder as shown by the registration books held by the Trustee, and such resignation shall take effect upon the day that a successor shall have been appointed as provided in Section 907.

Section 906. Removal of Trustee. The Trustee shall be removed by the Authority if at any time so requested by an instrument or concurrent instruments in writing, filed with the trustee and the Authority, and signed by the Holders of not less than 51% of the principal amount of the outstanding Bonds and Junior Lien Bonds or their attorneys-in-fact duly authorized,

) excluding any Bonds and Junior Lien Bonds held by or for the account of the Authority. The Authority may remove the Trustee at any time, except during the existence of any Event of Default, in the sole discretion of the Authority, by filing with the Trustee an instrument to such effect signed by the Treasurer of the Authority. Any such removal of the Trustee shall take effect upon the day that a successor shall have been appointed as provided in Section 907.

Section 907. Appointment of and Transfer to Successor Trustee. If the Trustee shall resign or shall be removed or shall become incapable of acting, or shall be adjudged a bankrupt or insolvent, or if a receiver, liquidator or conservator of the Trustee, or of its property, shall be appointed, or if any public officer shall take charge or control of the Trustee, or of its property or affairs, the Authority covenants and agrees that the Authority Board will thereupon appoint a successor Trustee which shall be a bank or trust company authorized to do business in the State having a capital and surplus aggregating at least \$50,000,000 and which shall accept and agree to perform the trusts imposed upon it by this Ordinance by depositing with the Authority Treasurer and the predecessor Trustee a written instrument of acceptance. If no successor Trustee is appointed by the Authority Board within 60 days after the Trustee's giving of written notice of resignation to the Authority Treasurer any Bondholder or the resigning party may apply to any court of competent jurisdiction to appoint a successor Trustee. Such court may, after such notice appoint a successor Trustee in accordance with the requirements of the preceding sentence. The Authority Board (or the appointing court) shall mail notice of any such appointment made by it by first class mail to each registered Bondholder within 20 days after such appointment.

The Trustee ceasing to act shall, upon receiving payment of all of its uncontested fees, costs and expenses, execute, acknowledge and deliver such instruments of conveyance and further assurance and do such other things as may reasonably be required for more fully and

certainly vesting and confirming in such successor Trustee all the right, title and interest of the predecessor Trustee in and to any property held by it under this Ordinance and shall pay over, assign and deliver to the successor Trustee any money or other property subject to the trusts and conditions herein set forth.

## ARTICLE X

### MISCELLANEOUS PROVISIONS

Section 1001. Ordinance Constitutes Contract. The provisions of this Ordinance shall constitute a contract between the Authority and the Holder or Holders of the Bonds and Junior Lien Bonds from time to time, and after the issuance of the Bonds and Junior Lien Bonds, no change, variation or alteration of the provisions of this Ordinance may be made which would in any way lessen the security of the Bonds or Junior Lien Bonds. The provisions of this Ordinance shall be enforceable by appropriate proceedings in accordance with this Ordinance taken by the Trustee or such Holder or Holders either at law or in equity.

Section 1002. Supplemental Ordinances. The Authority may, without the consent of the Bondholders, but with the consent of the Trustee and where required by a Credit Entity, the Credit Entity, adopt at any time or from time to time Series Ordinances or Supplemental Ordinances for any one or more of following purposes, and any Supplemental Ordinance shall become effective in accordance with its terms upon the filing with the Trustee of a copy thereof certified by the Authorized Officer:

- (1) To provide for the issuance of a Series of Bonds or Junior Lien Bonds and to prescribe the terms and conditions pursuant to which such Bonds or Junior Lien Bonds may be issued, paid or redeemed;



(2) To add additional covenants and agreements of the Authority for the purpose of further securing the payment of the Bonds or Junior Lien Bonds, provided such additional covenants and agreements are not contrary to or inconsistent with the covenants and agreements of the Authority contained in this Ordinance.

(3) To prescribe further limitations and restrictions upon the issuance of Bonds or Junior Lien Bonds and the incurring of indebtedness by the Authority which are not contrary to or inconsistent with the limitations and restrictions thereon theretofore in effect;

(4) To surrender any right, power or privilege reserved to or conferred upon the Authority by terms of this Ordinance;

(5) To confirm as further assurance any security created under and subject to any lien or claim created or to be created by the provisions of this Ordinance;

(6) To modify the provisions of this Ordinance or any previously adopted Series Ordinance to permit compliance with changes in federal tax law which is required to maintain the tax exempt status of the Bonds or Junior Lien Bonds; or

(7) With the consent of the Trustee in reliance upon an opinion of Bond Counsel, to cure any ambiguity or defect or inconsistent provision in this Ordinance or to insert such provisions clarifying matters or questions arising under this Ordinance as are necessary or desirable in the event any such modifications are not contrary to or inconsistent with this Ordinance as theretofore in effect; or

(8) To comply with the Trust Indenture Act of 1939.

Notice of the adoption and delivery of any Supplemental Ordinance or resolution and a copy thereof shall be filed by the Trustee with the Rating Agency at the time of such adoption and delivery.

Section 1003. Supplemental Ordinances Requiring Consent of Bondholders. Exclusive of Supplemental Ordinances covered by Section 1002, the Holders of at least 50% of the principal amount of outstanding Bonds and Junior Lien Bonds affected by the proposed Supplemental Ordinance and when required by the provider of a Credit Facility, the related Credit Entity, shall have the right to consent to and approve the adoption by the Authority of other Supplemental Ordinances; provided, however, that nothing contained in this Article shall permit (i) an extension of the maturity of the principal of or the interest on any Bond or Junior Lien Bond issued hereunder, (ii) a reduction in the principal amount of any Bond or Junior Lien Bond, (iii) modification of the privilege or priority of any Bond or Bonds over any other Bonds, except upon the written consent of the Holders of 100% of the principal amount of Bonds Outstanding or (iv) modification of the privilege or priority of any Junior Lien Bond or Junior Lien Bonds over any other Junior Lien Bonds. For the purposes of consents pursuant to this Section 1003 a Credit Entity shall be deemed to be the Holder of Bonds or Junior Lien Bonds pledged by the Authority to the Credit Entity or owned by the Credit Entity or Bonds or Junior Lien Bonds secured by a Credit Facility except to the extent the Credit Entity has not honored a draw on its Credit Facility which draw complies with the requirements of the Credit Facility.

The Trustee shall give written notice of the proposed adoption of a Supplemental Ordinance by mail to the registered addresses of Holders of the Outstanding Bonds and Junior Lien Bonds and to the Credit Entity. Such notice shall briefly set forth the nature of the proposed Supplemental Ordinance and shall state that copies thereof are on file at the designated

trust office of the Trustee for inspection by holders of Bonds and Junior Lien Bonds. If, within 60 days or such longer period as shall be prescribed by the Trustee following the mailing of such notice, the Holders of not less than the required percent of the principal amount of the Bonds and Junior Lien Bonds Outstanding by instruments filed with the Trustee shall have consented to the adoption thereof and any other prerequisites such as the approval of any Credit Entity having such right, such Supplemental Ordinance may be adopted and this Ordinance shall be deemed to be modified and amended in accordance therewith.

Anything herein to the contrary notwithstanding, a Supplemental Ordinance under this Article X which affects the rights, duties and obligations of the Trustee shall not become effective unless and until the Trustee shall have consented in writing in the case of the Trustee, to the adoption of such Supplemental Ordinance and unless the Authority has first obtained the approval of the Michigan Department of Treasury if such approval is required.

If a Series of Bonds or Junior Lien Bonds will be unaffected by the terms of the Supplemental Ordinance, such Bonds or Junior Lien Bonds shall not be deemed to be Outstanding for purposes of any required consent.

For the purposes of this Section, a Series shall be deemed to be affected by a modification or amendment of this Ordinance if the same adversely affects or diminishes the rights of the Holders of Bonds or Junior Lien Bonds of such Series. The Trustee may in its discretion determine whether or not in accordance with the foregoing provisions Bonds or Junior Lien Bonds of any particular Series or maturity would be affected by any modification or amendment of this Ordinance and any such determination shall be binding and conclusive on the Authority and all Holders of Bonds or Junior Lien Bonds. The Trustee may receive an opinion of Bond Counsel as conclusive evidence as to whether Bonds or Junior Lien Bonds of any

) particular Series or maturity would be so affected by any such modification or amendment of this Ordinance.

Notwithstanding anything in this Section 1003 to the contrary, so long as any Bonds or Junior Lien Bonds are Outstanding as Variable Rate Bonds, the payment of principal of and interest upon which Variable Rate Bonds is secured by a Credit Facility, the Holders of such Variable Rate Bonds so secured shall not have any right to consent to any Supplemental Ordinance with respect to which the consent of Holders of such Variable Rate Bonds would otherwise have to be obtained, the automatic and irrevocable consent of such Holders of such Variable Rate Bonds to be conclusively presumed by virtue of such Holder's acceptance thereof; and the Trustee shall not be required to seek such Holders' consent as set forth in this Section 1003, provided that all such Holders shall be entitled to receive notice of the proposed Supplemental Ordinance from the Trustee or from the remarketing agent with respect to such Variable Rate Bonds and shall have the opportunity to tender such Variable Rate Bonds for repurchase prior to the effectiveness of any such Supplemental Ordinance. So long any Bonds or Junior Lien Bonds are Outstanding as Variable Rate Bonds, the payment of principal of and interest upon which Variable Rate Bonds is secured by a Credit Facility, the Credit Entity which issued such Credit Facility shall be deemed the Holder of such Variable Rate Bonds so secured and shall have the right to consent to any Supplemental Ordinance with respect to which the consent of Holders of such Variable Rate Bonds would otherwise have to be obtained; provided, however, that the right of such Credit Entity to provide such consent shall be suspended if such Credit Entity shall have wrongfully dishonored a payment obligation under such Credit Facility or if the Credit Facility is for any reason unavailable to the Trustee for the benefit of the Holders of such Variable Rate Bonds other than by expiration in accordance with its terms.

Section 1004. General Provisions Relating to Series Ordinances and Supplemental Ordinances. This Ordinance shall not be modified or amended in any respect except in accordance with and subject to the provisions of this Article X. Nothing contained in this Article X shall affect or limit the right or obligation of the Authority to execute or deliver to the Trustee any instrument pursuant to elsewhere in this Ordinance provided or permitted to be delivered to the Trustee.

A copy of every Supplemental Ordinance adopted by the Authority when filed with the Trustee shall be accompanied by an opinion of Bond Counsel satisfactory to the Trustee stating that such Supplemental Ordinance has been duly and lawfully adopted in accordance with the provisions of this Ordinance, is authorized or permitted by this Ordinance and is valid and binding upon the Authority and enforceable in accordance with its terms.

The Trustee is hereby authorized to accept delivery of a certified copy of any Series Ordinance or Supplemental Ordinance permitted or authorized pursuant to the provisions of this Ordinance and to make all further agreements and stipulations which may be contained therein, and, in taking such action, the Trustee shall be fully protected in relying on an opinion of Bond Counsel that such Supplemental Ordinance is authorized or permitted by the provisions of this Ordinance.

Section 1005. Notation on Bonds or Junior Lien Bonds. Bonds delivered after the effective date of any action taken as provided in Article X may, and if the Trustee so determines shall, bear a notation by endorsement or otherwise in form approved by the Authority and the Trustee as to such action, and in that case, upon demand of the Holder of any Bond or Junior Lien Bond Outstanding at such effective date and upon presentation of his or her Bond or Junior Lien Bond for the purpose at the designated trust office of the Trustee, suitable notation shall be

made on such Bond or Junior Lien Bond by the Trustee as to any such action. If the Authority or the Trustee shall so determine, new Bonds or Junior Lien Bonds so modified as in the opinion of the Trustee and the Authority to conform to such action shall be prepared and delivered, and upon demand of the Holder of any Bond or Junior Lien Bond then Outstanding shall be exchanged, without cost to such Bondholder, for Bonds or Junior Lien Bonds of the same maturity then Outstanding, upon surrender of such Bonds or Junior Lien Bonds.

Section 1006. Notice. All notices, requests or other communications required to be given herein to the Authority and the Trustee shall be sufficiently given when mailed by registered or certified mail, postage prepaid, addressed, respectively, as follows:

To the Authority, at the addresses supplied from time to time to the Trustee by and for the Chief Financial Officer and the Director of Airports.

To the Trustee, at the address designated by the Trustee from time to time given to the Chief Financial Officer and the Director of Airports.

Section 1007. Computation of Principal on Non-Interest Bearing Bonds or Junior Lien Bonds. In the event the Authority issues any Bonds or Junior Lien Bonds which do not bear interest, and which appreciate in principal amount between the date of issuance and the maturity date thereof, in any context in which this Ordinance requires a computation of the percentage of the principal amount of Outstanding Bonds or Junior Lien Bonds, the Holders of which are required to or may take or require action, the appreciated principal amount of any such non-interest bearing Bond or Junior Lien Bond as of the date of such action shall be deemed to be the principal amount of such Bond or Junior Lien Bond.

Section 1008. Repeal, Savings Clause, Effective Date. All ordinances, resolutions or orders, or parts thereof, in conflict with the provisions of this Ordinance are, to the extent of such conflict, repealed.


Section 1009. Severability, Paragraph Headings, and Conflict. If any section, paragraph, clause or provision of this Ordinance shall be held invalid, the invalidity of such section, paragraph, clause or provision shall not affect any of the other provisions of this Ordinance. The paragraph headings in this Ordinance are furnished for convenience of reference only and shall not be considered to be part of this Ordinance.

Section 1010. Publication and Recordation. This Ordinance shall be published in full in the Detroit Legal News, a newspaper of general circulation in the Authority qualified under State law to publish legal notices, promptly after its adoption, and shall be maintained in the official records of the Authority and such recording authenticated by the signatures of the Chairman and Secretary of the Authority Board.

Section 1011. Effective Date. This Ordinance shall be effective immediately upon its adoption.

Assumed, restated, adopted and signed on the 26<sup>th</sup> day of September, 2003.

WAYNE COUNTY AIRPORT AUTHORITY

Signed   
Chairman

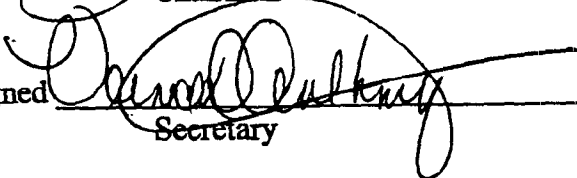
Signed   
Secretary

EXHIBIT A  
REQUISITION CERTIFICATE

TO: \_\_\_\_\_, Trustee,  
FROM: \_\_\_\_\_  
SUBJECT: [Insert Name of Bond Issue]

This represents Requisition Certificate No. \_\_\_\_\_ in the total amount of \$ \_\_\_\_\_ to pay those costs of the capital improvements detailed in the schedule attached.

The undersigned does certify that:

1. The expenditures for which moneys are requisitioned hereby represent proper charges against the Construction Fund of the subject bond issue and do not represent a reimbursement to the Authority for Operation and Maintenance Expenses and have been properly recorded on the Authority's books and have not been previously requisitioned.
2. The moneys requisitioned hereby are not greater than those necessary to meet obligations due and payable or to reimburse the Authority for its funds actually advanced for costs of the Capital Improvement Program to be financed with the proceeds of the Series \_\_\_ Bonds and such costs.
3. The Authority is not in default under this Ordinance and nothing has occurred to the knowledge of the Authority that would prevent the performance of its obligations under this Ordinance.
4. Delivered herewith are the following requested certificates, sworn statements, waivers of lien, surveys, invoices, architect's certificates and other documents:  
\_\_\_\_\_  
\_\_\_\_\_
5. [Additional requirements specific to particular Series]

Executed this \_\_\_ day of \_\_\_\_\_, 200\_\_.

WAYNE COUNTY AIRPORT AUTHORITY

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



Reviewed and Approved as to  
Paragraph 2:

[Consulting Architect or Engineer]

By \_\_\_\_\_

Its \_\_\_\_\_

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