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SUBSTITUTE ORDINANCE AUTHORIZING THE ISSUANCE OF SERIES 2018-1 WATER REVENUE PROJECT AND REFUNDING BONDS AND ISSUANCE OF SERIES 2018-1 SUBORDINATE LIEN OBLIGATIONS

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**SUBSTITUTE ORDINANCE AUTHORIZING THE ISSUANCE OF SERIES 2018-1
WATER REVENUE PROJECT AND REFUNDING BONDS AND ISSUANCE OF SERIES
2018-1 SUBORDINATE LIEN OBLIGATIONS**

BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF CHICAGO:

PART A INTRODUCTION

ARTICLE I AUTHORITY AND FINDINGS

Section 1.01. Authority. This Ordinance is adopted pursuant to Section 6(a) of Article VII of the Constitution. This Ordinance authorizes the issuance of Series 2018-1 Water Revenue Project and Refunding Bonds and the issuance of the Series 2018-1 Subordinate Lien Obligations as follows: (i) Part B of this Ordinance authorizes the issuance, from time to time, of Second Lien Water Revenue Project and Refunding Bonds, Series 2018-1 (the "Series 2018-1 Second Lien Bonds") in one or more series, in such principal amounts and with such terms and provisions as are set forth in Part B, in the Second Lien Bonds Master Indenture previously approved by the City and in the Twelfth Supplemental Indenture approved in Part B; (ii)

Part C of this Ordinance authorizes the issuance, from time to time, of Subordinate Lien Obligations (the "Series 2018-1 Subordinate Lien Obligations") in one or more series, in such principal amounts and with such terms and provisions as are set forth in Part C, (iii) Part D of this Ordinance amends Section 2-106-040 of the Municipal Code to authorize the Commissioner of the Department of Water Management of the City (the "Commissioner") to execute water supply contracts with suburban customers; and (iv) Part E of this Ordinance sets forth provisions generally applicable to the Series 2018-1 Second Lien Bonds, the Series 2018-1 Subordinate Lien Obligations, and the aforesaid amendment of the Municipal Code.

Section 1.02. Findings. It is found and declared as follows:

a) The City is a duly constituted and existing municipality within the meaning of Section 1 of Article VII of the Constitution, and is a "home rule unit" under Section 6(a) of Article VII of the Constitution.

b) The City has constructed and is maintaining and operating the Water System to meet the needs of the City's inhabitants and other users of the Water System and for fire protection. The Water System is operated under the supervision and control of the Department of Water Management of the City.

c) The City has determined to improve and expand the Water System, and to issue bonds and other obligations to pay the costs of such improvement and expansion.

d) The estimated useful life of the Projects is no shorter than the final maturity of the Project Bonds. It is advisable and necessary and in the best interests of the City that the City undertake and complete the Projects.

e) The City does not have available funds sufficient to pay 2018 Costs (as defined in clause (i) below).

f) The City has issued and has outstanding its Outstanding Senior Lien Bonds, Outstanding Second Lien Bonds and Outstanding Subordinate Lien Obligations.

g) The City has determined to ascertain whether the refunding of all or a portion of the Outstanding Senior Lien Bonds and/or Outstanding Second Lien Bonds will reduce the aggregate debt service payable by the City with respect to the Outstanding Senior Lien Bonds and Outstanding Second Lien Bonds or restructure such debt service in a manner deemed to be in the best interests of the Water System and the City.

h) The City has determined that it is advisable and in the best interests of the City to authorize the issuance from time to time of Series 2018-1 Second Lien Bonds and Series 2018-1 Subordinate Lien Obligations, subject to the authorization limits specified in this Ordinance, in one or more series for any one or more of the purposes of (1) refunding the Refunded Bonds, (2) paying Project Costs, (3) funding capitalized interest on the Series 2018-1 Second Lien Bonds and the Series 2018-1 Subordinate Obligations, (4) paying Costs of Issuance of the Series 2018-1 Second Lien Bonds and costs of issuance of the Series 2018-1 Subordinate Lien Obligations, (5) paying the costs of acquiring a Qualified Reserve Account Credit Instrument for the Series 2018-1 Second Lien Bonds or making a deposit to the Series 2018-1 Second Lien Bonds Dedicated Subaccount in the amount required by the Twelfth Supplemental Indenture or a Supplemental Indenture, and (6) providing for any discount on the Series 2018-1 Second Lien Bonds and the Series 2018-1

Subordinate Obligations.

(i) The proceeds of the Series 2018-1 Second Lien Bonds and the Series 2018-1 Subordinate Lien Obligations incurred for the costs described in clause (h), (1) - (6) above (the "2018 Costs") will not exceed the amount required to pay such costs.

Indenture, concurrent with the issuance, sale and delivery of the Series 2018-1 Second Lien Bonds, all the conditions and requirements in Section 4.06. of the. Second Lien Bonds Master Indenture shall have been fully satisfied and complied with and, based upon such satisfaction and compliance, if the City shall issue Series 2018-1 Second Lien Bonds pursuant to this Ordinance, such Series 2018-1 Second Lien Bonds will have a claim for payment from Second Lien Bond Revenues on an equal and ratable basis with the Series 2000 Second Lien Bonds, the Series 2001 Second Lien Bonds, the Series 2004 Second Lien Bonds, the Series 2008 Second Lien Bonds, the Series 2010 Second Lien Bonds, the Series 2012 Second Lien Bonds, the Series 2014 Second Lien Bonds, the Series 2016A Second Lien Bonds, the Series 2017 Second Lien Bonds,

(k) The City proposes to issue and sell the Series 2018-1 Second Lien Bonds for one or more of the purposes described in subsection (h) above in the manner authorized in this Ordinance in an aggregate principal amount not to exceed \$500,000,000 plus an amount equal to the amount of any original issue discount used in marketing the Series 2018-1 Second Lien

Bonds, as determined by the Chief Financial Officer in accordance with the terms of this Ordinance. The limit on the authorized amount of Series 2018-1 Second Lien Bonds under this Ordinance shall be exclusive of any premium received upon the issuance of the Series 2018-1 Second Lien Bonds.

(l) The City further proposes to issue the Series 2018-1 Subordinate Lien Obligations for one or more of the purposes described in subsection (h) above in the manner authorized in this Ordinance in an aggregate principal amount not to exceed \$400,000,000, as determined by the Chief Financial Officer in accordance with the terms of this Ordinance.

(m) The borrowing authorized by this Ordinance and the issuance of the Series 2018-1 Second Lien Bonds and the Series 2018-1 Subordinate Lien Obligations are for proper public purposes and are in the public interest. The City has the power to borrow for the purposes set forth in this Ordinance and to issue the Series 2018-1 Second Lien Bonds and the Series 2018-1 Subordinate Lien Obligations.

(n) The City's ability to issue Series 2018-1 Second Lien Bonds and the Series 2018-1 Subordinate Lien Obligations, from time to time without further action by the City Council at various times, in various principal amounts and with various interest rates and interest rate determination methods, maturities, redemption provisions and other terms will enhance the City's opportunities to obtain financing upon the most favorable terms available at such time of issuance.

(o) Authority is granted to the Chief Financial Officer to determine to sell from time to time the Series 2018-1 Second Lien Bonds and to issue the Series 2018-1 Subordinate Lien Obligations in one or more series, at such time as the Chief Financial Officer determines that such sale or sales is desirable and in the best

financial interest of the Water System.

(p) Legislation may hereafter be enacted by the Congress of the United States to provide subsidies, tax credits or other incentives or benefits at various subsidy levels to state and local governments in connection with the issuance of debt obligations by such governments, which incentives or benefits may, but need not, be similar to those direct payments being made by the United States Treasury Department to the City of a portion of the interest payable by the City on the Series 2010B Second Lien Bonds and the Series 2010C Second Lien Bonds (any such legislation as may hereafter be enacted and in effect from time to time being referred to as "Federal Compliant Obligation Authorization").

(q) The City has determined that it is advisable and in the best interests of the City to authorize the Commissioner to execute water supply contracts with suburban customers.

(r) The City proposes to amend Section 2-106-040 of the Municipal Code of Chicago to grant such authorization.

(s) This Ordinance is adopted pursuant to the City's constitutional home rule powers.

PART B
DEFINITIONS; SERIES 2018-1 SECOND LIEN BONDS; WATER FUND AND
ACCOUNTS

ARTICLE I DEFINITIONS

Section 1.01. Definitions, (a) Except as provided in this Article I, all capitalized terms used and not otherwise defined in this Part B shall have the meanings ascribed to them in the preambles set forth in Part A of this Ordinance or in the Second Lien Bonds Master Indenture or the Twelfth Supplemental Indenture.

(b) The following terms shall have the following meanings, unless the context clearly indicates a different meaning:

"Bond Registrar" means such banking institution as may be appointed by the Chief Financial Officer as bond registrar for the Series 2018-1 Second Lien Bonds, or any successor to it in that capacity appointed by the Chief Financial Officer and any co-bond registrar separately appointed by the Chief Financial Officer.

"Capital Appreciation Series 2018-1 Second Lien Project and Refunding Bonds" means any Series 2018-1 Second Lien Bonds which are designated by the Chief Financial Officer in the Second Lien Bond Determination Certificate to be capital appreciation bonds, all or a portion of the interest on which shall be payable as appreciation in the principal amount of those Series 2018-1 Second Lien Bonds, when the principal amount of those Series 2018-1 Second Lien Bonds is due.

"Chief Financial Officer" means the Chief Financial Officer of the City appointed by the Mayor or, in the event no person is at the time then so appointed and acting, the City Comptroller of the City.

"City" means the City of Chicago.

"City Clerk" means the duly elected and qualified person serving as the City Clerk of the City.

"City Council" means the City Council of the City.

"Compound Accreted Value" means, with respect to any Capital Appreciation Series 2018-1 Second Lien Bond, as of any date of calculation, its original principal amount plus the appreciation in its principal amount to that date calculated as provided in the related Second Lien Bond Determination Certificate.

"Constitution" means the 1970 Constitution of the State of Illinois.

"Construction Account: 2018-1 Second Lien Bonds" means the separate account of that name in the Water Fund established pursuant to Section 4.01 of this Part B.

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"Consulting Engineer" means any engineer or firm of engineers of national reputation selected by the City and generally recognized to be well qualified in engineering matters relating to municipal water utility systems.

"Costs of Issuance" means all fees and costs incurred by the City relating to the issuance of the Series 2018-1 Second Lien Bonds, including, without limitation, printing costs, Authenticating Agent's initial fees and charges, Bond Registrar's fees and charges, Paying Agent's fees and charges, financial advisory fees, costs of credit ratings, engineering fees, legal fees, accounting fees, the cost of any premiums for municipal bond insurance to insure the Series 2018-1 Second Lien Bonds, and the cost of any related services with respect to the Series 2018-1 Second Lien Bonds.

"CP Notes" means obligations commonly described as "commercial paper" issued by the City from time to time, payable from the Commercial Paper Account described in Section 3.03(f) of Part B of this Ordinance including the Series 2004 Commercial Paper Program Notes.

"Defeasance Obligations" means (i) cash, (ii) Governmental Obligations, (iii) securities that are described in clause (c) of the definition of Permitted Investments; (iv) securities that are obligations described in clause (f) of the definition of Permitted Investments (A) that have been refunded in advance of their maturity and are, at the time of purchase, rated by at least two Rating Agencies in their highest respective long-term rating categories for comparable types of debt obligations or (B) that have been refunded in advance of their maturity with cash, direct U.S. or U.S. guaranteed obligations, or rated pre-refunded municipals and are, at the time of purchase, rated by a single Rating Agency in its highest long-term rating category for comparable types of debt obligations, (v) the interest component of REFCORP strips which have been stripped by request to the Federal Reserve Bank of New York in book entry form, or (vi) obligations issued by the following agencies which are backed by the full faith and credit of the U.S.: Farmers Home Administration (FmHA) (certificates of beneficial ownership), Federal Financing Bank, General Services Administration (participation certificates), 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), and U.S. Public Housing Notes and Bonds - U.S. government guaranteed public housing notes and bonds.

"Deputy City Clerk" means the duly appointed and qualified person serving as the Deputy City Clerk of the City.

"Federal Subsidies" means (i) the direct payments by the Treasury Department to the City of a portion of the interest payable by the City on the Series 2010B Second Lien Bonds and the Series 2010C Second Lien Bonds and (ii) to the extent hereafter provided in Federal Compliant Obligation Authorization, payments by the Treasury Department to the City resulting from subsidies, tax credits or other incentives or benefits to state and local governments in connection with the issuance of debt obligations by such governments.

"Fiscal Year" means the period beginning January 1 and ending December 31 of any year.

"Governmental Obligations" means securities which are obligations described in clauses (a) and (b) of the definition of Permitted Investments in this Section 1.01.

"Gross Revenues" means all income and receipts from any source which under generally accepted accounting principles are properly recognized as being derived from the operation of the Water System, including without limitation (i) charges imposed for water service and usage, (ii) charges imposed for sales of water to municipalities (other than the City) and other users of water service, (iii) charges imposed for inspections and permits for connection to the Water System, (iv) grants (excluding grants received for capital projects) and (v) Investment Earnings. Gross Revenues do not include (a) amounts credited to customers on their bills, such as for payment of the price of purchasing from them capital assets of the Water System, or (b) Federal Subsidies.

"Internal Revenue Code" means the Internal Revenue Code of 1986, as amended, or any successor act and the regulations promulgated thereunder.

"Investment Earnings" means interest plus net profits and less net losses derived from investments made with any portion of the Gross Revenues or with any money in the Accounts in the Water Fund (other than the Senior Lien Rebate Accounts) specified in Section 3.03 of this Part B. Investment Earnings do not include interest or earnings on investments of the Construction Account: 2018-1 Second Lien Bonds, or any Second Lien Rebate Accounts established pursuant to Section 3.01 of the Second Lien Bonds Master Indenture.

"Mayor" means the Mayor of the City.

"Municipal Code" means the Municipal Code of Chicago, as amended.

"Net Revenues" means that portion of the Gross Revenues remaining in any period after providing sufficient funds for Operation and Maintenance Costs.

"Net Revenues Available for Bonds" means that portion of the Net Revenues remaining in any period, minus any amounts deposited during that period in the Water Rate Stabilization Account as provided in Section 3.03(h) of this Part B (other than amounts deposited to that Account upon the issuance of the Series 1993

Bonds or upon the issuance of any Senior Lien Parity Bonds) and plus the amounts withdrawn during that period from that Account.

"Operation and Maintenance Costs" means all expenses reasonably incurred by the City in connection with the operation, maintenance, renewal, replacement and repair of the Water System, which under generally accepted accounting principles are properly chargeable to the Water System and not capitalized, including, without limitation, salaries, wages, taxes, contracts for services, costs of materials and supplies, purchase of power, fuel, insurance, reasonable repairs and extensions necessary to render efficient service, the costs related to any agreements or other arrangements entered into pursuant to this Part B, Paying Agent's fees, and all incidental expenses, but excluding any provision for depreciation or for interest on Senior Lien Bonds. Second Lien Bonds, Subordinate Lien Obligations, CP Notes, Water System Line of

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Credit Notes or other obligations for borrowed money payable from the Net Revenues, Net Revenues Available for Bonds, Second Lien Bond Revenues or Subordinate Lien Obligation Revenues and, from and after the earlier to occur of (i) the date all Senior Lien Bonds issued prior to the date of issuance of the Series 2000 Senior Lien Bonds are no longer Outstanding or (ii) the effective date of amendments to the ordinances authorizing Outstanding Senior Lien Bonds issued prior to the date of issuance of the Series 2000 Senior Lien Bonds which permit the following to be included in the definition of Operation and Maintenance Costs, the fees of the trustee and any remarketing agent, paying agent or bond registrar for the Second Lien Bonds, and the paying agent, if any, for Subordinate Lien Obligations.

"Ordinance" means this Ordinance as it may be modified or amended from time to time.

"Outstanding" means, (i) with reference to any series of Senior Lien Bonds, all of such obligations that are outstanding and unpaid, provided that such term does not include obligations:

a) which have been paid or redeemed in full both as to principal, redemption premium, if any, and interest, or

b) which have matured or which have been duly called for redemption and for the payment of which money is on deposit with the designated paying agents for such Senior Lien Bonds, or are otherwise properly available, sufficient to pay the principal of, redemption premium, if any, and interest on such Senior Lien Bonds, or

c) for which the City has provided for payment by depositing in an irrevocable trust or escrow, cash or Defeasance Obligations, in each case the maturing principal of and interest on which will be sufficient to pay at maturity, or if called for redemption on the applicable redemption date, the principal of, redemption premium, if any, and interest on such Senior Lien Bonds, or

d) which are owned by the City; and

(ii) with reference to any Second Lien Bonds, has the meaning ascribed to such term in the Second Lien Bonds Master Indenture; and with reference to any Subordinate Lien Obligations, has the meaning ascribed to such term in the ordinances authorizing such Subordinate Lien Obligations; with reference to any CP Notes, has the meaning ascribed to such term in the ordinances and related indentures authorizing such CP Notes; and with

reference to any Water System Line of Credit Notes, has the meaning ascribed to such term in the ordinances and related Water System Line of Credit Agreements pursuant to which such Water System Line of Credit Notes are issued.

"Paying Agent" means such banking institution as may be appointed by the Chief Financial Officer as paying agent for the Series 2018-1 Second Lien Bonds, or any successor to it in that capacity appointed by the Chief Financial Officer and any co-paying agent separately appointed by the Chief Financial Officer.

"Permitted Investments" means any of the following, to the extent permitted by law and by the Second Lien Bonds Master Indenture at the time of such investment:

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a) direct obligations of, or obligations the principal of and interest on which are unconditionally guaranteed by, the United States of America;

b) trust receipts or other certificates of ownership evidencing an ownership interest in the principal of or interest on, or both principal of and interest on, obligations described in clause (a) of this definition, which obligations are held in trust by a bank described in clause (d) of this definition, provided that such bank holds such obligations separate and segregated from all other, funds and accounts of the City and of such bank and that a perfected first security interest under the Illinois Uniform Commercial Code, or under book entry procedures prescribed at 31 C.F.R. 306.0 et seq. or 31 C.F.R. 350.0 et seq. (or other similar book entry procedures similarly prescribed by federal law or regulations adopted after the date of adoption of this Ordinance), has been created in such obligations for the benefit of the applicable account in the Water Fund or, to the extent permitted, in any irrevocable trust or escrow established to make provision for the payment and discharge of the indebtedness on all Series 2018-1 Second Lien Bonds or other obligations which are payable from Net Revenues Available for Bonds;

c) obligations of Fannie Mae or of any agency or instrumentality of the United States of America now existing or created after the issuance and delivery of the Series 2018-1 Second Lien Bonds, including but not limited to the Federal Home Loan Mortgage Corporation, the United States Postal Service, the Government National Mortgage Association and the Federal Financing Bank;

d) negotiable or non-negotiable time deposits evidenced (i) by certificates of deposit issued by any bank, trust company, national banking association or savings and loan association which has capital of not less than \$250,000,000 or (ii) by certificates of deposit which are continuously and fully insured by (A) any federal agency or (B) an insurer that at the time of issuance of the policy securing such deposits has been assigned a credit rating on its long-term unsecured debt within one of the two highest rating categories, without regard to any refinement or gradation of rating category by numerical modifier or otherwise, from at least two Rating Agencies;

e) repurchase agreements with banks described in clause (d) of this definition or with government bond dealers reporting to, trading with, and recognized as primary dealers by a Federal Reserve Bank, provided (i) that the underlying securities are obligations described in clauses (a) or (c) of this definition and are required to be continuously maintained at a market value not less than the amount so invested, (ii) the City has received an opinion of counsel to the effect that a custodian for the City has possession of the underlying securities as collateral and has a perfected first security interest in the collateral, and (iii) the collateral is in the

opinion of such counsel free and clear of claims by third parties:

(t) obligations of any state of the United States of America or any political subdivision of a state or any agency or instrumentality of a state or political subdivision which are, at the time of purchase, rated by at least two Rating Agencies in one of their two highest respective long-term rating categories, without regard to any refinement or gradation of rating categories by numerical modifier or otherwise (if not rated by at least two Rating Agencies then a rating by a single Rating Agency shall be satisfactory), for comparable types of debt obligations;

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g) bonds, notes, debentures or other evidences of indebtedness issued or guaranteed by any corporation which are, at the time of purchase, rated by at least two Rating Agencies, without regard to any refinement or gradation of rating categories by numerical modifier or otherwise, in their highest rating category (if not rated by at least two Rating Agencies then a rating by a single Rating Agency shall be satisfactory), for comparable types of debt obligations;

h) repurchase agreements and investment agreements (including forward purchase agreements pursuant to which the City agrees to purchase securities of the type described in clauses (a), (b), (c), (f), (g) and (i) of this definition of "Permitted Investments"), with any bank, trust company, national banking association (which may include any Paying Agent or Bond Registrar), insurance company or any other financial institution which at the date of the agreement has an outstanding, unsecured, uninsured and unguaranteed debt issue rated by at least two Rating Agencies in one of their three highest respective long-term rating categories, without regard to any refinement or gradation of rating categories by numerical modifier or otherwise, or if such institution is not so rated, that the agreement is secured by such securities as are described in clauses (a) through (d) above, inclusive, having a market value at all times (exclusive of accrued interest, other than accrued interest paid in connection with the purchase of such securities) at least equal to the principal amount invested pursuant to the agreement, provided that (i) a custodian for the City (which custodian is not the entity with which the City has the repurchase or investment agreement) has a perfected first security interest in the collateral and the City has received an opinion of counsel to that effect, (ii) the custodian or an agent of the custodian (which agent is not the entity with which the City has the repurchase or investment agreement) has possession of the collateral, and (iii) such obligations are in the opinion of such counsel free and clear of claims by third parties;

(i) prime commercial paper of a corporation incorporated under the laws of any state of the United States of America, rated by at least one Rating Agency in its highest short-term rating category, without regard to any refinement or gradation of rating category by numerical modifier or otherwise;

(j) certificates of deposit of national banks that are either fully collateralized at least 110 percent by marketable U.S. government securities marked to market at least monthly or secured by a corporate surety bond issued by an insurance company licensed to do business in Illinois and having a claims-paying rating in the top rating category, without regard to any refinement or gradation of rating category by numerical modifier or otherwise, as rated by at least one Rating Agency and maintaining such rating during the term of such

investment; and

(k) shares of a money market fund registered under the Investment Company Act of 1940, whose shares are registered under the Securities Act of 1933, as amended.

"Project Bonds" means Series 2018-1 Second Lien Bonds, the proceeds of which are used for Project Costs.

"Project Costs" means the costs of acquiring, constructing and equipping the Projects, including without limitation, acquisition of necessary interests in property, engineering fees or costs of the City, restoration costs, legal fees or costs of the City.

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"Projects" means the program of improvements and extensions to the Water System designated by the Commissioner including, but not limited to constructing and installing water mains; rehabilitating, upgrading, replacing, repairing, renovating, improving and extending facilities at the water purification plants; improving and extending facilities at any or all of the pumping stations; providing any and all necessary facilities, services and equipment to protect and enhance the safety, integrity and security of the Water System; and providing new equipment and technology and rehabilitating existing equipment necessary to continue to provide existing and future customers with the quality and quantity of water required and to meet future customer demand.

"Rating Agency" means any nationally recognized securities rating agency.

"Refunded Bonds" means those Outstanding Senior Lien Bonds and Outstanding Second Lien Bonds identified in the Second Lien Bond Determination Certificate to be refunded with the proceeds of the Refunding Bonds.

"Refunding Bonds" means Series 2018-1 Second Lien Bonds, the proceeds of which are used to finance all or a portion of the costs of refunding the Refunded Bonds.

"Registered Owner" means any person in whose name a Bond is registered in the registration books of the City maintained by the Bond Registrar.

"Second Lien Bond Determination Certificate" means the certificate of the Chief Financial Officer with respect to the Series 2018-1 Second Lien Bonds of a series filed with the Office of the City Clerk or the Deputy City Clerk, addressed to the City Council as provided in Section 2.04(e) of this Part B.

"Second Lien Bond Initial Purchasers" means the underwriters or representatives of an underwriting syndicate or other purchasers to which, or at the direction of which, the City will sell the Series 2018-1 Second Lien Bonds of a series and with which the City will enter into a Second Lien Bond Purchase Agreement, as the Chief Financial Officer shall designate in the related Second Lien Bond Determination Certificate.

"Second Lien Bond Provider" means a company, banking institution or other financial institution which is the issuer of a Qualified Reserve Account Credit Instrument (as defined in the Second Lien Bonds Master Indenture).

"Second Lien Bond Purchase Agreement" means the Second Lien Bond Purchase Agreement between the City and the Second Lien Bond Initial Purchasers of the Series 2018-1 Second Lien Bonds of a series authorized by Section 2.04(a) of this Part B.

"Second Lien Bond Revenues" means all sums, amounts, funds or moneys which are deposited to the Second Lien Bonds Account pursuant to Section 3.03(d) of this Part B subject to the priority for the deposit of Net Revenues Available for Bonds established in Section 3.03 of this Part B.

"Second Lien Bonds" means the Series 2018-1 Second Lien Bonds authorized herein, the Series 2017-2 Second Lien Bonds, the Series 2017 Second Lien Bonds, the Series 2016A

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Second Lien Bonds, the Series 2014 Second Lien Bonds, the Series 2012 Second Lien Bonds, the Series 2010 Second Lien Bonds, the Series 2008 Second Lien Bonds, the Series 2004 Second Lien Bonds, the Series 2001 Second Lien Bonds, the Series 2000 Second Lien Bonds and all Second Lien Parity Bonds.

"Second Lien Bonds Account" means the separate account of that name previously : established in the Water Fund and described in Section 3.03(d) of this Part B.

"Second Lien Bonds Construction Accounts" means the various accounts established for construction purposes by the Series 2000 Ordinance, the Series 2004 Ordinance, the Series 2006 Ordinance, the Series 2008 Ordinance, the Series 2010 Ordinance, the Series 2012 * Ordinance, the Series 2014 Ordinance, the Series 2016 Ordinance, the Series 2018 Ordinance, this Ordinance and any ordinances authorizing Second Lien Parity Bonds, and the Bond Proceeds Account: 2016A Second Lien Bonds established by the Series 2016A Ordinance.

"Second Lien Bonds Master Indenture" means the Second Lien Bonds Master Indenture approved in the Series 2000 Ordinance, as amended by Amendment No. 1 To Master Indenture, dated as of August 1, 2004 and as the same may from time to time be supplemented and amended in accordance with its provisions.

"Second Lien Parity Bonds" means obligations which may be issued on the date or after the issuance of the Series 2018-1 Second Lien Bonds which are payable from Second Lien Bond Revenues on an equal and ratable basis with the Series 2018-1 Second Lien Bonds and all other Outstanding Second Lien Bonds.

"Senior Lien Bond Provider" means a company, banking institution or other financial institution which is the issuer of a Senior Lien Debt Service Reserve Account Credit Instrument or a municipal bond insurance policy as described in the ordinance authorizing the applicable series of Senior Lien Bonds.

"Senior Lien Bonds" means the Series 1997 Bonds, the Senior 2000 Senior Lien Bonds and all Senior Lien Parity Bonds.

"Senior Lien Bonds Construction Accounts" means the various accounts established for construction purposes by the Series 1997 Ordinance, the Series 2000 Ordinance, and any ordinance authorizing Senior Lien Parity Bonds.

"Senior Lien Debt Service Requirement" means, for any Fiscal Year, the principal of and interest on Senior Lien Bonds required to be paid in that Fiscal Year. With respect to any Senior Lien Bonds for which any interest is payable by appreciation in principal amount, the Senior Lien Debt Service Requirement for a Fiscal Year includes all appreciated principal payable in that Fiscal Year but does not include the increase in principal which occurs in that Fiscal Year but is not payable in that Fiscal Year. Any Senior Lien Bonds required to be redeemed pursuant to a mandatory sinking fund redemption shall be treated for these purposes as being due on the date they are required to be redeemed and not on their stated maturity dates.

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"Senior Lien Debt Service Reserve Account" means the separate account entitled "Bond Debt Service Reserve Account" previously established by the City in the Water Fund and described in Section 3.03(b) of this Part B and each Subaccount of that Account.

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"Senior Lien Debt Service Reserve Account Credit Instrument" means a non-cancelable insurance policy, a non-cancelable surety bond or an irrevocable letter of credit which may be delivered to the City in lieu of or in partial substitution for cash or securities required to be on deposit in a Subaccount of the Senior Lien Debt Service Reserve Account. In the case of an insurance policy or surety bond, the Senior Lien Bond Provider of such insurance policy or surety bond shall be an insurer which, at the time of issuance of the insurance policy or surety bond, has been assigned a credit rating which is within one of the two highest ratings, without regard to any refinement or gradation of rating categories by numerical modifier or otherwise, accorded insurers by at least two Rating Agencies. Letters of credit shall be issued by a banking institution which has, or the parent of which has, or the holding corporation of which it is the principal bank has, at the time of issuance of the letter of credit, a credit rating on its long-term unsecured debt within one of the two highest rating categories, without regard to any refinement or gradation of rating categories by numerical modifier or otherwise, from at least two Rating Agencies. The insurance policy, surety bond or letter of credit shall grant to the City the right to receive payment for the purposes of which the Subaccount of the Senior Lien Debt Service Reserve Account may be used or for deposit in that Subaccount and shall be irrevocable during its term.

"Senior Lien Debt Service Reserve Account Credit Instrument Coverage" means, with respect to any Senior Lien Debt Service Reserve Account Credit Instrument on any date of determination, the amount available to pay principal of and interest on the Senior Lien Bonds under that Senior Lien Debt Service Reserve Account Credit Instrument.

"Senior Lien Debt Service Reserve Requirement" means with respect to each of the Series 1997 Bonds and the Series 2000 Senior Lien Bonds, the amount, as of any date of computation, specified in the respective ordinance of the City, as amended, authorizing those Bonds. Any Senior Lien Bonds required to be redeemed pursuant to a mandatory sinking fund redemption shall be treated for purposes of this definition as being due on the dates they are required to be redeemed and not on their stated maturity dates.

"Senior Lien Parity Bonds" means obligations issued which are payable from Net Revenues Available for Bonds on an equal and ratable basis with all other Outstanding Senior Lien Bonds.

"Senior Lien Principal and Interest Account" means the separate account entitled "Senior Lien Principal and Interest Account" previously established by the City in the Water Fund and described in Section 3.03(a) of this Part B.

"Senior Lien Rebate Account" or "Senior Lien Rebate Accounts" means the separate account or accounts with that title in the Water Fund referred to in Section 3.03(c) of this Part B.

"Series 1993 Bonds" means the Water Revenue Bonds, Refunding Series 1993, of the City.

"Series 1997 Ordinance" means the ordinance passed by the City Council on June 4, 1997, authorizing the issuance of the Series 1997 Bonds, and the Senior Lien Bond Determination Certificate of the Chief Financial Officer in connection with the Series 1997 Bonds.

"Series 1997 Bonds" means the Water Revenue Bonds, Series 1997, of the City which are Outstanding from time to time.

"Series 2000 Ordinance" means (i) the ordinance passed by the City Council on November 17, 1999, authorizing the issuance of the Series 2000 Senior Lien Bonds, the Series 2000 Second Lien Bonds and the Series 2000 Subordinate Lien Obligations, and (ii) the Senior Lien Bond Determination Certificate of the Chief Financial Officer in connection with the Series 2000 Senior Lien Bonds.

"Series 2000 Second Lien Bonds" means the Second Lien Water Revenue Bonds, Series 2000, of the City which are Outstanding from time to time.

"Series 2000 Senior Lien Bonds" means the Senior Lien Water Revenue Bonds, Series 2000, of the City which are Outstanding from time to time.

"Series 2000 Subordinate Lien Obligations" means the Loans authorized by and defined in the Series 2000 Ordinance which are Outstanding from time to time.

"Series 2001 Second Lien Bonds" means the Second Lien Water Revenue Refunding Bonds, Series 2001, of the City which are Outstanding from time to time.

"Series 2004 Commercial Paper Program Notes" means the Water System Commercial Paper Notes, 2004 Program, Series A (Tax-Exempt) and Series B (Taxable) of the City outstanding from time to time.

"Series 2004 Ordinance" means the ordinance passed by the City Council on May 26, 2004, as amended by the Series 2012 Ordinance, authorizing the issuance of the Series 2004 Second Lien Bonds and the Second Lien Bond Determination Certificate of the Chief Financial Officer in connection with the Series 2004 Second Lien Bonds and further authorizing the Series 2004 Commercial Paper Program Notes.

"Series 2004 Second Lien Bonds" means the Second Lien Water Revenue Refunding Bonds, Series 2004, of the City, which are Outstanding from time to time.

"Series 2008 Ordinance" means the ordinance passed by the City Council on September 27, 2007,

authorizing, among other things, the issuance of the Series 2008 Second Lien Bonds and the Series 2008 Subordinate Lien Obligations.

"Series 2008 Second Lien Bonds" means the Second Lien Water Revenue Project and Refunding Bonds, Series 2008, of the City, which are Outstanding from time to time.

"Series 2008 Subordinate Lien Obligations" means the Loans authorized by and defined in the Series 2008 Ordinance.

"Series 2010A Second Lien Bonds" means the Second Lien Water Revenue Bonds, Project and Refunding Series 201 OA (Tax-Exempt), of the City, which are Outstanding from time to time.

"Series 201 OB Second Lien Bonds" means the Second Lien Water Revenue Bonds, Taxable Project Series 201 OB (Build America Bonds - Direct Payment), of the City, which are Outstanding from time to time.

"Series 2010C Second Lien Bonds" means the Second Lien Water Revenue Bonds, Taxable Project Series 2010C (Qualified Energy Conservation Bonds - Direct Payment), of the City, which are Outstanding from time to time.

"Series 2010 Ordinance" means the ordinance passed by the City Council on September 8, 2010, authorizing, among other things, the issuance of the Series 2010 Second Lien Bonds and the Series 2010 Subordinate Lien Obligations and the Second Lien Bond Determination Certificate of the Chief Financial Officer in connection with the Series 2010 Second Lien Bonds.

"Series 2010 Second Lien Bonds" means, collectively, the Series 2010A Second Lien Bonds, the Series 2010B Second Lien Bonds and the Series 2010C Second Lien Bonds which are Outstanding from time to time.

"Series 2010 Subordinate Lien Obligations" means the Loans authorized and defined in the Series 2010 Ordinance.

"Series 2012 Ordinance" means the ordinance passed by the City Council on March 14, 2012 as amended by the ordinance passed by the City Council on May 9, 2012, authorizing, among other things, the issuance of the Series 2012 Second Lien Bonds and the Series 2012 Subordinate Lien Obligations and the Second Lien Bond Determination Certificate of the Chief Financial Officer in connection with the Series 2012 Second Lien Bonds.

"Series 2012 Second Lien Bonds" means the Second Lien Water Revenue Bonds, Project Series 2012, of the City, which are Outstanding from time to time.

"Series 2012 Subordinate Lien Obligations" means the Loans authorized and defined in the Series 2012 Ordinance.

"Series 2014 Ordinance" means the ordinance passed by the City Council on April 30, 2014, authorizing the issuance of the Series 2014 Second Lien Bonds and the Second Lien Bond Determination Certificate of the Chief Financial Officer in connection with the Series 2014 Second Lien Bonds.

"Series 2014 Second Lien Bonds" means the Second Lien Water Revenue Project and Refunding

Bonds, Series 2014, of the City, which are Outstanding from time to time.

"Series 2016A Ordinance" means the ordinance passed by the City Council on March 16, 2016, authorizing the issuance of the Series 2016A Second Lien Bonds and the Second Lien Bond Determination Certificate of the Chief Financial Officer in connection with the Series 2016A Second Lien Bonds.

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"Series 2016A Second Lien Bonds" means the Second Lien Water Revenue Bonds, Series 2016A-1 (Tax-Exempt) and Series 2016A-2 (Taxable), of the City, which are Outstanding from time to time.

"Series 2017 Ordinance" means the ordinance passed by the City Council on January 13, 2016, authorizing the issuance of the Series 2017 Second Lien Bonds and the Second Lien Bond Determination Certificate of the Chief Financial Officer in connection with the Series 2017 Second Lien Bonds.

"Series 2017 Second Lien Bonds" means the Second Lien Water Revenue Refunding Bonds, Series 2017, of the City, which are Outstanding from time to time.

"Series 2018 Ordinance" means the ordinance passed by the City Council on November 8, 2017, authorizing the issuance of the Series 2017-2 Second Lien Bonds and the Second Lien Bond Determination Certificate of the Chief Financial Officer in connection with the Series 2017-2 Second Lien Bonds.

"Series 2017-2 Second Lien Bonds" means the Second Lien Water Revenue Refunding Bonds, Series 2017-2, of the City, which are Outstanding from time to time.

"Subordinate Lien Debt Service Requirement" means, for any Fiscal Year, the principal of and interest on Subordinate Lien Obligations required to be paid in that Fiscal Year.

"Subordinate Lien Debt Service Reserve Subaccount" means the separate Subaccount of that name previously established by the City in the Subordinate Lien Obligations Account and described in Section 3.03 (e) of this Part B.

"Subordinate Lien Obligations" means the Series 2000 Subordinate Lien Obligations, the Series 2008 Subordinate Lien Obligations, the Series 2010 Subordinate Lien Obligations, the Series 2012 Subordinate Lien Obligations and all Subordinate Lien Parity Obligations.

"Subordinate Lien Obligation Revenues" means all sums, amounts, funds or moneys which are deposited to the Subordinate Lien Obligations Account.

"Subordinate Lien Obligations Account" means the separate account of that name previously established in the Water Fund and described in Section 3.03(e) of this Part B.

"Subordinate Lien Principal and Interest Subaccount" means the separate Subaccount of that name previously established by the City in the Subordinate Lien Obligations Account and described in Section 3.03 (e) of this Part B.

"Subordinate Lien Parity Obligations" means obligations issued in the future which are payable from Subordinate Lien Obligation Revenues on an equal and ratable basis with all other Outstanding Subordinate

Lien Obligations.

"Supplemental Indenture" means each Supplemental Indenture duly entered into in accordance with the terms of the Second Lien Bonds Master Indenture (other than the Twelfth

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Supplemental Indenture) respecting each series of Series 2018-1 Second Lien Bonds other than the initial series of such Bonds approved in Section 2.03 of Part B of this Ordinance.

"Taxable Bonds" has the meaning assigned to such term in Section 1.09 of Part E of this Ordinance.

"Twelfth Supplemental Indenture" means the Twelfth Supplemental Indenture respecting the initial series of Series 2018-1 Second Lien Bonds approved in Section 2.03 of Part B of this Ordinance, as the same may be amended in accordance with its terms.

"Treasurer" means the Treasurer of the City.

"Treasury Department" means the United States Department of the Treasury.

"Water Fund" means the separate fund designated the "Water Fund of the Municipality of Chicago" previously established by the City and described in Section 3.02 of this Part B.

"Water Rate Stabilization Account" means the separate account of that name previously established by the City in the Water Fund and described in Section 3.03(h) of this Part B.

"Water System" means all property, real, personal or otherwise, owned or to be owned by the City or under the control of the City and used for water supply, distribution or collection purposes, including the Projects, any and all further extensions, improvements and additions to the foregoing.

"Water System Line of Credit Notes" means the Water System Line of Credit Notes defined in and authorized by the Series 2012 Ordinance.

As used in this Ordinance with respect to any Capital Appreciation Series 2018-1 Second Lien Bond, the term "principal" refers as of any date, to a Bond's Compound Accreted Value.

ARTICLE II DETAILS OF THE SERIES 2018-1 SECOND LIEN BONDS

Section 2.01. Principal Amount, Designation, Sources of Payment. The City is authorized to borrow money for the purposes specified in Section 2.02 of this Part B and in evidence of its obligation to repay the borrowing is authorized to issue at one or more times the Series 2018-1 Second Lien Bonds in one or more separate series (provided that the total principal amount of any Series 2018-1 Second Lien Bonds shall not exceed \$500,000,000, plus an amount equal to the amount of any original issue discount (not to exceed 15 percent of the aggregate principal amount of such series of Series 2018-1 Second Lien Bonds) used in the marketing of such Series 2018-1 Second Lien Bonds). The Series 2018-1 Second Lien Bonds shall be issued pursuant to the Second Lien Bonds Master Indenture, the Twelfth Supplemental Indenture and one or more

additional Supplemental Indentures, if any. The Series 2018-1 Second Lien Bonds shall be designated "Second Lien Water Revenue Project and Refunding Bonds, Series 2018-1" or "Second Lien Water Revenue Project and Refunding Bonds, Series 2018-1 (Taxable)" provided that (a) if the Bonds are issued after calendar year 2018, their designation shall reflect

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the year of issuance; (b) if the Chief Financial Officer determines that a different designation that clearly indicates the year in which the Bonds are issued will assist in the sale of the Bonds, such designation is permitted; or (c) if such Bonds shall be issued to pay Project Costs and not to refund Second Lien Bonds, or to refund Second Lien Bonds and not to pay Project Costs, the designation of such Bonds shall be adjusted accordingly; and in each case, the resulting designation shall be reflected in the Second Lien Bond Determination Certificate. If the Series 2018-1 Second Lien Bonds are issued in more than one series, each series shall be appropriately designated to indicate the order of its issuance. The Series 2018-1 Second Lien Bonds shall be limited obligations of the City having a claim for payment of principal, redemption premium and interest solely from amounts in the Series 2018-1 Second Lien Bonds Subaccount of the Second Lien Bonds Account, the sources pledged under the Second Lien Bonds Master Indenture and the Twelfth Supplemental Indenture and from amounts on deposit in the Construction Account: 2018-1 Second Lien Bonds, and, together with any Outstanding and Second Lien Parity Bonds, from Second Lien Bond Revenues. The Series 2018-1 Second Lien Bonds shall not constitute an indebtedness of the City within the meaning of any constitutional or statutory provisions or limitation as to indebtedness and shall have no claim to be paid from taxes of the City. Each Series 2018-1 Second Lien Bond shall contain a statement to that effect. A lien on and security interest in Second Lien Bond Revenues is granted to the Registered Owners of the Second Lien Bonds Outstanding from time to time, and a lien on amounts in the Construction Account: 2018-1 Second Lien Bonds is granted to the Owners of the Series 2018-1 Second Lien Bonds Outstanding from time to time, subject to amounts in those Accounts being deposited, credited and expended as provided in this Ordinance.

Section 2.02. Purposes. The borrowing and issuance of the Series 2018-1 Second Lien Bonds authorized in Section 2.01 of this Part B shall be for any one or more of the purposes of (1) refunding the Refunded Bonds, (2) paying Project Costs, (3) funding capitalized interest, if any, on the Series 2018-1 Second Lien Bonds, (4) paying Costs of Issuance of the Series 2018-1 Second Lien Bonds, (5) paying the costs of acquiring a Qualified Reserve Account Credit Instrument for the Series 2018-1 Second Lien Bonds or making a deposit to the Series 2018-1 Second Lien Bonds Dedicated Subaccount in the amount required by the Twelfth Supplemental Indenture or a Supplemental Indenture, if any, and (6) providing for any discount on the Series 2018-1 Second Lien Bonds.

Section 2.03. Approval of Twelfth Supplemental Indenture and Additional Supplemental Indentures for the Series 2018-1 Second Lien Bonds, Bond Provisions, (a)
The form of Twelfth Supplemental Indenture attached to this Ordinance as Exhibit A is approved in all respects. The Chief Financial Officer is authorized, with respect to the initial series of Series 2018-1 Second Lien Bonds, to execute and deliver the Twelfth Supplemental Indenture for the Series 2018-1 Second Lien Bonds in substantially the form attached to this Ordinance as Exhibit A for and on behalf of the City, and the City Clerk and the Deputy City Clerk are each authorized to attest the same and to affix to the same the corporate seal of the City or a facsimile of such corporate seal. The Chief Financial Officer is further authorized with respect to any series of Series 2018-1 Second Lien Bonds issued subsequent to the initial series of Series 2018-1 Second Lien Bonds, to execute and deliver a Supplemental Indenture containing the information set forth in Section 2.03 of the Second Lien Bonds Master Indenture and in substantially the form of the Twelfth

Supplemental Indenture, and the City Clerk and the Deputy

City Clerk are each authorized to attest the same and to affix to the same the corporate seal of the City or a facsimile of such corporate seal. The Twelfth Supplemental Indenture and each Supplemental Indenture executed and delivered pursuant to this Section 2.03 may contain such changes and revisions to reflect the terms of such series of Series 2018-1 Second Lien Bonds (including, without limitation changes and revisions related to the issuance of such Series 2018-1 Second Lien Bonds as Taxable Bonds) consistent with the purposes and intent of this Part B and with the covenants set forth in the Second Lien Bonds Master Indenture as shall be approved by the Chief Financial Officer, the execution and delivery of such Twelfth Supplemental Indenture and each Supplemental Indenture to constitute conclusive evidence of the City Council's approval of any and all such changes or revisions in such instruments. The Twelfth Supplemental Indenture and each Supplemental Indenture shall set forth such covenants with respect to the imposition of Water System rates, the issuance of Second Lien Parity Bonds, the application of funds in the Water Fund and the Second Lien Bonds Account and other matters relating to the Series 2018-1 Second Lien Bonds and the security for the Series 2018-1 Second Lien Bonds as shall be deemed necessary by the Chief Financial Officer in connection with the sale of any series of Series 2018-1 Second Lien Bonds, provided that such covenants are not inconsistent with the terms of this Ordinance.

b) The Series 2018-1 Second Lien Bonds may be issued bearing interest at a fixed interest rate or rates, including as Capital Appreciation Series 2018-1 Second Lien Bonds.

c) The Series 2018-1 Second Lien Bonds shall mature not later than November 1, 2058, and shall bear interest from their date, or from the most recent date to which interest has been paid or duly provided for, until the City's obligation with respect to the payment of the principal amount of such Series 2018-1 Second Lien Bonds shall be discharged, payable as provided in the Twelfth Supplemental Indenture and each other Supplemental Indenture at a rate or rates not in excess of 10 percent per year computed on the basis of a 360-day year consisting of twelve 30-day months. Each series of Series 2018-1 Second Lien Bonds may be subject to mandatory and optional redemption and demand purchase or mandatory purchase provisions prior to maturity, upon the terms and conditions set forth in the Twelfth Supplemental Indenture and each other Supplemental Indenture. Each series of Series 2018-1 Second Lien Bonds may have a Debt Service Reserve Requirement which can be fulfilled by a deposit of money into a

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Instrument, as authorized by the Twelfth Supplemental Indenture or another Supplemental Indenture.

Each Series 2018-1 Second Lien Bond shall be issued in fully registered form and in the denominations set forth in the Twelfth Supplemental Indenture and each other Supplemental Indenture; and shall be dated and numbered and further designated and identified as provided in the Twelfth Supplemental Indenture and each other Supplemental Indenture.

d) Principal of and premium, if any. on the Series 2018-1 Second Lien Bonds shall be payable as provided in the Twelfth Supplemental Indenture and each other Supplemental Indenture.

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(e) Subject to the limitations set forth in this Section and Section 2.01 of this Part B, authority is delegated to either the Mayor or the Chief Financial Officer to determine the aggregate principal amount of Series 2018-1 Second Lien Bonds to be issued, the date of such Series 2018-1 Second Lien Bonds, the maturities of such Series 2018-1 Second Lien Bonds, any provisions for optional redemption of such Series 2018-1 Second Lien Bonds (which optional redemption shall be at redemption prices not exceeding 120 percent of the principal amount of the Series 2018-1 Second Lien Bonds to be so redeemed), the schedule of sinking fund payments (if any) to be applied to the mandatory redemption of such Series 2018-1 Second Lien Bonds (which mandatory redemption shall be at a redemption price equal to the principal amount of each Series 2018-1 Second Lien Bond to be redeemed, without premium, plus accrued interest), the rate or rates of interest payable on such Series 2018-1 Second Lien Bonds and the first interest payment of such Series 2018-1 Second Lien Bonds.

The 120 percent limitations set forth in the preceding paragraph on the redemption price of Series 2018-1 Second Lien Bonds shall not apply where the redemption price is to be based upon a formula designed to compensate the owner of such Bonds to be redeemed based upon prevailing market conditions on the date fixed for redemption, commonly known as a "make-whole" redemption price (the "Make-Whole Redemption Price"). At the time of sale of the Series 2018-1 Second Lien Bonds, the Chief Financial Officer shall determine the provisions of the formula to be used to establish any Make-Whole Redemption Price, which may vary depending on whether such Bonds are issued as Taxable Bonds or on a tax-exempt basis. The Chief Financial Officer shall confirm and transmit the applicable Make-Whole Redemption Price on such dates and to such parties as shall be necessary to effectuate such redemption.

Notwithstanding the foregoing, in the event the Series 2018-1 Second Lien Bonds are issued as Taxable Bonds, at the time of sale of such Bonds, the Chief Financial Officer is authorized to determine the manner of redeeming such Bonds, either pro rata or by lot, in the event less than all of the Series 2018-1 Second Lien Bonds of a single maturity and the same interest rate are to be redeemed. If the Series 2018-1 Second Lien Bonds are held in book-entry form at the time of redemption, at the time of sale of such Bonds, the Chief Financial Officer is authorized to direct the Bond Registrar to instruct the book-entry depository to select the specific Series 2018-1 Second Lien Bonds within such maturity and interest rate for redemption pro-rata among such Bonds. If so determined by the applicable book-entry depository, the particular Series 2018-1 Second Lien Bonds or portions thereof to be redeemed may be selected on a prorata pass-through distribution of principal basis in accordance with the applicable procedures and operational arrangements of such depository. The City shall have no responsibility or obligation to insure that the book-entry depository properly selects such Bonds for redemption.

Section 2.04. Sale of Series 2018-1 Second Lien Bonds.

(a) The Chief Financial Officer is authorized to execute on behalf of the City, with the concurrence of the Chairman of the Committee on Finance of the City Council (or, in the event of the absence or unavailability of the Chairman for any reason, with the concurrence of the Vice Chairman of the Committee on Finance), a Second Lien Bond Purchase Agreement for the sale by the City to the Second Lien Bond Initial Purchasers of the Series 2018-1 Second Lien Bonds of a series pursuant to a negotiated sale on such terms as the Chief Financial Officer may

deem to be in the best interests of the City as provided in this Ordinance. Such terms include, without limitation, (i) the aggregate principal amount of the Series 2018-1 Second Lien Bonds of such series, (ii) the amount of any original issue discount, (iii) the principal amount of the Series 2018-1 Second Lien Bonds of such series maturing in each year, (iv) whether any of the Series 2018-1 Second Lien Bonds are being issued and sold as Taxable Bonds, (v) the issuance of the Series 2018-1 Second Lien Bonds of such series as serial bonds, non-callable term bonds, term bonds subject to mandatory sinking fund redemption or any combination of serial bonds, non-callable term bonds, or term bonds subject to mandatory sinking fund redemption, (vi) whether any Series 2018-1 Second Lien Bonds will be issued as Capital Appreciation Series 2018-1 Second Lien Bonds, (vii) whether any Capital Appreciation Series 2018-1 Second Lien Bonds will also bear current interest, (viii) the numbering of the Series 2018-1 Second Lien Bonds, (ix) the interest rate or rates or interest rate determination methods for the Series 2018-1 Second Lien Bonds of such series, (x) the method by which and rate at which the Compound Accreted Value of Capital Appreciation Series 2018-1 Second Lien Bonds shall be established, (xi) whether the Debt Service Reserve Requirement for the Series 2018-1 Second Lien Bonds of such series (if such requirement is required to be met upon initial issuance of such Series 2018-1 Second Lien Bonds) will be met by a Qualified Reserve Account Credit Instrument or by cash from proceeds of the Series 2018-1 Second Lien Bonds and (xii) the first interest payment and compounding dates, the purposes for which the Series 2018-1 Second Lien Bonds of such series are being issued pursuant to the authorization granted in Section 2.02 of this Part B, and the prices and other terms upon which the Series 2018-1 Second Lien Bonds are subject to redemption, all as provided in and subject to the authorizations and limitations expressed in this Article II, including the limitations set forth in Section 2.03(c) of this Part B. The purchase price shall not be less than 85 percent of the principal amount of the Series 2018-1 Second Lien Bonds of a series plus accrued interest on the Series 2018-1 Second Lien Bonds of such series from their date to the date of their delivery, plus accrued interest on such Series 2018-1 Second Lien Bonds from their date to the date of their delivery, less any original issue discount (subject to the limitations in Section 2.01 of this Part B) and the compensation paid to the Second Lien Bond Initial Purchasers in connection with any sale of such series of Series 2018-1 Second Lien Bonds shall not exceed five percent of the principal amount of such series of Series 2018-1 Second Lien Bonds being sold. Nothing contained in this Ordinance shall limit the sale of the Series 2018-1 Second Lien Bonds or any maturity or maturities thereof at a price or prices in excess of the

the form previously used for similar financings of the City with appropriate revisions to reflect the terms and provisions of the Series 2018-1 Second Lien Bonds of each series and such other revisions in text as the Chief Financial Officer shall determine are desirable or necessary in connection with the sale of the Series 2018-1 Second Lien Bonds of such series. The Chief Financial Officer shall determine the principal amount of the Series 2018-1 Second Lien Bonds of such series necessary to be issued for the purposes for which they are to be issued within the maximum amount specified in this Ordinance. The Chief Financial Officer may in the related Second Lien Bond Determination Certificate provide for such changes to the terms of the Series 2018-1 Second Lien Bonds of such series, the form of the Series 2018-1 Second Lien Bonds of such series and the various bond covenants from those provided in this Ordinance and the Second Lien Bonds Master Indenture as he or she shall determine but which shall result in the Series 2018-1 Second Lien Bonds of such series having substantially the terms and being in substantially the form provided in the Second Lien Bonds Master Indenture and the Twelfth

Supplemental Indenture. Nothing in this Section 2.04 shall limit or restrict the ability of the City to sell the Series 2018-1 Second Lien Bonds by one or more private placements.

b) The Chief Financial Officer is further authorized to take the actions and execute and deliver the documents and instruments specified in this Part B. The Series 2018-1 Second Lien Bonds of such series shall be then duly prepared and executed in the form and manner provided in the Second Lien Bonds Master Indenture and the Twelfth Supplemental Indenture or Supplemental Indenture, as appropriate, and delivered to the Second Lien Bond Initial Purchasers or otherwise in accordance with the terms of sale.

c) The Chief Financial Officer is authorized to cause to be prepared and delivered to prospective purchasers of the Series 2018-1 Second Lien Bonds of a series a Preliminary Official Statement or other disclosure document, as shall be approved by the Chief Financial Officer that shall be in substantially the form previously used for similar financings of the City with appropriate revisions to reflect the terms and provisions of the Series 2018-1 Second Lien Bonds of such series and to describe accurately the current condition of the Water System and the parties to the financing. Upon sale of the Series 2018-1 Second Lien Bonds of a series, the Chief Financial Officer is authorized to cause a final Official Statement or other disclosure document to be prepared, executed and (i) delivered to the Second Lien Bond Initial Purchasers and (ii) filed with the Office of the City Clerk or the Deputy City Clerk directed to the City Council.

d) Upon a finding by the Chief Financial Officer that the purchase of municipal bond insurance for the Series 2018-1 Second Lien Bonds of a series is likely to facilitate the marketing and sale of such Series 2018-1 Second Lien Bonds and permit completion of such sale in a timely fashion, and that such insurance is available at an acceptable premium, the Chief Financial Officer is authorized to cause the City to purchase a Section 2.08 Obligation consisting of a policy of municipal bond insurance for the Series 2018-1 Second Lien Bonds of such series, payable from amounts received upon the sale of such Series 2018-1 Second Lien Bonds or from available funds in the Water Fund. Such policy shall be provided by a bond insurance company or association approved by the Chief Financial Officer. In addition, upon a finding by the Chief Financial Officer that the purchase of a Qualified Reserve Account Credit Instrument is appropriate, and that such Qualified Reserve Account Credit Instrument is available at an acceptable cost, the Chief Financial Officer is authorized to cause the City to obtain a Qualified Reserve Account Credit Instrument to satisfy the Debt Service Reserve Requirement for the Series 2018-1 Second Lien Bonds of a series, the cost of which shall be payable from amounts received upon the sale of such Series 2018-1 Second Lien Bonds or from available funds in the Water Fund, and to execute an agreement relating to such Qualified Reserve Account Credit Instrument and any related agreements with the Second Lien Bond Provider of such Qualified Reserve Account Credit Instrument. The Chief Financial Officer may on behalf of the City make necessary covenants with respect to any policy of municipal bond insurance or Qualified Reserve Account Credit Instrument consistent with this Ordinance, including, without limitation, granting the provider of a policy of municipal bond insurance or the Second Lien Bond Provider the right to consent to amendments to this Ordinance on behalf of the Registered Owners of the Series 2018-1 Second Lien Bonds of a series so long as such provider is not in default and is observing its obligations under such policy or Qualified Reserve Account Credit Instrument.

(e) Subsequent to each such sale, the Chief Financial Officer shall file in the Office of the City Clerk or

the Deputy City Clerk directed to the City Council (i) a Second Lien Bond Determination Certificate setting forth the terms of sale of the Series 2018-1 Second Lien Bonds of such series consistent with Section 2.04(a) of this Part B and, if appropriate, the designations described in Section 2.04(b") of this Part B, (ii) an executed copy of the Second Lien Bond Purchase Agreement, reflecting concurrence of the Chairman of the Committee on Finance of the City Council (or, in the event of the absence or unavailability of the Chairman for any reason, the Vice Chairman of the Committee on Finance), in the determinations made by the Chief Financial Officer as to the terms of sale of such Series 2018-1 Second Lien Bonds, (iii) the Preliminary Official Statement, the final Official Statement and/or other disclosure document of the City as provided in Section 2.04(c) of this Part B, (iv) the Twelfth Supplemental Indenture or Supplemental Indenture, as appropriate, (v) an executed copy of the remarketing agreement, if any and (vi) if applicable, an executed copy of the agreement relating to such Section 2.08 Obligation and promissory note.

If so determined and directed by the Chief Financial Officer in the Second Lien Bond Determination Certificate in connection with the sale of any of the Series 2018-1 Second Lien Bonds, the Series 2018-1 Second Lien Bonds shall be issued in book-entry only form. In connection with the issuance of Series 2018-1 Second Lien Bonds in book-entry only form, the Chief Financial Officer is authorized to execute and deliver to the book-entry depository selected by the Chief Financial Officer such depository's standard form of representation letter.

ARTICLE III WATER FUND AND ACCOUNTS

Section 3.01. Revenue Obligation. Any Outstanding Senior Lien Bonds shall have a claim, solely from the Net Revenues Available for Bonds, and the Accounts of the Water Fund established as provided in Section 3.03 of this Part B (except as provided in the immediately succeeding sentence), but with a claim with respect to each series of Outstanding Senior Lien Bonds the Subaccount of the Senior Lien Debt Service Reserve Account to which such series relates. The Senior Lien Bonds shall have no claim for payment from amounts on deposit in the Second Lien Bonds Account or from Second Lien Bond Revenues, or from amounts on deposit in the Subordinate Lien Obligations Account or from Subordinate Lien Obligations Revenues. The claim for payment of the Senior Lien Bonds from accounts of the Water Fund and from Net Revenues Available for Bonds shall be senior to the claim of bonds issued on a subordinate basis to the Senior Lien Bonds, including Second Lien Bonds and Subordinate Lien Obligations.

Section 3.02. Water Fund. There has been created and there exists a separate fund of the City designated the Water Fund into which the Gross Revenues of the Water System are and shall be deposited as collected. The Water Fund shall continue as a separate fund of the City. The Water Fund shall constitute a trust fund and has been and is irrevocably pledged to the owners of the Senior Lien Bonds, Second Lien Bonds (but solely with respect to amounts on deposit in the Second Lien Bonds Account), Subordinate Lien Obligations (but solely with respect to amounts on deposit in the Subordinate Lien Obligations Account), CP Notes (but solely with respect to amounts on deposit in the Commercial Paper Account) and Water System Line of Credit Notes (but solely with respect to amounts on deposit in the Line of Credit Notes Account) from time to time Outstanding for the sole purpose of carrying out the covenants, terms

and conditions of the ordinances authorizing the Senior Lien Bonds, Second Lien Bonds (but solely with respect to amounts on deposit in the Second Lien Bonds Account), Subordinate Lien Obligations (but solely with respect to amounts on deposit in the Subordinate Lien Obligations Account), CP Notes (but solely with

respect to amounts on deposit in the Commercial Paper Account) and Water System Line of Credit Notes (but solely with respect to amounts on deposit in the Line of Credit Notes Account).

The Water Fund shall be used only as provided in this Part B and in the ordinances authorizing Bonds for (a) paying Operation and Maintenance Costs, (b) paying the principal of, redemption premium, if any, and interest on Senior Lien Bonds (or purchasing Senior Lien Bonds), and (c) establishing and maintaining (for the purposes specified in those ordinances) the Senior Lien Bonds Construction Accounts and the Accounts in the Water Fund described in Section 3.03 of this Part B and all other reserve funds or accounts which are required to be established and maintained in the ordinances authorizing the issuance of Senior Lien Bonds, Second Lien Bonds, Subordinate Lien Obligations, CP Notes and Water System Line of Credit Notes; provided that any funds available after these requirements have been satisfied or which are not necessary to satisfy these requirements may be used for any lawful purpose of the Water System.

A lien on and security interest in the Net Revenues Available for Bonds and the various Accounts of the Water Fund established as provided in Section 3.03 of this Part B (other than the Second Lien Bonds Account, the Subordinate Lien Obligations Account, the Commercial Paper Account and the Line of Credit Notes Account) are granted to the Registered Owners of the Senior Lien Bonds Outstanding from time to time, subject to amounts in the various Accounts being deposited, credited and expended as provided in this Ordinance, and with amounts in various Subaccounts of the Senior Lien Debt Service Reserve Account securing only the series or set of series of Senior Lien Bonds to which such Subaccounts relate. Nothing in this Ordinance shall prevent the City from commingling money in the Water Fund (except the Accounts to which reference is made in paragraphs (a) through (g) of Section 3.03 of this Part B) with other money, funds and accounts of the City. Any advance by the City to the Water Fund from other funds of the City shall have a claim for reimbursement only from amounts in the Water Fund not required for deposit in the various Accounts specified in paragraphs (a) through (g) of Section 3.03 of this Part B.

Section 3.03. Application of Net Revenues Available for Bonds. There have been created and there exist and shall be maintained in the Water Fund, the following separate accounts: the Senior Lien Principal and Interest Account, the Senior Lien Debt Service Reserve Account and its various Subaccounts, the Water Rate Stabilization Account and the Senior Lien Rebate Accounts. There have also been created and shall be maintained in the Water Fund, (i) the Second Lien Bonds Account and its various Subaccounts for each series of Second Lien Bonds, (ii) the Subordinate Lien Obligations Account and its various Subaccounts for each series of Subordinate Lien Obligations, (iii) the Commercial Paper Account and its various Subaccounts and (iv) the Line of Credit Notes Account and its various Subaccounts. The Net Revenues Available for Bonds shall be transferred, without any further official action or direction, to the Senior Lien Principal and Interest Account, the Senior Lien Debt Service Reserve Account, the Senior Lien Rebate Accounts, the Second Lien Bonds Account, the

Subordinate Lien Obligations Account, the Commercial Paper Account, the Line of Credit Notes Account and the Water Rate Stabilization Account in the order in which those accounts are listed below, for use in accordance with the provisions of paragraphs (a), (b), (c), (d), (e), (f), (g) and (h) of this Section 3.03.

a) Senior Lien Principal and Interest Account. Not later than 10 days prior to each principal or interest payment date for the Senior Lien Bonds, there shall be transferred to the Senior Lien Principal and Interest Account sufficient funds to pay the amount of the principal, redemption premium, if any, and interest becoming due, whether upon

maturity, redemption or otherwise, on such payment date on all Outstanding Senior Lien Bonds.

Funds in the Senior Lien Principal and Interest Account shall be used only for the purpose of paying principal of, redemption premium, if any, and interest on Outstanding Senior Lien Bonds as the same become due.

b) Senior Lien Debt Service Reserve Account.

i) There may be established by any ordinances authorizing the issuance of any series of Senior Lien Parity Bonds one or more other Subaccounts in the Senior Lien Debt Service Reserve Account with respect to one or more series of Senior Lien Parity Bonds.

ii) Whenever the balance in the various Subaccounts of the Senior Lien Debt Service Reserve Account is less than the Senior Lien Debt Service Reserve Requirement for the various series of Senior Lien Bonds, except as permitted pursuant to the applicable ordinances authorizing such Senior Lien Bonds, there shall be transferred to the Senior Lien Debt Service Reserve Account within the next 12 months sufficient funds to maintain balances in the various Subaccounts of the Senior Lien Debt Service Reserve Account at least equal to the Senior Lien Debt Service Reserve Requirement for the various series of Senior Lien Bonds.

Funds in any Subaccount of the Senior Lien Debt Service Reserve Account and any Senior Lien Debt Service Reserve Account Credit Instruments [in that Subaccount](#) shall be used to pay principal of, redemption premium, if any, and interest on the Senior Lien Bonds of the series to which the Subaccount relates (or when series of Senior Lien Bonds are secured on a parity basis by Subaccounts relating to those various series, then funds in each such Subaccount shall be so used on a parity basis to pay principal of, redemption premium, if any, and interest on the Senior Lien Bonds to which those various Subaccounts relate) as the same become due at any time when there are insufficient funds available for such purpose in the Senior Lien Principal and Interest Account (after any available amounts in the Water Rate Stabilization Account have first been applied to that purpose).

iii) All or any part of the Senior Lien Debt Service Reserve Requirement for any series of Senior Lien Bonds may be met by deposit with the City of one or more Senior Lien Debt Service Reserve Account Credit Instruments. A Senior Lien Debt Service Reserve Account Credit Instrument shall, for purposes of determining the value

of the amounts on deposit in the Senior Lien Debt Service Reserve Account and the Subaccount or Subaccounts to which it relates, be valued at the Senior Lien Debt Service Reserve Account Credit Instrument Coverage for such Senior Lien Debt Service Reserve Account Credit Instrument except as provided in the next sentence. If a Senior Lien Debt Service Reserve Account Credit Instrument is to terminate (or is subject to termination) prior to the last principal payment date on any Outstanding Senior Lien Bond of the series of Senior Lien Bonds to which it relates, then the Senior Lien Debt Service Reserve Account Credit Instrument Coverage of that Senior Lien Debt Service Reserve Account Credit Instrument shall be reduced each year, beginning on the date which is four years prior to the first date on which the Senior Lien Debt Service Reserve Account Credit Instrument is to terminate (or is subject to termination), by 25 percent of the coverage in each of the years remaining prior to such date, provided that if by the terms of the Senior Lien Debt Service Reserve Account Credit Instrument and the terms of the related Senior Lien Bond ordinance, the City has the right and duty to draw upon such Senior Lien Debt Service Reserve Account Credit Instrument prior to its termination for deposit in the related Subaccount of the Senior Lien Debt Service Reserve Account (if and to the extent a substitute Senior Lien Debt

Service Reserve Account Credit Instrument is not deposited in that related Subaccount) all or part of its Senior Lien Debt Service Reserve Account Credit Instrument Coverage, then the reduction shall be in an amount equal to the difference between (A) the Senior Lien Debt Service Reserve Requirement for that series of Senior Lien Bonds and (B) the sum of the amounts on deposit in the related Subaccount of the Senior Lien Debt Service Reserve Account and the amount which the City may draw under the Senior Lien Debt Service Reserve Account Credit Instrument prior to its termination for deposit in the related Subaccount of the Senior Lien Debt Service Reserve Account. Any amounts in any Subaccount of the Senior Lien Debt Service Reserve Account which are not required to be transferred to the Senior Lien Principal and Interest Account may, from time to time, be used to pay costs of acquiring a Senior Lien Debt Service Reserve Account Credit Instrument for that Subaccount or to make payments due under a Senior Lien Bond reimbursement agreement with respect to such Senior Lien Debt Service Reserve Account Credit Instrument, but only if after such payment, the value of the amounts on deposit in such Subaccount of the Senior Lien Debt Service Reserve Account shall not be less than the Senior Lien Debt Service Reserve Requirement for that series of Senior Lien Bonds. The City pledges and grants a lien on and security interest in the amounts on deposit in the Subaccounts of the Senior Lien Debt Service Reserve Account to any Senior Lien Bond Provider with respect to the particular Subaccount corresponding to such Senior Lien Bond Provider's Senior Lien Debt Service Reserve Account Credit Instrument, provided that the pledge, lien and security interest shall be junior to any claim for the benefit of the Registered Owners of Senior Lien Bonds of that series.

After the deposit of a Senior Lien Debt Service Reserve Account Credit Instrument into any Subaccount of the Senior Lien Debt Service Reserve Account and after the City has received notice of the value of the amounts on deposit in such Subaccount of the Senior Lien Debt Service Reserve Account after such deposit, the Chief Financial Officer may then direct the transfer from such Subaccount of the Senior Lien Debt Service Reserve Account to any account of the Water Fund of any amounts in such Subaccount of the Senior Lien Debt Service Reserve Account in excess of the

Senior Lien Debt Service Reserve Requirement for that series of Senior Lien Bonds for use in accordance with the applicable authorizing ordinances for such series of Senior Lien Bonds.

c) Senior Lien Rebate Accounts. There shall be transferred from the Water Fund from Net Revenues Available for Bonds and deposited to the credit of the various Senior Lien Rebate Accounts the amounts as shall be required to be held available for rebate to the United States of America with respect to each series of Senior Lien Bonds as required by the applicable provisions of the authorizing ordinances for such series of Senior Lien Bonds. Each such Senior Lien Rebate Account shall be deposited in a separate bank account in a bank or banks designated by the Chief Financial Officer pursuant to a depository agreement. The amount so to be held available shall be determined from time to time by the City pursuant to the ordinances authorizing the various series of Senior Lien Bonds.

Amounts in such Senior Lien Rebate Accounts shall be used at the direction of the City to make rebate payments to the United States of America and to the extent not needed for such purpose shall be transferred to the Water Fund.

d) Second Lien Bonds Account. There is established in the Second Lien Bonds Account with respect to the Series 2018-1 Second Lien Bonds a separate and segregated Series 2018-1 Second Lien Bonds Subaccount; provided that the name of the subaccount shall reflect the actual designation of such series of Series 2018-1 Second Lien Bonds. There may be established by any ordinances or related indentures

authorizing the issuance of any series of Second Lien Parity Bonds one or more other Subaccounts in the Second Lien Bonds Account with respect to such Second Lien Parity Bonds including a Debt Service Reserve Account for such series of Second Lien Parity Bonds, and such ordinance or indenture may also authorize the establishment of a Series Reserve Account Requirement (as defined in the Second Lien Bonds Master Indenture) for such series of Second Lien Parity Bonds and the purchase of a Qualified Reserve Account Credit Instrument (as defined in the Second Lien Bonds Master Indenture) for purposes of fulfilling such requirement. There shall be transferred to the Second Lien Bonds Account and to the Subaccounts in the Second Lien Bonds Account such amounts on such dates as are required to be so transferred by the Twelfth Supplemental Indenture and each other Supplemental-Indenture without priority of one Subaccount-over any other-Subaccount. The moneys in the various Subaccounts of the Second Lien Bonds Account shall be transferred by the Chief Financial Officer on the date so deposited in such various Subaccounts to the appropriate paying agents or trustees for the related series of Second Lien Bonds for the purpose of paying such amounts as may be required to be paid by the ordinances and related indentures authorizing such Second Lien Bonds.

e) Subordinate Lien Obligations Account. There have been established and there shall exist and be maintained in the Subordinate Lien Obligations Account the following separate and segregated Subaccounts: the Subordinate Lien Principal and Interest Subaccount and the Subordinate Lien Debt Service Reserve Subaccount. There are established (i) in the Subordinate Lien Principal and Interest Subaccount with respect to the Series 2018 Subordinate Lien Obligations a separate and segregated 2018 Subordinate Lien Sub-subaccount and (ii) in the Subordinate Lien Debt Service Reserve Subaccount a separate and segregated 2018 Subordinate Lien Sub-subaccount: provided that if Series 2018 Subordinate Lien Obligations are issued prior

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to or after calendar year 2018, the names of such sub-subaccounts may reflect the first year of issuance of such Series 2018 Subordinate Lien Obligations. There may be established by any ordinances authorizing the issuance of any series of Subordinate Lien Parity Obligations one or more Sub-subaccounts in the Subordinate Lien Principal and Interest Subaccount and Subordinate Lien Debt Service Reserve Subaccount with respect to such Subordinate Lien Parity Obligations. On the business day immediately preceding each May 1 and November 1, there shall be transferred to the Subordinate Lien Obligations Account, the amount required by any ordinance authorizing the issuance of Subordinate Lien Obligations to be deposited in the Subordinate Lien Obligations Account on such date without priority, one over the other, to any Subaccounts within the Subordinate Lien Obligations Account, the amount to be so deposited specified in a certificate of the Chief Financial Officer. The moneys in the various Subaccounts of the Subordinate Lien Obligations Account and Sub-subaccounts described in this paragraph (e) shall be used to pay such amounts as may be required to be paid by this Ordinance and any ordinance authorizing Subordinate Lien Parity Obligations.

f) Commercial Paper Account. There has been established and there shall exist and be maintained in the Water Fund a separate and segregated Commercial Paper Account. There may be established by any ordinances or related indentures authorizing the issuance of any CP Notes one or more other Subaccounts in the Commercial Paper Account with respect to such CP Notes. There shall be transferred to the Commercial Paper Account and to the Subaccounts in the Commercial Paper Account such amounts on such dates as are required to be so transferred by the indenture pursuant to which the CP Notes are issued. The moneys in the various Subaccounts of the Commercial Paper Account shall be transferred by the Chief Financial Officer on the date so deposited in such various Subaccounts to the appropriate paying agents or trustees for the related CP Notes for the purpose of paying such amounts as may be required to be paid by the ordinances and related indentures authorizing such CP Notes.

g) Line of Credit Notes Account. There has been established and there shall exist and be maintained in the Water Fund a separate and segregated Line of Credit Notes Account. There may be established by any ordinances or related Water System Line of Credit Agreements authorizing the issuance of any Water System Line of Credit Notes one or more other Subaccounts in the Line of Credit Notes Account with respect to such Water System Line of Credit Notes. There shall be transferred to the Line of Credit Notes Account and to the Subaccounts in the Line of Credit Notes Account such amounts on such dates as are required to be so transferred by the Water System Line of Credit Agreements pursuant to which the Water System Line of Credit Notes are issued. The moneys in the various Subaccounts of the Line of Credit Notes Account shall be transferred by the Chief Financial Officer on the date so deposited in such various Subaccounts to the appropriate owners of or paying agents or trustees for the related Water System Line of Credit Notes for the purpose of paying such amounts as may be required to be paid by the ordinances and related Water System Line of Credit Agreements authorizing such Water System Line of Credit Notes.

h) Water Rate Stabilization Account. The City has caused amounts to be credited to the Water Rate Stabilization Account. In any year the City may withdraw any amounts from the Water Rate Stabilization Account and use those amounts for (i) paying any expenses or obligations of the Water System, including, without limitation, any Operation and Maintenance

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Costs, (ii) making deposits in the Senior Lien Principal and Interest Account, (iii) making deposits in the various Subaccounts of the Senior Lien Debt Service Reserve Account, (iv) making deposits when due in the Second Lien Bonds Account (but only if and to the extent no amounts are required to be deposited in the Senior Lien Principal and Interest Account and in the various Subaccounts of the Senior Lien Debt Service Reserve Account as provided in the immediately succeeding sentence), (v) making deposits when due in the Subordinate Lien Obligations Account (but only if and to the extent no amounts are required to be deposited in the Senior Lien Principal and Interest Account, the various Subaccounts of the Senior Lien Debt Service Reserve Account as provided in the immediately succeeding sentence or in the Second Lien Bonds Account), (vi) making deposits when due in the Commercial Paper Account (but only if and to the extent no amounts are required to be deposited in the Senior Lien Principal and Interest Account, the various Subaccounts of the Senior Lien Debt Service Reserve Account, in the Second Lien Bond Accounts or the Subordinate Lien Obligations Account), (vii) making deposits when due in the Line of Credit Notes Account (but only if and to the extent no amounts are required to be deposited in the Senior Lien Principal and Interest Account, the various Subaccounts of the Senior Lien Debt Service Reserve Account, in the Second Lien Bond Accounts, in the Subordinate Lien Obligations Account or in the Commercial Paper Account), (viii) any cost of repairs, replacements, renewals, improvements, equipment or extensions to the Water System or (ix) any other cost or expense relating to the Water System or the financing or refinancing of the Water System. The Water Rate Stabilization Account shall be used to make all required deposits in the Senior Lien Principal and Interest Account and the various Subaccounts of the Senior Lien Debt Service Reserve Account when no other funds are available for that purpose. Any Net Revenues remaining in any period not required for transfer to the Senior Lien Principal and Interest Account, the various Subaccounts of the Senior Lien Debt Service Reserve Account, any Senior Lien Rebate Account, the Second Lien Bonds Account, the Subordinate Lien Obligations Account, the Commercial Paper Account or the Line of Credit Notes Account may be transferred to the Water Rate¹ Stabilization Account at any time upon the direction of the Chief Financial Officer.

Section 3.04. Deficiencies, Excess. In the event of a deficiency in any Fiscal Year in the Senior Lien Principal and Interest Account, any Subaccount of the Senior Lien Debt Service Reserve Account, any Senior Lien Rebate Account, the Second Lien Bonds Account, or the

Notes Account, the amount of such deficiency shall be included in the amount to be transferred from the Water Fund and deposited into such Account or Subaccount during the next 12-month period or succeeding Fiscal Year, as required by this Part B.

Whenever the balance in any Subaccount of the Senior Lien Debt Service Reserve Account exceeds - the amount required to be on deposit in that Account or Subaccount, such excess may be transferred to the Senior Lien Principal and Interest Account, and whenever the balance in any Subaccount of any Senior Lien Rebate Account exceeds the amount required to be on deposit in that Account or Subaccount, such excess may be transferred to the Water Fund, provided in each case that no such transfers shall be made when any debt service payments on outstanding obligations of the City that are payable by their terms from the revenues of the Water System are past due. Any funds which remain in the Water Fund at the end of any Fiscal Year

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shall be retained in the Water Fund and shall be available for appropriation for any proper purpose of the Water System.

Section 3.05. Investments. Funds in the Accounts established as provided in Section 3.03 of this Part B shall be invested in Permitted Investments. All amounts in the various Subaccounts of the Senior Lien Debt Service Reserve Account and each Senior Lien Rebate Account shall be invested in Permitted Investments which are held separate and distinct from those of any other Funds or Account. Investments shall be scheduled to mature before needed for the respective purposes of each of such Accounts. All Investment Earnings on any such Accounts so invested as provided in this Section 3.05 shall be credited to the Water Fund and shall be considered Gross Revenues; provided, however, that earnings on the investment of amounts on deposit in the Senior Lien Rebate Accounts shall not be Investment Earnings, shall not be considered Gross Revenues and shall be retained in the respective Senior Lien Rebate Accounts except to the extent no longer required for rebate purposes.

For purposes of determining whether sufficient cash and investments are on deposit in such Accounts under the terms and requirements of this Ordinance, investments shall be valued at cost or market price, whichever is lower, on or about December 31 in each year.

**ARTICLE IV
CONSTRUCTION ACCOUNT: 2018-1 SECOND LIEN BONDS;
OPERATION OF WATER FUND ACCOUNTS WHEN NO SENIOR LIEN
BONDS ARE OUTSTANDING**

Section 4.01. Construction Account: 2018-1 Second Lien Bonds - Establishment, Deposit of Funds, Uses.

- a) If Project Bonds are issued by the City, the City shall establish a separate account in the Water

Fund designated the "Construction Account: 2018-1 Second Lien Bonds;" provided that the name of the account may reflect the first year in which any such series of Series 2018-1 Second Lien Bonds are issued. The City may establish one or more subaccounts within that account if more than one series of Series 2018-1 Second Lien Bonds is issued, in which event references in this Ordinance to such account shall be deemed, when appropriate, to be references to the appropriate subaccount of such account. No lien on or interest in the Construction Account: 2018-1 Second Lien Bonds is granted to the Registered Owners of Senior Lien Bonds, Subordinate Lien Obligations, CP Notes, or Water System Line of Credit Notes.

b) The proceeds of sale of the Series 2018-1 Second Lien Bonds of a series remaining after the deposits required by the Twelfth Supplemental Indenture and any Supplemental Indenture have been made shall be deposited to the credit of the Construction Account: 2018-1 Second Lien Bonds. This account shall be deposited in a separate account in a bank or banks designated by the Chief Financial Officer pursuant to a depository agreement. Funds in the Construction Account: 2018-1 Second Lien Bonds shall be invested by the depository at the direction of the Chief Financial Officer in Permitted Investments, provided that such investments shall be scheduled to mature before needed to pay Project Costs, including Costs of Issuance. All interest received on or profits derived from such investments shall remain

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in the Construction Account: 2018-1 Second Lien Bonds until "disbursed as provided in paragraph (c) below.

(c) Disbursements shall be made from the Construction Account: 2018-1 Second Lien Bonds from time to time for the purpose of paying Project Costs, including Costs of Issuance. The money received from the sale of the Series 2018-1 Second Lien Bonds and set aside in the Construction Account: 2018-1 Second Lien Bonds shall be used to provide funds for all or any part of the Projects. The Projects for which disbursements may be made from the Construction Account: 2018-1 Second Lien Bonds may be amended by the Chief Financial Officer or the Budget Director of the City to provide for the efficient operation of the Water System.

Within 60 days after completion of the Projects and the payment of all Project Costs, any funds remaining in the Construction Account: 2018-1 Second Lien Bonds shall be transmitted by said depository to the City for transfer to any Debt Service Reserve Account, or, if such accounts are fully funded, to the Series 2018-1 Second Lien Bonds Subaccount, provided that no such transfers shall be made to such Debt Service Reserve Account if (a) the sum of (i) the proceeds of the Series 2018-1 Second Lien Bonds of such series previously deposited in such Debt Service Reserve Account other than from the Construction Account: 2018-1 Second Lien Bonds and (ii) the total amount of funds previously transferred and to be transferred from the Construction Account: 2018-1 Second Lien Bonds to such Debt Service Reserve Account exceeds (b) 10 percent of the proceeds of the Series 2018-1 Second Lien Bonds.

Section 4.02. Operation of Water Fund When No Senior Lien Bonds are Outstanding. From and after such time as no Senior Lien Bonds are Outstanding, the following Accounts of the Water Fund shall cease to exist: the Senior Lien Principal and Interest Account, the Senior Lien Debt Service Reserve Account, the Senior Lien Bonds Construction Accounts and any Accounts established in respect of Senior Lien Parity Bonds in the Water Fund; amounts in such Accounts shall remain part of the Water Fund. The Water Fund, the Water Rate Stabilization Account, the Second Lien Bonds Account, the Subordinate Lien Obligations Account, the Commercial Paper Account, the Line of Credit Notes Account, the Second Lien Bonds Construction Accounts, the Subordinate Lien Obligations Construction Accounts, the

any Account or Subaccounts established in the Water Fund in respect of Second Lien Parity Bonds, Subordinate Lien Parity Obligations, CP Notes or Water System Line of Credit Notes by this Ordinance and ordinances authorizing the issuance of Second Lien Parity Bonds, Subordinate Lien Parity Obligations, CP Notes or Water System Line of Credit Notes shall continue to exist notwithstanding the discharge of the Senior Lien Bonds; and deposits shall be made to and withdrawals made from the Water Fund and the Accounts and Subaccounts described in this sentence as if the Accounts and Subaccounts in the Water Fund described in the immediately preceding sentence had never existed.

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**ARTICLE V
AMENDMENT OF PART B OF THIS ORDINANCE**

The City may amend or modify this Part B from time to time and may modify the rights and obligations of the City and the Registered Owners of the Second Lien Bonds in accordance with the Second Lien Bonds Master Indenture.

PART C

SERIES 2018-1 SUBORDINATE LIEN OBLIGATIONS

ARTICLE I DEFINITIONS

Section 1.01. Definitions.

The following terms shall have the following meanings, unless the context clearly indicates a different meaning:

"Construction Account: 2018-1 Subordinate Lien Obligations" means the separate account of that name in the Water Fund established pursuant to Section 3.03 of this Part C.

"IEPA" means the Illinois Environmental Protection Agency, and its successors and assigns, or in the case of Loans made pursuant to the IEPA Program, the authorized lender under such Program.

"IEPA Program" means the Illinois Public Water Supply Program or any successor program administered by the State of Illinois, and any similar program through which funds are authorized by the United States Government, including the United States Environmental Protection Agency, and administered by the State of Illinois or any federally authorized agency.

"Loan" means, collectively, the borrowing or borrowings by the City from IEPA under the IEPA Program and evidenced by one or more Loan Agreements.

"Loan Agreement" means each Loan Agreement to be entered into between the City and IEPA setting forth the terms of the Loan.

"Outstanding" means, with reference to any series of Subordinate Lien Obligations, all of such obligations that are outstanding and unpaid, provided that such term shall not include obligations:

a) which have been paid or redeemed in full both as to principal, redemption premium, if any, and interest, or

b) which have matured or which have been duly called for redemption and for the payment of which money is on deposit with the designated paying agents for such Subordinate

Lien Obligations, or are otherwise properly available, sufficient to pay the principal of, redemption premium, if any, and interest on such Subordinate Lien Obligations, or

c) which the City has provided for payment by depositing in an irrevocable trust or escrow, cash or Defeasance Obligations, in each case the maturing principal of and interest on which will be sufficient to pay at maturity, or if called for redemption on the applicable redemption date, the principal of, redemption premium, if any, and interest on such Subordinate Lien Obligations, or

d) which are owned by the City.

"Subordinate Lien Debt Service Requirement" means, for any Fiscal Year, the principal of and interest on Subordinate Lien Obligations required to be paid in that Fiscal Year.

"Subordinate Lien Debt Service Reserve Subaccount Credit Instrument" means a non-cancelable insurance policy, a non-cancelable surety bond or an irrevocable letter of credit which may be delivered to the City in lieu of or in partial substitution for cash or securities required to be on deposit in a Sub-subaccount of the Subordinate Lien Debt Service Reserve Subaccount. In the case of an insurance policy or surety bond, the company providing the insurance policy or surety bond shall be an insurer which, at the time of issuance of the insurance policy or surety bond, has been assigned a credit rating which is within one of the two highest ratings, without regard to any refinement or gradation of rating categories by numerical modifier or otherwise, accorded insurers by at least two Rating Agencies. Letters of credit shall be issued by a banking institution which has, or the parent of which has, or the holding corporation of which it is the principal bank has, at the time of issuance of the letter of credit, a credit rating on its long-term unsecured debt within one of the two highest rating categories, without regard to any refinement or gradation of rating categories by numerical modifier or otherwise, from at least two Rating Agencies. The insurance policy, surety bond or letter of credit shall grant to the City the right to receive payment for the purposes of which the Sub-subaccount of the Subordinate Lien Debt Service Reserve Subaccount may be used or for deposit in that Sub-subaccount and shall be irrevocable during its term.

"Subordinate Lien Debt Service Reserve Subaccount Credit Instrument Coverage" means, with respect to any Subordinate Lien Debt Service Reserve Subaccount Credit Instrument on any date of determination, the amount available to pay principal of and interest on the Subordinate Lien Obligations under that Subordinate Lien Debt Service Reserve Subaccount Credit Instrument.

"Subordinate Lien Debt Service Reserve Requirement" means: (i) with respect to the Series 2000 Subordinate Lien Obligations, the amount, as of any date of computation, specified in the Series 2000 Ordinance; (ii) with respect to the Series 2008 Subordinate Lien Obligations, the amount, as of any date of computation, specified in the Series 2008 Ordinance; (iii) with respect to the Series 2010 Subordinate Lien Obligations, the amount, as of any date of computation, specified in the Series 2010 Ordinance; (iv) with respect to the Series 2012 Subordinate Lien Obligations, the amount as of any date of computation, specified in the Series 2012 Ordinance; (v) with respect to the Series 2018 Subordinate fieri Obligations, as of any date of computation, an amount equal to the least of (A) the highest future Subordinate Lien Debt

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Service Requirement of all Series 2018 Subordinate Lien Obligations in any Fiscal Year including the Fiscal Year in which the date of computation falls; (B) 10 percent of the original principal amount of the Series 2018 Subordinate Lien Obligations; or (C) 125 percent, of the average annual Subordinate Lien Debt Service Requirement on the Series 2018 Subordinate Lien Obligations; and (vi) with respect to any series of Subordinate Lien Parity Obligations, as of any date of computation, such amounts as shall be established by the ordinance authorizing that series of Subordinate Lien Parity Obligations, not to exceed the least of (A) the highest future Subordinate Lien Debt Service Requirement of that series of Subordinate Lien Parity Obligations in any Fiscal Year including the Fiscal Year in which the date of computation falls; (B) 10 percent of the original principal amount of that series of Subordinate Lien Parity Obligations; or (C) 125 percent of the average annual Subordinate Lien Debt Service Requirement for that series of Subordinate Lien Parity Obligations; provided that if the definition of Senior Lien Debt Service Reserve Requirement shall be amended in accordance with Article VIII of Part B of the Series 2012 Ordinance, the Subordinate Lien Debt Service Reserve Requirement shall, with respect to all Subordinate Lien Obligations issued after such amendment becomes effective, be deemed to have been amended to reflect comparable changes. If so provided in a Loan Agreement, the Subordinate Lien Debt Service Reserve Requirement for the Subordinate Lien Obligations of a series may be funded over a period not to exceed 60 months, in which event, as of any date of computation, the amount so funded in accordance with such Loan Agreement, shall be the Subordinate Lien Debt Service Reserve Requirement.

"Subordinate Lien Obligations Construction Accounts" means the various accounts established for construction purposes by the Series 2000 Ordinance, the Series 2008 Ordinance, the Series 2010 Ordinance, the Series 2012 Ordinance, this Ordinance and any ordinance authorizing Subordinate Lien Parity Obligations.

ARTICLE II

DETAILS OF THE SERIES 2018-1 SUBORDINATE LIEN OBLIGATIONS

Section 2.01. Principal Amount, Source of Payment. The City is authorized to borrow money for the purposes specified in Section 2.02 of this Part C and in evidence of its obligation to repay the borrowing is authorized to issue the Series 2018-1 Subordinate Lien Obligations in one or more separate series in an aggregate principal amount of up to \$400,000,000. The Series 2018-1 Subordinate Lien Obligations shall be in the form of the Loan Agreements authorized by Section 2.03 of this Part C. The Series 2018-1 Subordinate Lien Obligations shall be limited obligations of the City having a claim for payment of principal, redemption premium and interest solely from amounts in the Series 2018-1 Subordinate Lien Sub-subaccount of the Subordinate Lien Principal and Interest Subaccount and the Series 2018-1 Subordinate Lien Sub-subaccount

of the Subordinate Lien Debt Service Reserve Subaccount, in each case established pursuant to Section 3.03(e) of Part B of this Ordinance, and, together with any Subordinate Lien Parity Obligations, from Subordinate Lien Obligation Revenues and from amounts on deposit in the Construction Account: 2018-1 Subordinate Lien Obligations. The Series 2018-1 Subordinate Lien Obligations shall not constitute an indebtedness of the City within the meaning of any constitutional or statutory provisions or limitation as to indebtedness and shall have no claim to be paid from taxes of the City. Each Series 2018-1 Subordinate Lien Obligation shall contain a statement to that effect. A lien on and security interest in Subordinate

Lien Obligation Revenues and amounts in the Subordinate Lien Obligations Account and the Construction Account: 2018-1 Subordinate Lien Obligations is granted to the Registered Owners of the Subordinate Lien Obligations Outstanding from time to time, subject to amounts in such Account being deposited, credited and expended as provided in this Ordinance.

Section 2.02. Purposes. The borrowing and issuance of the Series 2018-1 Subordinate Lien Obligations authorized in Section 2.01 of this Part C shall be for any one or more of the purposes of (a) paying Project Costs and costs of acquiring a Subordinate Lien Debt Service Reserve Subaccount Credit Instrument for the Series 2018-1 Subordinate Lien Obligations or (b) making a deposit in the Series 2018-1 Subordinate Lien Sub-subaccount] of the Subordinate Lien Debt Service Reserve Subaccount. The term "paying Project Costs" shall include the making of loans or grants for such purpose to such parties and upon such terms as shall be determined by the Chief Financial Officer to be in the best interests of the City.

Section 2.03. Obligations Provisions, (a) The Chief Financial Officer is authorized to enter into one or more Loan Agreements with the IEPA in the form customarily used for the IEPA Program. The use of such form is approved in all respects.

(a) Each Loan shall mature within 30 years from the later of (i) the date of Initiation

of Repayment (as defined in each Loan Agreement) or (ii) the date the Project financed with the proceeds of such Loan is placed in service and shall bear interest at the rate authorized for the IEPA Program at the time the related Loan Agreement is entered into, provided that no Loan may mature later than November 1, 2058, or bear interest at a rate in excess of 10 percent per year.

b) Principal of and interest on each Loan shall be payable as provided in the related Loan Agreement, provided that debt service on each Loan shall not be payable on dates other than May 1 and November 1.

c) Subject to the limitations set forth in this Section and Section 2.01 of this Part C, authority is delegated to the Chief Financial Officer, to determine the aggregate principal amount of Loans, the maturities of such Loans, the rate or rates of interest payable on such Loans or method or methods for determining such rate or rates and the first interest payment date of such Loans.

d) The Mayor and the Chief Financial Officer are each authorized to take the actions and execute and deliver the documents and instruments specified in this Part C and such other documents, instruments or certificates as may be required in connection with the Loans, including without limitation, agreements that the City will indemnify the IEPA and the State of Illinois to the extent required to obtain the Loans.

ARTICLE III

DISPOSITION OF SERIES 2018-1 SUBORDINATE LIEN OBLIGATION PROCEEDS; CONSTRUCTION ACCOUNT: 2018-1 SUBORDINATE LIEN OBLIGATIONS; OPERATION OF WATER FUND ACCOUNTS WHEN NO SENIOR LIEN BONDS OR SECOND LIEN BONDS ARE OUTSTANDING

Section 3.01. Deposit into the Series 2018-1 Subordinate Lien Debt Service Reserve Sub-subaccount. Subject to Section 3.02 and Section 4.02 of this Part C, there shall be deposited in the Series 2018-1 Subordinate Lien Sub-subaccount of the Subordinate Debt Service Reserve Subaccount from the proceeds of the Series 2018-1 Subordinate Lien Obligations of a series and such other sources as necessary any amount required upon the issuance of such Series 2018-1 Subordinate Lien Obligations to cause the balance in the Subordinate Lien Debt Service Reserve Subaccount to equal the Subordinate Lien Debt Service Reserve Requirement or alternatively, if so permitted by the IEPA and applicable law, to pay the costs of any Subordinate Lien Debt Service Reserve Subaccount Credit Instrument.

Section 3.02. Subordinate Lien Debt Service Reserve Subaccount Credit Instrument. The City shall, to the extent that a deposit is not made from a cash deposit either from proceeds of the Series 2018-1 Subordinate Lien Obligations of a series or as otherwise provided in Section 3.01 of this Part C and subject to the limitations in such Section 3.01, upon the issuance of the Series 2018-1 Subordinate Lien Obligations of a series, acquire a Subordinate Lien Debt Service Reserve Subaccount Credit Instrument with a Subordinate Lien Debt Service Reserve Subaccount Credit Instrument Coverage sufficient to meet the Subordinate Lien Debt Service Reserve Requirement in respect of such Series 2018-1 Subordinate Lien Obligations. The Chief Financial Officer is authorized to purchase such an instrument on behalf of the City and may execute a reimbursement agreement on behalf of the City with the provider of such Subordinate Lien Debt Service Reserve Subaccount Credit Instrument. The Chief Financial Officer may on behalf of the City make necessary covenants with respect to such Subordinate Lien Debt Service Reserve Subaccount Credit Instrument consistent with this Ordinance. The City shall apply amounts received upon the sale of the Series 2018-1 Subordinate Lien Obligations of a series, or other amounts in the Water Fund, to pay costs to the City of acquiring any credit instrument authorized by this Section.

Section 3.03. Construction Account: 2018-1 Subordinate Lien Obligations - Establishment, Deposit of Funds, Uses.

(a) The City shall establish a separate account in the Water Fund designated the "Construction Account: 2018-1 Subordinate Lien Obligations;" provided that the name of the account may reflect the first year in which any such series of Series 2018-1 Subordinate Lien Obligations are issued. The City may establish one or more subaccounts within that account if more than one series of Series 2018-1 Subordinate Lien Obligations is

issued, in which event references in this Ordinance to such account shall be deemed, when appropriate, to be references to the appropriate subaccount of such account. No lien on or security interest in the Construction Account: 2018-1 Subordinate Lien Obligations is granted to the Registered Owners of Senior Lien Bonds or Second Lien Bonds.

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b) The proceeds of the borrowing evidenced by the Series 2018-1 Subordinate Lien Obligations of a series shall be deposited to the credit of the Construction Account: 2018-1 Subordinate Lien Obligations. This account shall be deposited in a separate account in a bank or banks designated by the Chief Financial Officer pursuant to a depository agreement. Funds in the Construction Account: 2018-1 Subordinate Lien Obligations shall be invested by the depository at the direction of the Chief Financial Officer in Permitted Investments, provided that such investments shall be scheduled to mature before needed to pay Project Costs. All interest received on or profits derived from such investments shall remain in the Construction Account: 2018-1 Subordinate Lien Obligations.

c) Disbursements shall be made from the Construction Account: 2018-1 Subordinate Lien Obligations from time to time for the purpose of paying Project Costs. The proceeds of the borrowing evidenced by the Series 2018-1 Subordinate Lien Obligations and set aside in the Construction Account: 2018-1 Subordinate Lien Obligations shall be used to provide funds for all or any part of the Projects. The Projects for which disbursements may be made from the Construction Account: 2018-1 Subordinate Lien Obligations may be amended by the Chief Financial Officer or the Budget Director of the City, in consultation with IEPA, to provide for the efficient operation of the Water System.

Within 60 days after completion of the Projects and the payment of all Project Costs, any funds remaining in the Construction Account: 2018-1 Subordinate Lien Obligations shall be transmitted by said depository to the City for transfer to the Subordinate Lien Debt Service Reserve Subaccount, or, if such account is fully funded, to the Subordinate Lien Principal and Interest Subaccount.

Section 3.04. Operation of Water Fund When No Senior Lien Bonds or Second Lien Bonds are Outstanding. From and after such time as no Senior Lien Bonds or Second Lien Bonds are Outstanding, the following Accounts of the Water Fund shall cease to exist: the Senior Lien Principal and Interest Account, the Senior Lien Debt Service Reserve Account, the Senior Lien Bonds Construction Accounts, the Second Lien Bonds Construction Accounts and any Accounts established in respect of Senior Lien Parity Bonds and Second Lien Parity Bonds in the Water Fund; amounts in such Accounts shall remain part of the Water Fund. The Water Fund, the Water Rate Stabilization Account, the Subordinate Lien Obligations Account, the Commercial Paper Account, the Subordinate Lien Obligations Construction Accounts and any Account or Subaccounts established in the Water Fund in respect of Subordinate Lien Parity Obligations by this Ordinance and ordinances authorizing the issuance of Subordinate Lien Parity Obligations or CP Notes shall continue to exist notwithstanding the discharge of the Senior Lien Bonds and the Second Lien Bonds; and deposits shall be made to and withdrawals made from the Water Fund and the Accounts and Subaccounts described in this sentence as if the Accounts and Subaccounts in the Water Fund described in the immediately preceding sentence had never existed.

ARTICLE IV

SUBORDINATE LIEN OBLIGATION SUBACCOUNTS

Section 4.01. Subordinate Lien Principal and Interest Subaccount. Funds in the Subordinate Lien Principal and Interest Subaccount shall be used only for the purpose of paying the principal of and interest on Outstanding Subordinate Lien Obligations as the same shall become due.

Section 4.02. Subordinate Lien Debt Service Reserve Subaccount, (a) Unless otherwise provided in the related Loan Agreement, at the time of the delivery of the Series 2018-1 Subordinate Lien Obligations of a series, either amounts received upon the sale of such Series 2018-1 Subordinate Lien Obligations or cash on hand in the Water Fund or a Subordinate Lien Debt Service Reserve Subaccount Credit Instrument purchased as provided in this Part C shall be deposited to the credit of the Series 2018-1 Subordinate Lien Sub-subaccount of the Subordinate Lien Debt Service Reserve Subaccount, to establish a balance in that Sub-subaccount at least equal to the Subordinate Lien Debt Service Reserve Requirement with respect to such Series 2018-1 Subordinate Lien Obligations. Amounts in the Series 2018-1 Subordinate Lien Sub-subaccount of the Subordinate Lien Debt Service Reserve Subaccount shall be deposited in a separate account in a bank or banks designated by the Chief Financial Officer pursuant to a depository agreement. Whenever the balance in the various Sub-subaccounts of the Subordinate Lien Debt Service Reserve Subaccount is less than the Subordinate Lien Debt Service Reserve Requirement for the various series of Subordinate Lien Obligations, except as permitted pursuant to Section 6.01 (V) of this Part C, there shall be transferred to the Subordinate Lien Debt Service Reserve Subaccount within the next 12 months (or such longer period permitted by the related Loan Agreement but not exceeding 60 months) sufficient funds to maintain balances in the various Sub-subaccounts of the Subordinate Lien Debt Service Reserve Subaccount at least equal to the Subordinate Lien Debt Service Reserve Requirement for the various series of Subordinate Lien Obligations.

Funds in any Sub-subaccount of the Subordinate Lien Debt Service Reserve Subaccount and any Subordinate Lien Debt Service Reserve Subaccount Credit Instruments in that Sub-subaccount shall be used to pay principal of, redemption premium, if any, and interest on the Subordinate Lien Obligations of the series to which the Sub-subaccount relates as the same become due at any time when there are insufficient funds available for such purpose in the Subordinate Lien Principal and Interest Subaccount (after any available amounts in the Water Rate Stabilization Account have first been applied to that purpose). Any Subordinate Lien Debt Service Reserve Subaccount Credit Instrument for the Series 2018-1 Subordinate Lien Obligations shall not terminate prior to the date of the last maturity of any of the Series 2018-1 Subordinate Lien Obligations.

(b) All or any part of the Subordinate Lien Debt Service Reserve Requirement for any series of Subordinate Lien Obligations may, subject to the limitations in Section 3.01, be met by deposit with the City of one or more Subordinate Lien Debt Service Reserve Subaccount Credit Instruments. A Subordinate Lien Debt Service Reserve Subaccount Credit Instrument shall, for purposes of determining the value of the amounts on deposit in the Subordinate Lien Debt Service Reserve Subaccount and the Sub-subaccount to which it relates, be valued at the

Subordinate Lien Debt Service Reserve Subaccount Credit Instrument Coverage for the Subordinate Lien Debt Service Reserve Subaccount Credit Instrument except as provided in the next sentence. If a Subordinate Lien Debt Service Reserve Subaccount Credit Instrument is to terminate (or is subject to termination) prior to the last principal payment date for any Outstanding Subordinate Lien Obligation of the series of Subordinate Lien Obligations to which it relates, then the Subordinate Lien Debt Service Reserve Subaccount Credit Instrument Coverage of that Subordinate Lien Debt Service Reserve Subaccount Credit Instrument shall be reduced each year, beginning on the date which is four years prior to the first date on which the Subordinate Lien Debt Service Reserve Subaccount Credit Instrument is to terminate (or is subject to termination), by 25 percent of the coverage in each of the years remaining prior to such date, provided that if by the terms of the Subordinate Lien Debt Service Reserve Subaccount Credit Instrument and the terms of the related Subordinate Lien Obligation ordinance, the City has the right and duty to draw upon such Subordinate Lien Debt Service Reserve Subaccount Credit Instrument prior to its termination for deposit in the related Sub-subaccount of the Subordinate Lien Debt Service Reserve Subaccount (if and to the extent a substitute Subordinate Lien Debt Service Reserve Subaccount Credit Instrument is not deposited in that related Sub-subaccount) all or part of its Subordinate Lien Debt Service Reserve Subaccount Credit Instrument Coverage, then the reduction shall be in an amount equal to the difference between (A) the Subordinate Lien Debt Service Reserve Requirement for that series of Subordinate Lien Obligations and (B) the sum of the amounts on deposit in the related Sub-subaccount of the Subordinate Lien Debt Service Reserve Subaccount and the amount which the City may draw under the Subordinate Lien Debt Service Reserve Credit Instrument prior to its termination for deposit in the related Sub-subaccount of the Subordinate Lien Debt Service Reserve Subaccount. Any amounts in any Sub-subaccount of the Subordinate Lien Debt Service Reserve Subaccount which are not required to be transferred to the Subordinate Lien Principal and Interest Subaccount may, from time to time, be used to pay costs of acquiring a Subordinate Lien Debt Service Reserve Subaccount Credit Instrument for that Sub-subaccount or to make payments due under a reimbursement agreement with respect to that Sub-subaccount, but only if after such payment, the value of the Sub-subaccount of the Subordinate Lien Debt Service Reserve Subaccount shall not be less than the Subordinate Lien Debt Service Reserve

on and security interest in the amounts on deposit in the Sub-subaccounts of the Subordinate Lien Debt Service Reserve Subaccount to any provider of a Subordinate Lien Debt Service Reserve Subaccount Credit Instrument with respect to the particular Subaccount corresponding to such provider's Subordinate Lien Debt Service Reserve Subaccount Credit Instrument, provided that the pledge, lien and security interest shall be junior to any claim for the benefit of the Registered Owners of Subordinate Lien Obligations of that series.

After the deposit of a Subordinate Lien Debt Service Reserve Subaccount Credit Instrument into any Sub-subaccount of the Subordinate Lien Debt Service Reserve Subaccount

Debt Service Reserve Subaccount after such deposit, the Chief Financial Officer may then direct the transfer from such Sub-subaccount of the Subordinate Lien Debt Service Reserve Subaccount to any account of the Water Fund of any amounts in the Sub-subaccount of the Subordinate Lien Debt Service Reserve Subaccount in excess of the Subordinate Lien Debt Service Reserve Requirement for that series of Subordinate Lien Obligations.

c) In the event of a deficiency in any Fiscal Year in the Subordinate Lien Principal and Interest Subaccount, the Subordinate Lien Debt Service Reserve Subaccount or any Sub-subaccount of either such Subaccount, the amount of such deficiency shall be included in the amount to be transferred from the Water Fund and deposited into such account during the next 12-month period or succeeding Fiscal Year, as required by this Part C.

d) Whenever the balance in any Sub-subaccount of the Subordinate Lien Debt Service Reserve Subaccount exceeds the amount required to be on deposit in that Sub-subaccount, such excess may be transferred to the Water Fund, provided that no such transfers shall be made when any debt service payments on outstanding obligations of the City that are payable by their terms from the revenues of the Water System are past due. Any funds which remain in the Water Fund at the end of any Fiscal Year shall be retained in the Water Fund and shall be available for appropriation for any proper purpose of the Water System.

ARTICLE V GENERAL

COVENANTS

Section 5.01. General Covenants. The City covenants and agrees with the Registered Owners of the Series 2018-1 Subordinate Lien Obligation terms as follows:

a) The City will establish, maintain and collect at all times fees, charges and rates for the use and service of the Water System sufficient at all times to (a) pay Operation and Maintenance Costs, and (b) produce Net Revenues Available for Bonds sufficient to pay the principal (at maturity or pursuant to mandatory sinking fund redemption) of and interest on all Bonds Outstanding from time to time and to establish and maintain the Senior Lien Principal and Interest Account and various Subaccounts of the Senior Lien Debt Service Reserve Account as may be covenanted in ordinances authorizing the issuance of Senior Lien Bonds, which Net Revenues Available for Bonds shall each Fiscal Year at least equal the greater of (i) 120 percent of the sum required to pay promptly when due the Senior Lien Debt Service Requirement for the Fiscal Year on all Senior Lien Bonds then Outstanding or (ii) the sum of (A) the Senior Lien Bond Debt Service Requirement for the Fiscal Year on all Senior Lien Bonds Outstanding, plus (B) the Annual Second Lien Bonds Requirement (as defined in the Second Lien Bonds Master Indenture) for the Fiscal Year on all Second Lien Bonds Outstanding, plus (C) the Subordinate Lien Debt Service Requirement for the Fiscal Year on all Subordinate Lien Obligations Outstanding, plus (D) the annual debt service requirement for the Fiscal Year on all CP Notes Outstanding, plus (E) the annual debt service requirement for the Fiscal Year on all Water System Line of Credit Notes Outstanding. These fees, charges and rates shall not be reduced, while any Subordinate Lien Obligations are Outstanding, below the level necessary to ensure compliance with the covenants of this Article V.

b) The City will, prior to the end of each Fiscal Year, conduct a review to determine if it has been and will be in compliance with the rate covenant set forth above. Whenever the annual review indicates that projected Gross Revenues will not be sufficient to comply with such rate covenant, the City shall have prepared a rate study for the Water System identifying the rate changes necessary to comply with the rate covenant and the Office of Budget and Management

of the City and the Chief Financial Officer shall recommend appropriate action to the City Council to comply with this rate covenant.

ARTICLE VI

ISSUANCE OF ADDITIONAL SUBORDINATE LIEN OBLIGATIONS

Section 6.01. Subordinate Lien Parity Obligations. As long as there are any Outstanding Series 2018-1 Subordinate Lien Obligations, the City may issue Subordinate Lien Parity Obligations for any lawful purpose of the Water System, provided such purpose is also a lawful purpose of the IEPA Program, and then only upon compliance with the following conditions:

a) the funds required to be transferred to the Senior Lien Principal and Interest Account, the various Subaccounts of the Senior Lien Debt Service Reserve Account and the various Subaccounts of the Second Lien Bonds Account, the Subordinate Lien Obligations Account, the Commercial Paper Account and the Line of Credit Notes Account shall have been transferred in full up to the date of delivery of such Subordinate Lien Parity Obligations;

b) the ordinance authorizing the issuance of Subordinate Lien Parity Bonds shall require either (i) the transfer at the time of the delivery of such Subordinate Lien Parity Obligations of sufficient proceeds of such Subordinate Lien Parity Obligations or Net Revenues Available for Bonds, or the deposit of a Subordinate Lien Debt Service Reserve Subaccount Credit Instrument, or any combination of Subordinate Lien Obligation proceeds or Net Revenues Available for Bonds and Subordinate Lien Debt Service Reserve Subaccount Credit Instruments, to the various Sub-subaccounts of the Subordinate Lien Debt Service Reserve Subaccount so that the balance in such Sub-subaccounts is at least equal to the Subordinate Lien Debt Service Reserve Requirement for each series of Subordinate Lien Obligations, or (ii) equal monthly transfers to the Sub-subaccount of the Subordinate Lien Debt Service Reserve Subaccount for such Subordinate Lien Parity Obligations during a period not exceeding 60 months following the delivery of such Subordinate Lien Parity Obligations sufficient to cause the balance in such Sub-subaccount to be an amount at least equal to the Subordinate Lien Debt Service Reserve Requirement for that series of Subordinate Lien Parity Obligations; and

c) Net Revenues Available for Bonds for the last completed Fiscal Year prior to the issuance of the Subordinate Lien Parity Obligations (as shown by the audit of an independent certified public accountant), or Net Revenues Available for Bonds for such last completed Fiscal Year, adjusted as described below, shall equal at least 100 percent of the maximum annual Subordinate Lien Debt Service Requirement for Subordinate Lien Obligations which will be Outstanding following the issuance of the proposed Subordinate Lien Parity Obligations, computed on a pro forma basis assuming the issuance of the proposed Subordinate Lien Parity Obligations, and the application of the proceeds of any Subordinate Lien Parity Obligations as provided in the ordinance authorizing their issuance, sale and delivery. Net Revenues Available for Bonds may be adjusted as follows for purposes of this paragraph (c):

- (i) if there shall have been an increase in the rates of the Water System from the rates in effect for such last completed Fiscal Year, which increase is in effect at the

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time of the issuance of any such Subordinate Lien Parity Obligations, Net Revenues Available for Bonds may be adjusted to reflect the Net Revenues Available for Bonds for such last completed Fiscal Year as they would have been had the existing rates been in effect during all of that last completed Fiscal Year, provided, that in the case of an enactment by the City of a rate schedule under which rates increase from time to time, the rate to be used in applying the test set forth in this clause (i) shall be the lowest rate effective for any period described in such rate schedule; and

(ii) any such adjustment shall be evidenced by a certificate of the Chief Financial Officer.

The addition of the proviso at the end of clause (i) above is solely intended to clarify the application of the adjustment described in said clause (i) and not to make any substantive revisions to the current application thereof.

For purposes of calculating the adjustment described in this paragraph (c), any rate increase enacted by the City and scheduled to take effect in a future Fiscal Year may be reflected in Net Revenues Available for Bonds for purposes of calculating debt service coverage for that Fiscal Year.

If during the first six months of a Fiscal Year, an audit of the Water System for the preceding Fiscal Year by an independent certified public accountant is not available, the conditions of paragraph (c) shall be deemed to have been satisfied if both (1) Net Revenues Available for Bonds for the second preceding Fiscal Year (as shown by the audit of an independent certified public accountant), adjusted as described in this paragraph (c), and (2) Net Revenues Available for Bonds for the preceding Fiscal Year (as estimated by the Chief Financial Officer), adjusted as described in this paragraph (c), shall equal at least 100 percent of the maximum Subordinate Lien Debt Service Requirement for any Fiscal Year for Subordinate Lien Obligations which will be Outstanding following the issuance of the proposed Subordinate Lien Parity Obligations, computed on a pro forma basis assuming the issuance of the proposed Subordinate Lien Parity Obligations and the application of the proceeds of any Subordinate Lien Parity Obligations as provided in the ordinance authorizing their issuance, sale and delivery.

Section 6.02. Subordinate Obligations. Other obligations, including bonds, may be issued payable from Net Revenues Available for Bonds on a basis subordinate to the Subordinate Lien Obligations.

ARTICLE VII AMENDMENT OF PART C OF THIS

ORDINANCE

The City may amend or modify this Part C from time to time and may modify the rights and obligations of the City and of the Registered Owners of the Series 2018-1 Subordinate Lien Obligations by adopting a supplemental ordinance to this Ordinance, provided that no such modification or amendment shall be adopted without the consent of IEPA.

**PART D
AMENDMENT OF THE MUNICIPAL CODE**

Section 2-106-040 of the Municipal Code is hereby amended to read as follows: 2-106-040

Commissioner - Power and duties.

The commissioner of water management shall have the following powers and duties:

- a) To operate and maintain the waterworks of the city;
- b) To construct, extend, install, repair or relocate water pipes, including those installations to be constructed by contract, permit or any other agreement with the city or any other governmental entity;
- c) To develop plans and proposals, and to encourage or conduct studies, investigations or research, including joint cooperative investigations and research with public and private agencies and organizations, related to the Chicago water and sewer systems, stormwater management or water quality, including methods to eliminate or reduce water pollution;
- d) To enter into grant agreements, cooperation agreements and other agreements or contracts with governmental entities or with private business or civic and community groups to implement programs related to the Chicago water and sewer systems, storm water management or water quality, including programs to eliminate or reduce water pollution, as the commissioner may deem necessary or advisable; and to enter into and execute all such other instruments and to perform any and all acts, including the allocation and expenditure of funds subject to appropriation therefor, as shall be necessary or advisable in connection with the implementation of such agreements, including any renewals thereto.
- e) To issue permits in connection with the waterworks system;

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sewerage permits and licenses;
- g) To construct, extend, install, repair or relocate sewer pipes;
- h) To plan, design, construct or improve sewer and sewer works projects undertaken pursuant to contracts with the city;
- (i) To make recommendations with respect to street grades to the city council from time to time as the requirements of the city and the public improvements being made therein may demand;
- (j) To establish the city bench marks from and referring to city datum and after they have been confirmed by the city council;

(k) To make and keep a record of all street grades established by the city council;

(l) To designate from among the corps of engineers in the department of an experienced engineer to be known as the bench engineer, whose duty it shall be to establish and record city standard bench monuments and their precise elevations;

(m) To adopt, promulgate and enforce rules pertaining to the administration and enforcement of this chapter and other provisions of this Code administered by the department of water management, and to do any and all other acts which may be necessary or advisable for the implementation of the powers conferred on the commissioner and department under this Code;

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(n) To negotiate and to enter into right-of-entry and easement agreements, including releases thereto, with public and private persons in connection with managing the Chicago water and sewer systems or stormwater management, and, in connection with any such agreements and any renewals thereto, to enter into and execute all such other instruments and to perform any and all acts, including the allocation and expenditure of duly appropriated funds, as shall be necessary or advisable. Any such agreement may include provisions providing indemnification. The authority conferred in this subsection shall not include the ceding of governmental ownership of public way or the transfer of title to real estate; and

(o) To negotiate and execute agreements or contracts and any renewals thereto with municipal corporations, political subdivisions, public water districts and other agencies in connection with the purchase of a supply of water from the City, and to enter into and execute all such other related instruments and to perform any and all related acts as shall be necessary or advisable.

PART E GENERAL

ARTICLE I GENERAL PROVISIONS

Section 1.01. Authority. This Ordinance is adopted pursuant to the powers of the City as a home rule unit under Article VII, Section 6(a) of the 1970 Constitution of the State of Illinois. The appropriate officers of the City are authorized to take such actions and do such things as shall be necessary or desirable, in the judgment of any such officers, to perform, carry out, give effect to and consummate the transactions contemplated by this Ordinance, including, but not limited to, the exercise following the delivery date of any of the Series 2018-1 Second Lien Bonds and the Series 2018-1 Subordinate Lien Obligations of any power or authority delegated to such official of the City under this Ordinance with respect to the Series 2018-1 Second Lien Bonds and the Series 2018-1 Subordinate Lien Obligations upon their initial issuance, but subject to any limitations on or restrictions of such power or authority as set forth in this Ordinance.

The Mayor, the Chief Financial Officer, the City Comptroller, the Treasurer, the City Clerk and the Deputy City Clerk are each authorized to execute and deliver such other documents and perform such other acts as may be necessary or desirable in connection with the Series 2018-1 Second Lien Bonds and the Series

2018-1 Subordinate Lien Obligations and the transactions authorized pursuant to this Ordinance, including, but not limited to, the exercise following the delivery date(s) of the Series 2018-1 Second Lien Bonds and the Series 2018-1 Subordinate Lien Obligations of any power or authority delegated to such official under this Ordinance with respect to the Series 2018-1 Second Lien Bonds and the Series 2018-1 Subordinate Lien Obligations upon original issuance, but subject to any limitations on or restrictions of such power or authority as set forth in this Ordinance.

Section 1.02. Authorized Signatures. The Mayor, the City Clerk, the Deputy City Clerk and the Chief Financial Officer may each designate another to act as their respective proxies and, as applicable, to affix their respective signatures to Series 2018-1 Second Lien Bonds and the Series 2018-1 Subordinate Lien Obligations whether in temporary or definitive form, and any other instrument, certificate or document required to be signed by the Mayor, the City Clerk, the Deputy City Clerk or the Chief Financial Officer pursuant to this Ordinance. In each case, each shall send to the City Council written notice of the person so designated by each such notice stating the name of the person so selected and identifying the instruments, certificates and documents which such person shall be authorized to sign as proxy for the Mayor, the City Clerk, the Deputy City Clerk or the Chief Financial Officer, respectively. A written signature of the Mayor, the City Clerk, the Deputy City Clerk or of the Chief Financial Officer, respectively, executed by the person so designated underneath, shall be attached to each notice. Each notice, with the signatures attached, shall be recorded in the Journal of the Proceedings of the City Council and filed with the City Clerk or the Deputy City Clerk. When the signature of the Mayor, the City Clerk, the Deputy City Clerk or the Chief Financial Officer, as the case may be, is placed on an instrument, certificate or document at the direction of the Mayor, the City Clerk, the Deputy City Clerk or the Chief Financial Officer, as the case may be, in the specified manner, the same, in all respects, shall be as binding on the City as if signed by the Mayor, the City Clerk, the Deputy City Clerk or the Chief Financial Officer, as the case may be, in person.

Section 1.03. Conflict. To the extent that any ordinance, resolution, provision of the Municipal Code, rule or order is in conflict with- or is inconsistent with the provisions of this Ordinance, including, without limitation, Section 2-32-520 of the Municipal Code, the provisions of this Ordinance shall be controlling. No provision of the Municipal Code or violation of any provision of the Municipal Code shall be deemed to impair the validity of this Ordinance or the instruments authorized by this Ordinance, including the Series 2018-1 Second Lien Bonds, the Second Lien Bonds Master Indenture, the Twelfth Supplemental Indenture or any Supplemental Indenture, or the Series 2018-1 Subordinate Lien Obligations or to make any such document or instrument voidable at the option of the City, or to impair the rights of the owners of the Series 2018-1 Second Lien Bonds and the Series 2018-1 Subordinate Lien Obligations to receive payment of the principal of, premium, if any, or interest on the Series 2018-1 Second Lien Bonds and the Series 2018-1 Subordinate Lien Obligations, respectively, or to impair the security for the Series 2018-1 Second Lien Bonds and the Series 2018-1 Subordinate Lien Obligations; provided further that the foregoing shall not be deemed to affect the availability of any other remedy or penalty for any violation of any provision of the Municipal Code.

Section 1.04. Severability. 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.

Section 1.05. Registered Owner Remedy. Any Registered Owner of a Series 2018-1 Second Lien Bond

or a Series 2018-1 Subordinate Lien Obligation may proceed by civil action to compel performance of all duties required by this Ordinance, including the establishment and collection of sufficient fees, charges and rates for services supplied by the Water System and the application of Gross Revenues and the various Accounts of the Water Fund as provided by this Ordinance.

Section 1.06. Contract. The provisions of this Ordinance shall constitute a contract between the City and the Registered Owners of the Series 2018-1 Second Lien Bonds and the Series 2018-1 Subordinate Lien Obligations, and no changes, additions or alterations of any kind shall be made to that contract except as provided in this Ordinance, and as provided in the Second Lien Bonds Master Indenture, the Twelfth Supplemental Indenture and each Supplemental Indenture, so long as the Series 2018-1 Second Lien Bonds are Outstanding, and with respect to the Series 2018-1 Subordinate Obligations, as provided in the applicable Loan Agreements.

Section 1.07. Appropriation. The provisions of this Ordinance constitute an appropriation of the amounts received upon the sale of the Series 2018-1 Second Lien Bonds and the Series 2018-1 Subordinate Lien Obligations for the purposes specified in Section 2.02 of each of Part B and Part C of this Ordinance, respectively, and an appropriation of the Net Revenues Available for Bonds for deposit in the various Accounts established as provided by Section 3.03 of Part B and Part C of this Ordinance and for payment of principal of, redemption premium, if any, and interest on the Series 2018-1 Second Lien Bonds and the Series 2018-1 Subordinate Lien Obligations and for other payments required to be made by the City pursuant to the documents, agreements and instruments authorized herein, all as provided in this Ordinance.

Section 1.08. Continuing Disclosure Undertaking. The Mayor and the Chief Financial Officer are each authorized to execute and deliver, as to each series of Series 2018-1 Second Lien Bonds and the Series 2018-2 Subordinate Obligations, an undertaking (a "Continuing Disclosure Undertaking") evidencing the City's agreement to comply with the requirements of Section (b)(5) of Rule 15c2-12 adopted by the Securities and Exchange Commission under the Securities Exchange Act of 1934, as from time to time in effect, in a form approved by the Corporation Counsel of the City. Upon its execution and delivery on behalf of the City, the Continuing Disclosure Undertaking shall be binding upon the City, and the officers, employees and agents of the City are authorized to do all such acts and things and to execute all such documents as may be necessary to carry out and comply with the provisions of the Continuing Disclosure Undertaking as executed. The Chief Financial Officer is further authorized to make such amendments to the Continuing Disclosure Undertaking in accordance with its terms from time to time following its execution and delivery as said officer shall deem necessary. Notwithstanding any other provision of this Ordinance, the sole remedies for failure by the City to comply with the Continuing Disclosure Undertaking shall be the ability of the

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beneficial owner of any Series 2018-1 Second Lien Bonds or Series 2018-1 Subordinate Lien Obligations, as appropriate, to seek mandamus or specific performance by court order to cause the City to comply with its obligations under the Continuing Disclosure Undertaking. No failure by the City to comply with the Continuing Disclosure Undertaking shall constitute a default under this Ordinance or under any Series 2018-1 Second Lien Bonds.

Section 1.09. Taxable Bonds. If determined by the Chief Financial Officer to be in the City's financial interest, any portion of the Series 2018-1 Second Lien Bonds may be issued hereunder such that the interest thereon is subject to Federal income taxation ("Taxable Bonds").

Section 1.10. Escrow Restructuring. Nothing in this Ordinance shall restrict or limit the ability of the City to restructure securities held for the payment of Senior Lien Bonds, Second Lien Bonds, or Subordinate Lien Obligations.

Section 1.11. Headings. Any headings preceding the texts of the several Articles and Sections of this Ordinance shall be solely for convenience or reference and shall not constitute a part of this Ordinance nor shall they affect its meaning, construction or effect.

Section 1.12. Effectiveness. This Ordinance shall be published by the City Clerk, by causing to be printed in special pamphlet form at least five copies hereof, which copies are to be made available in her office for public inspection and distribution to members of the public who may wish to avail themselves of a copy of this Ordinance. This Ordinance shall be in full force and effect on the later of (i) September 1, 2018, or (ii) the date of its passage, approval and publication as provided herein.

CITY OF CHICAGO to

[
],
as Trustee

**TWELFTH SUPPLEMENTAL INDENTURE SECURING
SECOND LIEN WATER REVENUE [PROJECT AND REFUNDING] BONDS,
SERIES _ [TAXABLE]**

DATED AS OF 1, 2018

Supplementing a Master Indenture of Trust Securing Second Lien Water Revenue Bonds, dated as of December 15, 1999, from the City of Chicago to The Bank; of New York Mellon Trust Company, NA., as successor Trustee, as amended by Amendment No. 1 To Master Indenture, dated as of August 1, 2004.

THIS TWELFTH SUPPLEMENTAL INDENTURE is made and entered into as of 1, 2018 (this "Twelfth Supplemental Indenture "), from the City of Chicago (the "City"), a municipal corporation and home rule unit of local government duly organized and existing under the Constitution and laws of the State of Illinois, to [], as Trustee (the "Trustee"), [] duly organized, existing and authorized to accept and execute trusts of the character set out in this Twelfth Supplemental Indenture under and by virtue of the laws of the United States of America, as Trustee.

WITNESSETH:

WHEREAS, the City is a duly constituted and existing municipality within the meaning of Section 1 of Article VII of the 1970 Constitution of the State of Illinois, and is a "home rule unit" of local government under Section 6(a) of Article VII of the 1970 Constitution; and

WHEREAS, the City has constructed and is maintaining and operating the Water System (as defined in the Series 2018-1 Bond Ordinance described below) to meet the needs of the City's inhabitants and other users of the Water System; and

WHEREAS, the Water System is operated under the supervision and control of the Department of Water Management of the City; and

WHEREAS, the City has issued and has outstanding its Outstanding Senior Lien Bonds, Outstanding Second Lien Bonds and its Outstanding Subordinate Lien Obligations; and

WHEREAS, the City has determined that it is advisable and in the best interests of the City to authorize the issuance from time to time of its Second Lien Water Revenue Project and Refunding Bonds, Series 2018-1 [(Taxable)] ("Series 2018-1 Second Lien Bonds"), subject to the authorization limits specified in the Series 2018-1 Bond Ordinance, for any one or more of the purposes of (1) refunding the Refunded Bonds, (2) paying Project Costs, (3) funding capitalized interest on the Series 2018-1 Second Lien Bonds, (4) paying Costs of Issuance of the Series 2018-1 Second Lien Bonds, (5) paying the costs of acquiring a Qualified Reserve Account Credit Instrument for the Series 2018-1 Second Lien Bonds or making a deposit to the 2018-1 Second Lien Bonds Dedicated Subaccount in the amount required by the Twelfth Supplemental Indenture or a Supplemental Indenture, and (6) providing for any discount on the Series 2018-1 Second Lien Bonds; and

WHEREAS, the aggregate estimated amount of uses for the Series 2018-1 Second Lien Bonds does not exceed \$500,000,000. The proceeds of the Series 2018-1 Second Lien Bonds incurred for the costs described in clause (1) - (6) of the immediately preceding paragraph (the "2018 Costs ") will not exceed the amount required to pay such costs; and

WHEREAS, the City does not have available funds sufficient to pay the 2018 Costs; and

WHEREAS, pursuant to an ordinance duly adopted by the City Council on _____, 2018 (the "Series 2018-1 Bond Ordinance"), the City has determined to authorize the issuance of the Series 2018-1 Second Lien Bonds in one or more series for any one or more of the purposes described therein; and

WHEREAS, the City has entered into a Master Indenture of Trust Securing City of Chicago Second Lien Water Revenue Bonds, dated as of December 15, 1999, as heretofore supplemented and as amended by Amendment No. 1 To Master Indenture, dated as of August 1, 2004 (said Master Indenture as heretofore and hereafter supplemented and amended, including by this Twelfth Supplemental Indenture, the "Indenture"), with the Trustee, which Indenture authorizes the issuance of Second Lien Parity Bonds in one or more series pursuant to one or more Supplemental Indentures and the incurrence by the City of Section 2.08 Obligations (as defined in the Indenture) and Section 2.09 Obligations (as defined in the Indenture); and

WHEREAS, pursuant to Section 2.01 of Part B of the Series 2018-1 Bond Ordinance, the City has authorized the issuance and sale of the Series 2018-1 Second Lien Bonds pursuant to the Indenture in one or more separate series that may be issued under or pursuant to the Series 2018-1 Bond Ordinance and the

Indenture (provided that the total principal amount of any Series 2018-1 Bonds shall not exceed \$500,000,000, plus an amount equal to the amount of any original issue discount (not to exceed 15 percent of the aggregate principal amount of such series of Bonds) used in the marketing of such Series 2018-1 Second Lien Bonds); and

WHEREAS, pursuant to such authorization, in order to pay the 2018 Costs, the City has, pursuant to authorization granted in the Series 2018-1 Bond Ordinance, determined to issue and sell the Series 2018-1 Second Lien Bonds authorized as aforesaid; and

WHEREAS, such Series 2018-1 Second Lien Bonds shall be issued and sold in [a single series] as provided in this Twelfth Supplemental Indenture, being the aggregate principal amount of [\$] and designated as "Second Lien Water Revenue [Project and Refunding Bonds], Series [20] [(Taxable)]; and

WHEREAS, the Series 2018-1 Second Lien Bonds, and the Trustee's Certificate of Authentication to be endorsed on such Bonds, shall be substantially in the forms attached to this Twelfth Supplemental Indenture as Exhibit A, with necessary and appropriate variations, omissions and insertions as permitted or required by the Series 2018-1 Bond Ordinance, the Indenture or this Twelfth Supplemental Indenture;

NOW, THEREFORE, THIS TWELFTH SUPPLEMENTAL INDENTURE WITNESSETH:

GRANTING CLAUSES

That the City, in consideration of the premises and the acceptance by the Trustee of the trusts created by this Twelfth Supplemental Indenture, and of the purchase and acceptance of the Series 2018-1 Second Lien Bonds by their Registered Owners, and of the sum of one dollar, lawful money of the United States of America, to it duly paid by the Trustee at or before the execution and delivery of these presents, and for other good and valuable consideration, the receipt and sufficiency of which are acknowledged, to secure the payment of the principal of, premium, if any, and interest on the Series 2018-1 Second Lien Bonds according to their tenor and effect, and to secure the performance and observance by the City of all the covenants expressed or implied in this Twelfth Supplemental Indenture and in the Series 2018-1 Second Lien Bonds, assigns and grants a security interest in and to the following to the Trustee, and its

successors in trust and assigns forever, for the securing of the performance of the obligations of the City set forth below (the "Trust Estate "):

GRANTING CLAUSE FIRST

All right, title and interest of the City in and to Second Lien Bond Revenues (as defined in the Series 2018-1 Bond Ordinance); and amounts on deposit in the Second Lien Bonds Account (as defined in the Series 2018-1 Bond Ordinance) (other than monies, instruments and securities or any Qualified Reserve Account Credit Instrument on deposit in a Debt Service Reserve Account for any other Series of Second Lien Bonds issued or to be issued), and in the Construction Account: 2018-1 Second Lien Bonds (as defined herein), in each case to the extent pledged and assigned in the granting clauses of the Indenture, as supplemented by the Series 2018-1 Bond Ordinance;

GRANTING CLAUSE SECOND

All moneys and securities from time to time held by the Trustee under the terms of this Twelfth Supplemental Indenture; and

GRANTING CLAUSE THIRD

Any and all other property, rights and interests of every kind and nature from time to time hereafter by delivery or by writing of any kind granted, bargained, sold, alienated, demised, released, conveyed, assigned, transferred, mortgaged, pledged, hypothecated or otherwise subjected to this Twelfth Supplemental Indenture, as and for additional security under this Twelfth Supplemental Indenture by the City or by any other person on its behalf or with its written consent to the Trustee, and the Trustee is by this Twelfth Supplemental Indenture authorized to receive any and all such property at any and all times and to hold and apply the same subject to the terms of this Twelfth Supplemental Indenture;

TO HAVE AND TO HOLD all and singular the Trust Estate, whether now owned or hereafter acquired, unto the Trustee and its successors in said trust and assigns forever;

IN TRUST, NEVERTHELESS, upon the terms and trusts set forth in this Twelfth Supplemental Indenture for the equal and proportionate benefit, security and protection of all present and future Registered Owners of the Series 2018-1 Second Lien Bonds and all other Second Lien Bonds issued or secured from time to time under the provisions of the Indenture, without privilege, priority or distinction as to the lien or otherwise of any of the foregoing over any other of the foregoing, except to the extent otherwise specifically provided in this Twelfth Supplemental Indenture or in the Indenture;

PROVIDED, HOWEVER, that if the City, its successors or assigns shall well and truly pay, or cause to be paid, the principal of, premium, if any, and interest on the Series 2018-1 Second Lien Bonds, and shall cause the payments to be made on such Series 2018-1 Second Lien Bonds as required in this Twelfth Supplemental Indenture, and shall well and truly cause to be kept, performed and observed all of its covenants and conditions pursuant to the terms of the Indenture and this Twelfth Supplemental Indenture and shall pay or, cause to be paid to the Trustee all sums of money due or to become due to the Trustee in accordance with the terms and

provisions of this Twelfth Supplemental Indenture, then upon the final payment of such sums this Twelfth Supplemental Indenture and the rights by this Twelfth Supplemental Indenture granted shall cease, determine and be void; otherwise this Twelfth Supplemental Indenture shall remain in full force and effect.

THIS TWELFTH SUPPLEMENTAL INDENTURE FURTHER WITNESSETH, and it is expressly declared; that all Series 2018-1 Second Lien Bonds issued and secured under this Twelfth Supplemental Indenture are to be issued, authenticated and delivered, and all said property, rights and interests and any other amounts assigned and pledged by this Twelfth Supplemental Indenture are to be dealt with and disposed of, under, upon and subject to the terms, conditions, stipulations, covenants, agreements, trusts, uses and purposes expressed in this Twelfth Supplemental Indenture, and the City has agreed and covenanted and by this Twelfth Supplemental Indenture agrees and covenants with the Trustee, the respective owners of the Series 2018-1 Second Lien Bonds as follows:

ARTICLE I DEFINITIONS

Section 1.01. Definitions. All capitalized terms used in this Twelfth Supplemental Indenture unless

otherwise defined shall have the same meaning as used in Article I of the Indenture and in the Series 2018-1 Bond Ordinance. In addition to the terms defined in the preambles of this Twelfth Supplemental Indenture, the following words and phrases shall have the following meanings for purposes of this Twelfth Supplemental Indenture:

"Authorized Denomination" means, with respect to a particular Series 2018-1 Second Lien Bond, [\$5,000 and any integral multiple of \$5,000].

"Bondholder," "holder," "owner of the Series 2018-1 Second Lien Bonds" or "Registered Owner" means the Registered Owner of any Series 2018-1 Second Lien Bond.

"Bond Register" means the registration books of the City kept by the Trustee (in its capacity as Bond Registrar) to evidence the registration and transfer of Series 2018-1 Second Lien Bonds.

"Bond Registrar" means the Trustee.

"Chief Financial Officer" means the Chief Financial Officer appointed by the Mayor of the City or, in the event no person is at the time then so appointed and acting, the City Comptroller of the City.

"City" means the City of Chicago, a municipal corporation and home rule unit of local government, organized and existing under the Constitution and laws of the State.

"Code" means the United States Internal Revenue Code of 1986, as amended. References to the Code and to Sections of the Code shall include relevant final, temporary or proposed regulations thereunder as in effect from time to time and as applicable to obligations issued on the Date of Issuance.

"Date of Issuance" means [, 20], the date of original issuance and delivery of the Series 2018-1 Second Lien Bonds under this Twelfth Supplemental Indenture.

["Depository Agreement" means the Depository Agreement dated , 20 between the City and [, as depository, pursuant to which funds on deposit in the Construction Account: 2018-1 Second Lien Bonds shall be held and disbursed.]

"DTC" means The Depository Trust Company, New York, New York, or its nominee, and its successors and assigns, or any other depository performing similar functions.

"Indenture" means the Master Indenture of Trust Securing Second Lien Water Revenue Bonds, dated as of December 15, 1999, from the City to the Trustee, pursuant to which Bonds are authorized to be issued, as heretofore supplemented and as amended by Amendment No. 1 To Master Indenture, dated as of August 1, 2004 and any additional amendments and supplements to it, including this Twelfth Supplemental Indenture. References to Articles and Sections of the Indenture shall be deemed to refer to Articles and Sections of the Indenture as amended.

"Interest Payment Date" means each May 1 and November 1, commencing on 1,201_.

"Maturity Date" means, with respect to a particular Series 2018-1 Second Lien Bond, the maturity date for such Series 2018-1 Second Lien Bond set forth in Section 2.01(c) hereof.

"Opinion of Bond Counsel" means a written opinion of Bond Counsel in form and substance acceptable to the City and the Trustee, which opinion may be based on a ruling or rulings of the Internal Revenue Service.

"Participant," when used with respect to any Securities Depository, means any participant of such Securities Depository.

"Paying Agent" means the Trustee and any other bank, national banking association or trust company designated by the City or the Trustee pursuant to Section 8.03 hereof as a paying agent for the Series 2018-1 Second Lien Bonds, and any successor or successors appointed by the Chief Financial Officer or the Trustee under this Twelfth Supplemental Indenture.

"Permitted Investments " means any of the following to the extent permitted by law and by the Master Indenture at the time of such investment:

a) direct obligations of, or obligations the principal of and interest on which are unconditionally guaranteed by, the United States of America;

b) trust receipts or other certificates of ownership evidencing an ownership interest in the principal of or interest on, or both principal of and interest on, obligations described in clause (a) of this definition, which obligations are held in trust by a bank described in clause (d) of this definition, provided that such bank holds such obligations separate and segregated from

all other funds and accounts of the City and of such bank and that a perfected first security interest under the Illinois Uniform Commercial Code, or under book entry procedures prescribed at 31 C.F.R. 306.0 et seq. or 31 C.F.R. 350.0 et seq. (or other similar book entry procedures similarly prescribed by federal law or regulations adopted after the date of adoption of the Series 2018-1 Bonds Ordinance), has been created in such obligations for the benefit of the applicable account in the Water Fund or, to the extent permitted, in any irrevocable trust or escrow established to make provision for the payment and discharge of the indebtedness on all Series 2018-1 Second Lien Bonds or other obligations which are payable from Net Revenues Available for Bonds;

c) obligations of Fannie Mae or of any agency or instrumentality of the United States of America now existing or created after the issuance and delivery of the Series 2018-1 Second Lien Bonds, including but not limited to the Federal Home Loan Mortgage Corporation, the United States Postal Service, the Government National Mortgage Association and the Federal Financing Bank;

d) negotiable or non-negotiable time deposits evidenced (i) by certificates of deposit issued by any bank, trust company, national banking association or savings and loan association which has capital of not less than \$250,000,000 or (ii) by certificates of deposit which are continuously and fully insured by (A) any federal agency or (B) an insurer that at the time of issuance of the policy securing such deposits has been assigned a credit rating on its long-term unsecured debt within one of the two highest rating categories, without regard to any refinement or gradation of rating category by numerical modifier or otherwise, from at least two Rating Agencies;

e) repurchase agreements with banks described in clause (d) of this definition or with government bond dealers reporting to, trading with, and recognized as primary dealers by a Federal Reserve Bank, provided (i) that the underlying securities are obligations described in clauses (a) or (c) of this definition and are required to be continuously maintained at a market value not less than the amount so invested, (ii) the City has received an opinion of counsel to the effect that a custodian for the City has possession of the underlying securities as collateral and has a perfected first security interest in the collateral, and (iii) the collateral is in the opinion of such counsel free and clear of claims by third parties;

f) obligations of any state of the United States of America or any political subdivision of a state or any agency or instrumentality of a state or political subdivision which are, at the time of purchase, rated by at least two Rating Agencies in one of their two highest respective long-term rating categories, without regard to any refinement or gradation of rating categories by numerical modifier or otherwise (if not rated by at least two Rating Agencies then a rating by a single Rating Agency shall be satisfactory), for comparable types of debt obligations;

g) bonds, notes, debentures or other evidences of indebtedness issued or guaranteed by any corporation which are, at the time of purchase, rated by at least two Rating Agencies, without regard to any refinement or gradation of rating categories by numerical modifier or otherwise, in their highest rating category (if not rated by at least two Rating Agencies then a rating by a single Rating Agency shall be satisfactory), for comparable types of debt obligations;

(h) repurchase agreements and investment agreements (including forward purchase agreements pursuant to which the City agrees to purchase securities of the type described in clauses (a), (b), (c), (f), (g) and (i) of this definition of "Permitted Investments"), with any bank, trust company, national banking association (which may include any Paying Agent or Bond Registrar), insurance company or any other financial institution which at the date of the agreement has an outstanding, unsecured, uninsured and unguaranteed debt issue rated by at least two Rating Agencies in one of their three highest respective long-term rating categories, without regard to any refinement or gradation of rating categories by numerical modifier or otherwise, or if such institution is not so rated, that the agreement is secured by such securities as are described in clauses (a) through (d) above, inclusive, having a market value at all times (exclusive of accrued interest, other than accrued interest paid in connection with the purchase of such securities) at least equal to the principal amount invested pursuant to the agreement, provided that (i) a custodian for the City (which custodian is not the entity with which the City has the repurchase or investment agreement) has a perfected first security interest in the collateral and the City has received an opinion of counsel to that effect, (ii) the custodian or an agent of the custodian (which agent is not the entity with which the City has the repurchase or investment agreement) has possession of the collateral, and (iii) such obligations are in the opinion of such counsel free and clear of claims by third parties;

(i) prime commercial paper of a corporation incorporated under the laws of any state

of the United States of America, rated by at least one Rating Agency in its highest short-term rating category, without regard to any refinement or gradation of rating category by numerical modifier or otherwise;

(j) certificates of deposit of national banks that are either fully collateralized at least 110 percent by marketable U.S. government securities marked to market at least monthly or secured by a corporate surety bond issued by an insurance company licensed to do business in Illinois and having a claims-paying rating in the top rating category, without regard to any refinement or gradation of rating category by numerical modifier or otherwise, as rated by at least one Rating Agency and maintaining such rating during the term of such investment; and

(k) shares of a money market fund registered under the Investment Company Act of 1940, whose shares are registered under the Securities Act of 1933, as amended.

"Principal and Interest Account" means the account designated the "Series 2018-1 Second Lien Bonds, Principal and Interest Account" established in the 2018-1 Second Lien Bonds Subaccount as described in Section 4.02(b)(iii) and Section 4.05 hereof.

"Principal and Interest Account Requirement" means an amount, calculated as of each Deposit Date, equal to the total Principal Installments and interest due on the Series 2018-1 Second Lien Bonds on such Deposit Date.

"Project Costs" means the costs of acquiring, constructing and equipping the Projects, including without limitation, acquisition of necessary interests in property, engineering fees or costs of the City, restoration costs, legal fees or costs of the City.

"Projects" means the program of improvements and extensions to the Water System designated by the Commissioner including, but not limited to constructing and installing water mains; rehabilitating, upgrading, replacing, repairing, renovating, improving and extending facilities at the water purification plants; improving and extending facilities at any or all of the pumping stations; providing any and all necessary facilities, services and equipment to protect and enhance the safety, integrity and security of the Water System; and providing new equipment and technology and rehabilitating existing equipment necessary to continue to provide existing and future customers with the quality and quantity of water required and to meet future customer demand.

"Program Fee Account" means the account designated the "Series 2018-1 Second Lien Bonds, Program Fee Account" established in the 2018-1 Second Lien Bonds Subaccount as described in Section 4.02(b)(ii) and Section 4.06 hereof.

"Program Fees" means:

a) the fees, expenses and other charges payable to each fiduciary, including the Trustee, the Trustee's Agent and any Paying Agent, pursuant to the provisions of Section 8.05 of the Indenture; provided that if at any time there shall be any Series of Second Lien Bonds Outstanding under the Indenture other than the Series 2018-1 Second Lien Bonds, then "Program Fees" shall mean only such

portion of such fees, expenses and other charges as shall be payable with respect to, or properly allocable to, the duties performed by each such fiduciary with respect to the Series 2018-1 Second Lien Bonds;

b) ongoing fees payable to any Rating Agency maintaining a rating on any Series 2018-1 Second Lien Bonds; and

c) any other fees, expenses and other charges of a similar nature payable by the City to any person under this Twelfth Supplemental Indenture or otherwise with respect to the Series 2018-1 Second Lien Bonds.

"Rating Agency" means any nationally recognized securities ratings service that shall have assigned ratings to any Series 2018-1 Second Lien Bond as requested by or on behalf of the City and which ratings are then currently in effect.

"Record Date" means [April 15 and October 15] of each year (whether or not a Business Day).

"Registered Owner " or "Owner" means the person or persons in whose name or names a Series 2018-1 Second Lien Bond shall be registered in the Bond Register.

"Securities Depository" means DTC and any other securities depository registered as a clearing agency with the Securities and Exchange Commission pursuant to Section 17A of the Securities Exchange Act of 1934, as amended, and appointed as the securities depository for the Series 2018-1 Second Lien Bonds.

"Series 2018-1 Second Lien Bonds " means the \$[] aggregate principal amount of Second Lien Water Revenue [Project and Refunding] Bonds, Series 20 [(Taxable)] authorized to be issued pursuant to Section 2.01 hereof.

"State" means the State of Illinois.

"Tax Regulatory Agreement" means the Tax Regulatory Agreement of the City relating to the Series 2018-1 Second Lien Bonds delivered by the City on the date of issuance of the Series 2018-1 Second Lien Bonds.

"Trust Estate" means the property conveyed to the Trustee pursuant to the Granting Clauses of this Twelfth Supplemental Indenture.

"Trustee" means [] organized and existing under the laws of the United States of America (as successor trustee), and its successors and any entity resulting from or surviving any consolidation or merger to which it or its successors may be a party, and any successor Trustee at the time serving as successor trustee under this Twelfth Supplemental Indenture.

"Trustee's Agent" means any agent designated as Trustee's Agent by the Trustee and at the time serving

in that capacity. Any agent so designated by the Trustee shall execute a written agreement with the Trustee assuming all obligations of the Trustee under this Twelfth Supplemental Indenture with respect to those duties of the Trustee which such agent agrees to perform on behalf of the Trustee.

"Twelfth Supplemental Indenture" means this Twelfth Supplemental Indenture and any amendments and supplements to this Twelfth Supplemental Indenture.

"2018-1 Construction Account" means the Construction Account: 2018-1 Second Lien Bonds established pursuant to Section 4.01 of Part B of the Series 2018-1 Bond Ordinance, as further described in Sections 4.02, 4.06 and 4.08 hereof.

"2018 Costs" has the meaning ascribed to it in the preambles to this Twelfth Supplemental Indenture.

"2018-1 Second Lien Bonds Subaccount" means the fund of that name established within the Second Lien Bonds Account created under Section 3.03(d) of Part B of the Series 2018-1 Bond Ordinance, as further described in Sections 4.02 and 4.06 hereof.

ARTICLE II THE SERIES 2018-1 SECOND LIEN

BONDS

Section 2.01. Authority for and Issuance of Series 2018-1 Second Lien Bonds, (a)
No Series 2018-1 Second Lien Bonds may be issued under the provisions of this Twelfth

Supplemental Indenture except in accordance with this Article. The Series 2018-1 Second Lien Bonds are being issued to provide funds to pay 2018 Costs.

(b) Pursuant to the Series 2018-1 Bond Ordinance, the total principal amount of any Series 2018-1 Second Lien Bonds shall not exceed \$500,000,000, plus an amount equal to the amount of any original issue discount (not to exceed 15 percent of the aggregate principal amount of such series of Bonds (other than Series 2018-1 Second Lien Bonds issued in lieu of or in substitution for which other Series 2018-1 Second Lien Bonds have been authenticated and delivered pursuant to Sections 2.01(c), 2.03, 2.04, 2.06, 2.07 or 3.03(d) hereof). The Series 2018-1 Second Lien Bonds shall be issuable as fully registered bonds, without coupons, in Authorized Denominations, substantially in the form attached as Exhibit A. Unless the City shall otherwise direct, the Series 2018-1 Second Lien Bonds shall be lettered and numbered from R-1

and upwards, but need not be numbered consecutively.

(c) The Series 2018-1 Second Lien Bonds shall be designated "City of Chicago Second Lien Water Revenue [Project and Refunding] Bonds, Series 20 [(Taxable)]" and shall be issued in the aggregate principal amount of [\$]. The Series 2018-1 Second Lien Bonds shall be dated the Date of Issuance, [and shall mature on [1] in each of the years and in the principal amounts and shall bear interest at the respective rates per annum set forth in the table below:

Maturity (1)	Principal Amount	Rate Per Annum	Maturity (1)	Principal Amount	Rate per Annum
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]

[Provisions for Capital Appreciation 2018-1 Second Lien Bonds]

(d) [Each Series 2018-1 Second Lien Bond authenticated prior to the first Interest Payment Date on such Series 2018-1 Second Lien Bond shall bear interest from the Date of Issuance, and following the first Interest Payment Date interest shall accrue as set forth in the next paragraph except that if as shown by the records of the Trustee, interest on such Series 2018-1 Second Lien Bond shall be in default, any Series 2018-1 Second Lien Bond issued in exchange for or upon the registration of transfer of such Series 2018-1 Second Lien Bond shall bear interest from the date to which interest has been paid in full on such Series 2018-1 Second Lien Bond or, if no interest has been paid on such Series 2018-1 Second Lien Bond, the Date of Issuance. Each Series 2018-1 Second Lien Bond shall bear interest on overdue principal and, to

the extent permitted by law, on overdue premium, if any, and interest at the rate borne by such Series 2018-1 Second Lien Bond on the date on which such principal, premium or interest came due and payable.]

e) [Interest on the Series 2018-1 Second Lien Bonds shall be payable on each Interest Payment Date, computed upon the basis of a 360-day year consisting of twelve 30-day months. No interest shall accrue on any Series 2018-1 Second Lien Bond after the Maturity Date thereof (provided, the payment at maturity is paid or provided for in accordance with the provisions of the Indenture).]

f) The principal of and interest on the Series 2018-1 Second Lien Bonds shall be payable in any coin or currency of the United States of America which, at the respective dates of payment of such Series 2018-

1 Second Lien Bonds, is legal tender for the payment of public and private debts.

g) The principal of the Series 2018-1 Second Lien Bonds shall be payable at the designated corporate trust office of the Trustee or, at the option of the Registered Owners, at the designated corporate trust office of any Paying Agent named in such Series 2018-1 Second Lien Bonds, upon presentation and surrender of such Series 2018-1 Second Lien Bonds.

h) Payment of interest on Series 2018-1 Second Lien Bonds shall be paid by check mailed on the Interest Payment Date to the persons appearing on the Bond Register as the Registered Owners of such Series 2018-1 Second Lien Bonds as of the close of business of the Trustee on the Record Date at the addresses of such Registered Owners as they appear on the Bond Register, or at such other addresses as are furnished to the Trustee in writing by the Registered Owners not later than the Record Date. Payment of interest on any Series 2018-1 Second Lien Bond shall be made to the Registered Owner of \$ 1,000,000 or more in aggregate principal amount of Series 2018-1 Second Lien Bonds as of the close of business of the Trustee on the Record Date for a particular Interest Payment Date by wire transfer to such Registered Owner on such Interest Payment Date upon written notice from such Registered Owner containing the wire transfer address within the United States to which such Registered Owner wishes to have such wire directed, which written notice is received not later than the Business Day next preceding the Record Date.

(i) The Series 2018-1 Second Lien Bonds shall bear interest from and including the Date of Issuance, until payment of the principal or redemption price of such Series 2018-1 Second Lien Bonds shall have been made or provided for in accordance with the provisions of this Twelfth Supplemental Indenture, whether at the Maturity Date or otherwise.

Section 2.02. Execution; Limited Obligations. The Series 2018-1 Second Lien Bonds shall be executed on behalf of the City with the official manual or facsimile signature of the Mayor of the City and attested with the official manual or facsimile signature of its City Clerk or Deputy City Clerk, and shall have affixed, impressed, imprinted or otherwise reproduced on such Series 2018-1 Second Lien Bonds the corporate seal of the City or a facsimile of such seal. The Series 2018-1 Bonds are issued pursuant to and in full compliance with the Constitution and laws of the State, and pursuant to the Series 2018-1 Bond Ordinance. The Series 2018-1 Second Lien Bonds, the Section 2.08 Obligations and the Section 2.09 Obligations are not general obligations

of the City, but are limited obligations payable solely from the Trust Estate, including Second Lien Bond Revenues, amounts on deposit in the Second Lien Bonds Account and the 2018-1 Construction Account, and shall be a valid claim of the respective Registered Owners of the Series 2018-1 Second Lien Bonds only against the Trust Estate, including amounts on deposit in the Second Lien Bonds Account (other than monies, instruments and securities or any Qualified Reserve Account Credit Instrument on deposit in a Debt Service Reserve Account for any other Series of Second Lien Bonds issued or to be issued) and the 2018-1 Construction Account and other moneys held by the Trustee or otherwise pledged therefor, which amounts are by this Twelfth Supplemental Indenture pledged, assigned and otherwise held as security for the equal and ratable payment of the Series 2018-1 Second Lien Bonds, the Section 2.08 Obligations and the Section 2.09 Obligations, and shall be used for no other purpose than to pay the principal of, premium, if any, and interest on the Series 2018-1 Second Lien Bonds, the Section 2.08 Obligations and the Section 2.09 Obligations, except as may be otherwise expressly authorized in the Indenture or in this Twelfth Supplemental Indenture. Neither the Series 2018-1 Second Lien Bonds, the Section 2.08 Obligations nor the Section 2.09 Obligations shall constitute an indebtedness of the City or a loan of credit of the City within the meaning of any constitutional or

statutory limitation, and neither the faith and credit nor the taxing power of the City, the State or any political subdivision of the State is pledged to the payment of the principal of premium, if any, or the interest on the Series 2018-1 Second Lien Bonds, the Section 2.08 Obligations or the Section 2.09 Obligations, or other costs incident to the Series 2018-1 Second Lien Bonds, the Section 2.08 Obligations or the Section 2.09 Obligations. In case any officer whose signature or a facsimile of whose signature shall appear on the Series 2018-1 Second Lien Bonds shall cease to be such officer before the delivery of such Series 2018-1 Second Lien Bonds, such signature or such facsimile shall nevertheless be valid and sufficient for all purposes, as if such officer had remained in office until delivery.

Section 2.03. Authentication. No Series 2018-1 Second Lien Bond shall be valid or obligatory for any purpose or be entitled to any security or benefit under this Twelfth Supplemental Indenture unless and until such certificate of authentication in substantially the form attached to this Indenture as part of Exhibit A shall have been duly executed by the Trustee, and such executed certificate of the Trustee, upon any such Series 2018-1 Second Lien Bond shall be conclusive evidence that such Series 2018-1 Second Lien Bond has been authenticated and delivered under this Twelfth Supplemental Indenture. The Trustee's certificate of authentication on any Series 2018-1 Second Lien Bond shall be deemed to have been executed by it if (i) signed by an authorized signatory of the Trustee, but it shall not be necessary that the same signatory sign the certificates of authentication on all of the Series 2018-1 Second Lien Bonds issued under this Twelfth Supplemental Indenture and (ii) the date of authentication on such Series 2018-1 Second Lien Bond is inserted in the place provided for such date in the certificate of authentication.

Section 2.04. Form of Series 2018-1 Second Lien Bonds; Temporary Series 2018-1 Second Lien Bonds. The Series . 2018-1 Second Lien Bonds issued under this Twelfth Supplemental Indenture shall be substantially in the form attached to this Indenture as Exhibit A, with such appropriate variations, omissions and insertions as are permitted of required by this Twelfth Supplemental Indenture.

Pending preparation of definitive Series 2018-1 Second Lien Bonds, or by agreement with the purchasers of such Series 2018-1 Second Lien Bonds, the City may issue and, upon its request, the Trustee shall authenticate, in lieu of definitive Series 2018-1 Second Lien Bonds, one or more temporary printed or typewritten Bonds in Authorized Denominations of substantially the tenor recited above. Upon request of the City, the Trustee shall authenticate definitive Series 2018-1 Second Lien Bonds in exchange for and upon surrender of an equal principal amount of temporary Series 2018-1 Second Lien Bonds. Until so exchanged, temporary Series 2018-1 Second Lien Bonds shall have the same rights, remedies and security under this Twelfth Supplemental Indenture as definitive Series 2018-1 Second Lien Bonds.

Section 2.05. Delivery of Series 2018-1 Second Lien Bonds. Upon the execution and delivery of this Twelfth Supplemental Indenture, the City shall execute and deliver to the Trustee, and the Trustee shall authenticate, the Series 2018-1 Second Lien Bonds and deliver them to the purchasers as may be directed by the City as provided in this Section.

Prior to the delivery by the Trustee of the Series 2018-1 Second Lien Bonds there shall be filed with the Trustee:

- i) a copy, duly certified by the City Clerk or Deputy City Clerk of the City, of the Series 2018-1 Bond Ordinance;

ii) original executed counterparts of the Indenture and this Twelfth Supplemental Indenture;

iii) a Counsel's Opinion or Opinions to the effect that (A) the City had the right and power to adopt the Series 2018-1 Bond Ordinance; (B) the Series 2018-1 Bond Ordinance has been duly and lawfully adopted by the City Council, is in full force and effect and is valid and binding upon the City and enforceable in accordance with its terms (except as limited by any applicable bankruptcy liquidation, reorganization, insolvency or other similar laws and by general principles of equity in the event equitable remedies are sought); (C) the Indenture and this Twelfth Supplemental Indenture have been duly and lawfully authorized by all necessary action on the part of the City, have been duly and lawfully executed by authorized officers of the City, are in full force and effect and are valid and binding upon the City and enforceable in accordance with their terms (except as limited by any applicable bankruptcy, liquidation, reorganization, insolvency or other similar laws and by general principles of equity in the event equitable remedies are sought); (D) the Series 2018-1 Bond Ordinance, the Indenture and this Twelfth Supplemental Indenture create the valid pledge of the Trust Estate, including Second Lien Bond Revenues and moneys and securities held in the Second Lien Bonds Account (other than monies, instruments and securities or any Qualified Reserve Account Credit Instrument on deposit in a Debt Service Reserve Account for any other Series of Second Lien Bonds issued or to be issued) under the Series 2018-1 Bond Ordinance, the Indenture and this Twelfth Supplemental Indenture for the benefit and security of the Series 2018-1 Second Lien Bonds; subject to application of such moneys and securities in the manner provided in the Indenture and this Twelfth Supplemental Indenture; (E) upon the execution, authentication and delivery of the Indenture and this Twelfth Supplemental Indenture, the Series 2018-1 Second Lien Bonds will have been, duly and validly

authorized and issued in accordance with the Constitution and laws of the State, the Series 2018-1 Bond Ordinance, the Indenture and this Twelfth Supplemental Indenture and (F) any required approval for the issuance of the Series 2018-1 Second Lien Bonds has been obtained;

iv) a written order as to the delivery of the Series 2018-1 Second Lien Bonds, signed by the Chief Financial Officer and stating (A) the identity of the purchasers, the aggregate purchase price and the date and place of delivery; and (B) that no Event of Default has occurred and is continuing under the Indenture or this Twelfth Supplemental Indenture; and

v) a Certificate of the Chief Financial Officer stating that the conditions of Section 2.06 of the Master Indenture have been met.

Section 2.06. Mutilated, Lost, Stolen or Destroyed Series 2018-1 Second Lien Bonds. In the event a Series 2018-1 Second Lien Bond is mutilated, lost, stolen or destroyed, the City may execute and the Trustee may authenticate a new Series 2018-1 Second Lien Bond of like date, maturity, interest rate and denomination as the Series 2018-1 Second Lien Bond mutilated, lost, stolen or destroyed; provided that, in the case of any mutilated Series 2018-1 Second Lien Bond, such mutilated Series 2018-1 Second Lien Bond shall first be surrendered to the Trustee, and in the case of any lost, stolen or destroyed Series 2018-1 Second Lien Bond, there shall be first furnished to the City and the Trustee evidence of such loss, theft or destruction satisfactory to the City and the Trustee, together with indemnity satisfactory to them. In the event any such Series 2018-1 Second Lien Bond has matured, instead of issuing a substitute Series 2018-1 Second Lien Bond the City may pay the same without surrender of such Series 2018-1 Second Lien Bond. The City and the Trustee may charge

the Registered Owner of such Series 2018-1 Second Lien Bond with their reasonable fees and expenses in this connection. All Series 2018-1 Second Lien Bonds so surrendered to the Trustee shall be canceled and destroyed, and evidence of such destruction shall be given to the City. Upon the date of final maturity or redemption of all of the Series 2018-1 Second Lien Bonds, the Trustee shall destroy any inventory of unissued certificates.

All duplicate Series 2018-1 Second Lien Bonds issued and authenticated pursuant to this Section shall constitute original, contractual obligations of the City (whether or not, in the case of the first paragraph of this Section, lost, stolen or destroyed Series 2018-1 Second Lien Bonds be at any time found by anyone), and shall be entitled to equal and proportionate rights and benefits under this Twelfth Supplemental Indenture as all other Outstanding Series 2018-1 Second Lien Bonds issued under this Twelfth Supplemental Indenture.

All Series 2018-1 Second Lien Bonds shall be owned upon the express condition that the foregoing provisions, to the extent permitted by law, are exclusive with respect to the replacement or payment of mutilated, destroyed, lost, stolen or purchased Series 2018-1 Second Lien Bonds, and shall preclude any and all other rights or remedies.

Section 2.07. Transfer and Exchange of Series 2018-1 Second Lien Bonds; Persons Treated as Owners, (a) Subject to the limitations contained in subsection (c) of this Section, upon surrender for registration of transfer of any Series 2018-1 Second Lien Bond at the

principal corporate trust office of the Trustee, duly endorsed by, or accompanied by a written instrument or instruments of transfer in form satisfactory to the Trustee and duly executed by the Bondholder or such Bondholder's attorney duly authorized in writing, the City shall execute, and the Trustee shall authenticate and deliver, in the name of the transferee or transferees a new Series 2018-1 Second Lien Bond or Bonds of like date and tenor in Authorized Denominations of the same Maturity Date and interest rate for the aggregate principal amount which the Registered Owner is entitled to receive bearing numbers not contemporaneously Outstanding. Subject to the limitations contained in subsection (c) of this Section, Series 2018-1 Second Lien Bonds may be exchanged at such times at such designated corporate trust office of the Trustee upon surrender of such Series 2018-1 Second Lien Bond together with an assignment duly executed by the Registered Owner of such Series 2018-1 Bonds or such Registered Owner's attorney in such form and with guarantee of signature as shall be satisfactory to the Trustee for an equal aggregate principal amount of Series 2018-1 Second Lien Bonds of like date and tenor of any Authorized Denomination as the Series 2018-1 Second Lien Bonds surrendered for exchange bearing numbers not contemporaneously Outstanding. The execution by the City of any Series 2018-1 Second Lien Bond of any Authorized Denomination shall constitute full and due authorization of such Authorized Denomination, and the Trustee shall thereby be authorized to authenticate and deliver such registered Series 2018-1 Second Lien Bond.

b) No service charge shall be imposed upon the Registered Owners for any exchange or transfer of Series 2018-1 Second Lien Bonds. The City and the Trustee may, however, require payment by the person requesting an exchange or transfer of Series 2018-1 Second Lien Bonds of a sum sufficient to cover any tax, fee or other governmental charge that may be imposed in relation to such exchange or transfer, except in the case of the issuance of one or more Series 2018-1 Second Lien Bonds for the unredeemed portion of a Series 2018-1 Second Lien Bond surrendered for redemption in part.

c) The Trustee shall not be required to transfer or exchange any Series 2018-1 Second Lien Bond

during the period commencing on the Record Date next preceding any Interest Payment Date of such Series 2018-1 Second Lien Bond and ending on such Interest Payment Date, or to transfer or exchange such Series 2018-1 Second Lien Bond after the mailing of notice calling such Series 2018-1 Second Lien Bond for redemption has been made as provided in this Twelfth Supplemental Indenture or during the period of 15 days next preceding the giving of notice of redemption of Series 2018-1 Second Lien Bonds of the same Maturity Date and interest rate.

d) Series 2018-1 Second Lien Bonds delivered upon any registration of transfer or exchange as provided in this Section 2.07 or as provided in Section 2.08 hereof shall be valid limited obligations of the City, evidencing the same debt as the Series 2018-1 Second Lien Bonds surrendered, shall be secured by the Indenture and shall be entitled to all of the security and benefits of this Twelfth Supplemental Indenture to the same extent as the Series 2018-1 Second Lien Bond surrendered.

(e) The City, the Trustee and any Paying Agent may treat the Registered Owner of any Series 2018-1 Second Lien Bond as the absolute owner of such Series 2018-1 Second Lien Bond for all purposes, whether or not such Series 2018-1 Second Lien Bond shall be overdue, and shall not be bound by any notice to the contrary. All payments of or on account of the

principal of, premium, if any, and interest on any such Series 2018-1 Second Lien Bond as provided in this Twelfth Supplemental Indenture shall be made only to or upon the written order of the Registered Owner of such Series 2018-1 Second Lien Bond or such Registered Owner's legal representative, but such registration may be changed as provided in this Twelfth Supplemental Indenture. All such payments shall be valid and effectual to satisfy and discharge the liability upon such Series 2018-1 Second Lien Bond to the extent of the sum or sums so paid.

Section 2.08. Cancellation. Any Series 2018-1 Second Lien Bond surrendered for the purpose of payment or retirement, or for exchange, transfer or replacement, shall be canceled upon surrender of such Series 2018-1 Second Lien Bond to the Trustee or any Paying Agent. If the City shall acquire any of the Series 2018-1 Second Lien Bonds, the City shall deliver such Series 2018-1 Second Lien Bonds to the Trustee for cancellation and the Trustee shall cancel the same. Any such Series 2018-1 Second Lien Bonds canceled by any Paying Agent other than the Trustee shall be promptly transmitted by such Paying Agent to the Trustee. Certification of Series 2018-1 Second Lien Bonds canceled by the Trustee and Series 2018-1 Second Lien Bonds canceled by a Paying Agent other than the Trustee which are transmitted to the Trustee shall be made to the City. Canceled Series 2018-1 Second Lien Bonds may be destroyed by the Trustee unless instructions to the contrary are received from the City. Upon the date of final maturity or redemption of all Series 2018-1 Second Lien Bonds, the Trustee shall destroy any inventory of unissued certificates.

Section 2.09. Book-Entry Provisions. The provisions of this Section shall apply as long as the Series 2018-1 Second Lien Bonds are maintained in book-entry form with DTC or another Securities Depository, any provisions of this Twelfth Supplemental Indenture to the contrary notwithstanding.

a) Payments of the principal of and interest on the Series 2018-1 Second Lien Bonds shall be made to the Securities Depository, or its nominee, as the Registered Owner of the Series 2018-1 Second Lien Bonds, in same day funds on each date on which the principal of, premium; if any, and interest on the Series 2018-1 Second Lien Bonds is due as set forth in this Twelfth Supplemental Indenture and the Series 2018-1 Second Lien Bonds. Such payments shall be made to the offices of the Securities Depository specified by the Securities

Depository to the City and the Trustee in writing. Without notice to or the consent of the beneficial owners of the Series 2018-1 Second Lien Bonds, the City and the Securities Depository may agree in writing to make payments of principal and interest in a manner different from that set forth herein. If such different manner of payment is agreed upon, the City shall give the Trustee written notice thereof, and the Trustee shall make payments with respect to the Series 2018-1 Second Lien Bonds in the manner specified in such notice as set forth herein. Neither the City nor the Trustee shall have any obligation with respect to the transfer or crediting of the principal of, premium, if any, and interest on the Series 2018-1 Second Lien Bonds to Participants or the beneficial owners of the Series 2018-1 Second Lien Bonds or their nominees.

b) The Registered Owners of the Series 2018-1 Second Lien Bonds have no right to the appointment or retention of a Securities Depository for the Series 2018-1 Second Lien Bonds. If (i) the City determines, or (ii) the City receives notice that the Securities Depository has received notice from its Participants having interests in at least 50 percent in principal amount of the Series 2018-1 Second Lien Bonds that the Securities Depository or its successor is

incapable of discharging its responsibilities as a securities depository, or that it is in the best interests of the beneficial owners that they obtain certificated Series 2018-1 Second Lien Bonds, the City may (or, in the case of clause (ii) above, the City shall) cause the Trustee to authenticate and deliver Series 2018-1 Second Lien Bond certificates. The City shall have no obligation to make any investigation to determine the occurrence of any events that would permit the City to make any determination described in this paragraph.

c) If, following a determination or event specified in paragraph (b) above, the City discontinues the maintenance of the Series 2018-1 Second Lien Bonds in book-entry form with the then current Securities Depository, the City will issue replacement Series 2018-1 Second Lien Bonds to the replacement Securities Depository, if any, or, if no replacement Securities Depository is selected for the Series 2018-1 Second Lien Bonds, directly to the Participants as shown on the records of the former Securities Depository or, to the extent requested by any Participant, to the beneficial owners of the Series 2018-1 Second Lien Bonds shown on the records of such Participant. Replacement Series 2018-1 Second Lien Bonds shall be in fully registered form and in Authorized Denominations, be payable as to interest on the Interest Payment Dates of such Series 2018-1 Second Lien Bonds by check mailed to each Registered Owner at the address of such Registered Owner as it appears on the Bond Register or, at the option of any Registered Owner of not less than \$1,000,000 principal amount of Series 2018-1 Second Lien Bonds, by wire transfer to any address in the United States of America on such Interest Payment Date to such Registered Owner as of such Record Date, if such Registered Owner provides the Trustee with written notice of such wire transfer address not later than the Record Date (which notice may provide that it will remain in effect with respect to subsequent Interest Payment Dates unless and until changed or revoked by subsequent notice). Principal and premium, if any, on the replacement Series 2018-1 Second Lien Bonds are payable only upon presentation and surrender of such replacement Series 2018-1 Bond or Second Lien Bonds at the principal corporate trust office of the Trustee.

d) The Securities Depository and its Participants, and the beneficial owners of the Series 2018-1 Second Lien Bonds, by their acceptance of the Series 2018-1 Second Lien Bonds, agree that the City and the Trustee shall not have liability for the failure of such Securities Depository to perform its obligations to the Participants and the beneficial owners of the Series 2018-1 Second Lien Bonds, nor shall the City or the Trustee be liable for the failure of any Participant or other nominee of the beneficial owners to perform any obligation of the Participant to a beneficial owner of the Series 2018-1 Second Lien Bonds.

e) As long as Cede & Co. is the Registered Owner of the Series 2018-1 Second Lien Bonds, as nominee of DTC, references herein to the Registered Owners of the Series 2018-1 Second Lien Bonds shall mean Cede & Co. and shall not mean the beneficial owners of the Series 2018-1 Second Lien Bonds.

(f) As long as Cede & Co. is the Registered Owner of the Series 2018-1 Second Lien Bonds:

(i) selection of Series 2018-1 Second Lien Bonds to be redeemed upon partial redemption or presentation of such Series 2018-1 Second Lien Bonds to the Trustee upon partial redemption shall be deemed made when the right to exercise ownership rights in

such Series 2018-1 Second Lien Bonds through DTC or DTC's Participants is transferred by DTC on its books; and

(ii) DTC may present notices, approvals, waivers or other communications required or permitted to be made by Registered Owners under this Twelfth Supplemental Indenture on a fractionalized basis on behalf of some or all of those persons entitled to exercise ownership rights in the Series 2018-1 Second Lien Bonds through DTC or its Participants.

ARTICLE III

REDEMPTION OF SERIES 2018-1 SECOND LIEN BONDS

Section 3.01. Optional Redemption. [The Series 2018-1 Second Lien Bonds maturing on or after [1, 20] are subject to redemption prior to maturity at the option of the City, in whole or in part, on any date on or after [1, 20], and if in part, in such order of maturity as the City shall determine and within any maturity and interest rate by lot, at a Redemption Price equal to the outstanding principal amount of such Series 2018-1 Second Lien Bond, together with accrued interest to the date fixed for redemption.]

Section 3.02. Mandatory Sinking Fund Redemption.

(a) [The Series 2018-1 Second Lien Bonds due on [1, 20] and [1, 20] (collectively, the "Term Bonds") are subject to mandatory sinking fund redemption prior to maturity in part, selected as provided in Section 3.05, at a redemption price of [100 percent] of the outstanding principal amount of such Series 2018-1 Second Lien Bonds to be so redeemed, on [1] of the years and in the amounts shown below, plus accrued interest to the redemption date, as set forth below:

<u>Series 2018-1 Second Lien Bonds</u>	<u>Series 2018-1 Second Lien Bonds</u>
<u>due [1.20 1</u>	<u>due [1 . 20 1</u>
<u>Year</u>	<u>Principal</u>
	<u>Year</u>
	<u>Principal</u>
	<u>Amount</u>
	<u>Amount</u>

* Stated maturity

* Stated maturity

(b) In lieu of redeeming the Term Bonds pursuant to the mandatory sinking fund redemption provisions described above, on or before the 60th day next preceding any mandatory sinking fund redemption date for such Term Bonds, the Trustee may, at the written direction of

the Chief Financial Officer, use such funds available under the Indenture to purchase Term Bonds in the open market at a price not exceeding par plus accrued interest.

On or before the 60th day next preceding any mandatory sinking fund redemption date for -the Term Bonds (or such shorter period as may be acceptable to the Trustee), the City may, at its option, (i) deliver to the Trustee for cancellation, Term Bonds or portions thereof in Authorized Denominations subject to mandatory sinking fund redemption or (ii) receive a credit in respect of its mandatory sinking fund redemption obligation for. Term Bonds or portions thereof in Authorized Denominations which prior to said date have been redeemed (otherwise than through the operation of such mandatory sinking fund redemption) and canceled by the Trustee and not theretofore applied as a credit against any mandatory sinking fund redemption obligation. Each Term Bond or portion thereof subject to mandatory sinking fund redemption so delivered or previously redeemed will be credited against future mandatory sinking fund redemption obligations on Term Bonds in such order as the City designates, or if no such designation is made, in chronological order, the principal amount of such Term Bonds to be redeemed by operation of such mandatory redemption to be accordingly reduced.]

Section 3.03. Make-Whole Optional Redemption.

[Series 2018-1 Second Lien Bonds of each maturity are subject to redemption at the option of the City in whole or in part at any time at the redemption price that is the greater of (A) 100% of the principal amount of the Series 2018-1 Second Lien Bonds to be redeemed and (B) the sum of the present value of the remaining scheduled payments of principal and interest to the maturity date of the Series 2018-1 Second Lien Bonds to be redeemed, not including any portion of those payments of interest accrued and unpaid as of the date on which the Series 2018-1 Second Lien Bonds are to be redeemed, discounted to the date on which the Series 2018-1 Second Lien Bonds are to be redeemed on a semi-annual basis, assuming a 360-day year consisting of twelve 30-day months, at the Treasury Rate (as defined below) plus [] basis points plus accrued and unpaid interest on the Series 2018-1 Second Lien Bonds to be redeemed on the redemption date.

"Treasury Rate" means, as of any redemption date, the yield to maturity as of such redemption date of United States Treasury Securities with a constant maturity (as compiled and published in the most recent Federal Reserve Statistical H.15 (519)) that has become publicly available not more than 45 days and not less than four Business Days prior to the redemption date (excluding inflation-indexed securities) (or, if such Statistical Release is no longer published, any publicly available source of similar market data) most nearly

equal to the period from the redemption date to the maturity date of the Series 2018-1 Second Lien Bonds to be redeemed; provided however, that if the period from the redemption date to such maturity date is less than one year, the weekly average yield on actually traded United States Treasury securities adjusted to a constant maturity of one year will be used.

The redemption price of the Series 2018-1 Second Lien Bonds to be redeemed pursuant to the Make-Whole Optional Redemption provision described above will be determined by an independent accounting firm, investment banking firm or financial advisor retained by the City at the City's expense to calculate such redemption price. The Trustee and the City may

conclusively rely on such determination of redemption price by such independent accounting firm, investment banking firm or financial advisor and will not be liable for such reliance.]

Section 3.04. Redemption Terms; Notice of Redemption.

a) Series 2018-1 Second Lien Bonds may be called for redemption by the Trustee pursuant to Section 3.01 hereof upon receipt by the Trustee at least 45 days prior to the redemption date (or such shorter period as shall be acceptable to the Trustee) of a written request of the City requesting such redemption. [Term Bonds shall be called for redemption by the Trustee pursuant to Section 3.02 hereof without further request or direction from the City or any other party.] [Series 2018-1 Second Lien Bonds may be called for redemption by the Trustee pursuant to Section 3.03 hereof upon receipt by the Trustee at least 45 days prior to the redemption date (or such shorter period as shall be acceptable to the Trustee) of a written request of the City requesting such redemption.]'

b) Unless waived by any owner of Series 2018-1 Second Lien Bonds to be redeemed, notice of the call for any [optional, mandatory redemption or optional make-whole redemption pursuant to Section 3.01, 3.02 or Section 3.03 hereof] shall be given by the Trustee on behalf of the City by mailing the redemption notice by first class mail at least 30 days and not more than 45 days prior to the date fixed for redemption to the Registered Owner of the Series 2018-1 Second Lien Bond or Bonds to be redeemed at the address shown on the Bond Register or at such other address as is furnished in writing by such Registered Owner to the Trustee, but the failure to mail any such notice or any defect therein as to any Series 2018-1 Second Lien Bond to be redeemed shall not affect the validity of the proceedings for the redemption of any other Series 2018-1 Second Lien Bond to be redeemed. Any notice of redemption mailed as provided in this Section shall be conclusively presumed to have been given whether or not actually received by the addressee.

c) All notices of redemption shall specify, at a minimum: (i) the series name and designation and certificate numbers of Series 2018-1 Second Lien Bonds being redeemed, (ii) the CUSIP numbers of the Series 2018-1 Second Lien Bonds being redeemed, (iii) the principal amount of Series 2018-1 Second Lien Bonds being redeemed and the redeemed amount for each certificate (for partial calls), (iv) the redemption date, (v) the redemption price, (vi) the Date of Issuance of the Series 2018-1 Second Lien Bonds being redeemed, (vii) the interest rate and maturity date of the Series 2018-1 Second Lien Bonds being redeemed, (viii) the date of mailing of notices to Registered Owners and information services (if required), and (ix) the name of the employee of the Trustee which may be contacted with regard to such notice. With respect to an optional redemption of any Series 2018-1 Second Lien Bonds, such notice may state that said redemption is conditioned upon the receipt by the Trustee on or prior to the date fixed for redemption of moneys sufficient to pay the

redemption price of the Series 2018-1 Second Lien Bonds being redeemed. If such moneys are not so received, such redemption notice shall be of no force and effect, the City shall not redeem such Series 2018-1 Bonds and the Trustee shall give notice, in the same manner in which the notice of redemption was given, that such moneys were not so received and that such Series 2018-1 Second Lien Bonds will not be redeemed. Unless the notice of redemption shall be made conditional as provided above, on or prior to any redemption date for Series 2018-1 Second Lien Bonds, the City shall deposit with the Trustee an

amount of money sufficient to pay the redemption price of all Series 2018-1 Second Lien Bonds or portions thereof which are to be redeemed on that date.

(d) Notice of redemption having been given as aforesaid, the Series 2018-1 Second Lien Bonds, or portions thereof, so to be redeemed shall, on the redemption date (unless the redemption has been canceled as described in Section 3.04(c) hereof), become due and payable at the redemption price therein specified, and from and after such date (unless the City shall default in the payment of the redemption price) such Series 2018-1 Second Lien Bonds, or portions thereof, shall cease to bear interest. Upon surrender of such Series 2018-1 Second Lien Bonds for redemption in accordance with said notice, such Series 2018-1 Second Lien Bonds shall be paid by the Trustee at the redemption price. Installments of interest due on or prior to the redemption date shall be payable as herein provided for payment of interest. Upon surrender for any partial redemption of any Series 2018-1 Second Lien Bond, there shall be prepared for the Registered Owner a new Series 2018-1 Second Lien Bond or Bonds of the same interest rate and maturity in the amount of the unpaid principal. If any Series 2018-1 Second Lien Bond, or portion thereof, called for redemption shall not be so paid upon surrender thereof for redemption, the principal shall, until paid, bear interest from the redemption date at the rate borne by such Bond, or portion thereof, so called for redemption.

Section 3.05. Selection of Series 2018-1 Second Lien Bonds for Redemption. In the event of the redemption of fewer than all the Series 2018-1 Second Lien Bonds of the same interest rate and maturity, the aggregate principal amount thereof to be redeemed shall be in an Authorized Denomination, and the Trustee shall assign to each Series 2018-1 Second Lien Bond of such interest rate and maturity a distinctive number for each minimum Authorized Denomination of such Bond and shall select by lot from the numbers so assigned as many numbers as, at such minimum Authorized Denomination for each number, shall equal the principal amount of such Series 2018-1 Second Lien Bonds to be redeemed. The Series 2018-1 Second Lien Bonds to be redeemed shall be those to which were assigned numbers so selected; provided that only so much of the principal amount of each Series 2018-1 Second Lien Bond shall be redeemed as shall equal such minimum Authorized Denomination for each number assigned to it and so selected. For purposes of any redemption of fewer than all of the outstanding Series 2018-1 Second Lien Bonds of a single interest rate and maturity, the particular Series 2018-1 Second Lien Bonds or portions thereof to be redeemed shall be selected not more than 60 days prior to the redemption date by the Trustee.

ARTICLE IV

REVENUES AND FUNDS

Section 4.01. Source of Payment of Series 2018-1 Second Lien Bonds. The Series 2018-1 Second Lien Bonds, the Section 2.08 Obligations and the Section 2.09 Obligations are not general obligations of the City but are limited obligations as described in Section 2.02 hereof and as provided in this Twelfth Supplemental

Indenture and in the Indenture.

Section 4.02. Creation of Accounts and Subaccounts in 2018-1 Second Lien Bonds Subaccount, (a) Moneys on deposit in the 2018-1 Second Lien Bonds Subaccount, and in each

Account established in it as provided below, shall be held in trust by the Trustee for the sole and exclusive benefit of the Registered Owners of the Series 2018-1 Second Lien Bonds.

(b) There are by this Twelfth Supplemental Indenture created by the City and ordered established with the Trustee separate Accounts within the 2018-1 Second Lien Second Lien Bonds Subaccount, designated as follows:

i) *2018-1 Construction Account: an Account to be designated the "Construction Account: 2018-1 Second Lien Bonds" (the "2018-1 Construction Account");*

ii) Program Fee Account: an Account to be designated the "Series 2018-1 Second Lien Bonds, Program Fee Account" (the "Program Fee Account"); and

iii) *Principal and Interest Account: an Account to be designated the "Series 2018-1 Second Lien Bonds, Principal and Interest Account" (the "Principal and Interest Account");*

Section 4.03. Application of Series 2018-1 Second Lien Bond Proceeds. The proceeds received by the City from the sale of the Series 2018-1 Second Lien Bonds in the amount of [\$] (consisting of the aggregate principal amount of the Series 2018-1 Second Lien Bonds[, plus net premium of [] and less the Underwriters' discount of [\$]), shall be deposited with the Trustee and applied as follows:

[the Trustee shall deposit into the 2018-1 Construction Account the amount of \$[] and shall apply such amount to payment of Project Costs, as provided in Section 4.06 hereof]

[the Trustee shall deposit proceeds of the Series 2018-1 Second Lien Bonds in the amount [\$] in the 2018-1 Construction Account held pursuant to the Depository Agreement for application pursuant to Section 4.08 hereof]

[the Trustee shall deposit proceeds of the Series 2018-1 Second Lien Bonds in the amount [\$]

[the Trustee will deposit into the Escrow Account established pursuant to that certain Escrow Deposit Agreement dated as of , 20 between the City and the amount of \$ of proceeds of the Series 2018-1 Second Lien Bonds to provide for the refunding of the Refunded Bonds.]

Section 4.04. Deposits into 2018-1 Second Lien Bonds Subaccount and Accounts.

On May 1 and November 1 of each year, commencing [, 20] (each such date

referred to in this Twelfth Supplemental Indenture as the "Deposit Date"), there shall be deposited into the 2018-1 Second Lien Bonds Subaccount from amounts on deposit in the Second Lien Bonds Account (other than monies, instruments and securities or any Qualified Reserve Account Credit Instrument on deposit in a Debt Service Reserve Account for any other

Series of Second Lien Bonds issued or to be issued) an amount equal to the aggregate of the following amounts, which amounts shall have been calculated by the Trustee and certified by the Chief Financial Officer and transferred by the City to the Trustee in accordance with Section 3.03(d) of Part B of the Series 2018-1 Bond Ordinance on or before the Business Day next preceding each such May 1 or November 1, respectively (such aggregate amount with respect to any Deposit Date being referred to in this Twelfth Supplemental Indenture as the "Series 2018 Deposit Requirement"):

a) for deposit into the Principal and Interest Account, an amount equal to the Principal and Interest Account Requirement; and

b) for deposit into the Program Fee Account, the amount estimated by the City to be required as of the close of business on the related Deposit Date to pay all Program Fees payable from amounts in the Program Fee Account during the semi-annual period commencing on such related Deposit Date and, in the case of the initial Deposit Date, any Program Fees payable from the Date of Issuance to, but not including, such initial Deposit Date.

In addition to the Series 2018 Deposit Requirement, there shall be deposited into the 2018-1 Second Lien Bonds Subaccount any other moneys received by the Trustee under and pursuant to the Indenture or this Twelfth Supplemental Indenture, when accompanied by directions from the person depositing such moneys that such moneys are to be paid into the 2018-1 Second Lien Bonds Subaccount or to one or more Accounts in that Subaccount.

Upon calculation by the Trustee of each Series 2018 Deposit Requirement under this Section, the Trustee shall notify the City of the Series 2018 Deposit Requirement and the Deposit Date to which it relates; and shall provide the City with such supporting documentation and calculations as the City may reasonably request.

Section 4.05. Use of Moneys in the Principal and Interest Account. Moneys in the Principal and Interest Account shall be used for the payment of the principal of, premium, if any, and interest on the Series 2018-1 Second Lien Bonds, for the redemption of Series 2018-1 Second Lien Bonds prior to their respective Maturity Dates and for the payment of Section 2.08 Obligations and Section 2.09 Obligations. Funds for payment of principal of, premium, if any, and interest due on each Payment Date with respect to the Series 2018-1 Second Lien Bonds (including the optional redemption of Series 2018-1 Second Lien Bonds pursuant to Section 3.01 hereof and not otherwise provided for; [the make-whole optional redemption of Series 2018-1 Second Lien Bonds pursuant to Section 3.03 hereof;] and with respect to payments made pursuant to Section 2.08 Obligations and Section 2.09 Obligations), shall be derived from moneys held in the Principal and Interest Account, ratably, without preference or priority of any kind, except that net payments required to be made by the City from Gross Revenues to a swap provider pursuant to a swap agreement authorized under the Indenture that does not satisfy the requirements for qualification as a Qualified Second Lien Swap Agreement shall be made only from amounts available after the payment of all Second Lien Bonds and termination and other non-scheduled payments made with respect to Section 2.09 Obligations shall be paid on a subordinate basis.

Section 4.06. Use of Moneys in the 2018-1 Construction Account and Program Fee Account. Moneys deposited into the 2018-1 Construction Account pursuant to Section 4.03(i) shall be used for the payment of Project Costs, as directed in a certificate of the City filed with the Trustee. If after the earliest to occur of (i) payment of all Project Costs as specified in a certificate of the City filed with the Trustee and (ii) [, 20], there shall be any balance remaining on the 2018-1 Construction Account, such balance shall be transferred to the Program Fee Account. Moneys deposited into the Program Fee Account pursuant to Section 4.04(b) shall be used for the payment of Program Fees payable by the City to third parties with respect to the Series 2018-1 Second Lien Bonds as set forth in a certificate of the City filed with the Trustee.

Section 4.07. Use of Moneys in the Capitalized Interest Account. [Reserved]

Section 4.08. Use of Moneys in the Costs of Issuance Account. Except as otherwise provided in the Series 2018-1 Bond Ordinance and this Twelfth Supplemental Indenture, and subject to the provisions of and limitations contained in the Tax Regulatory Agreement, moneys on deposit in the Costs of Issuance Account shall be disbursed and applied to pay, or to reimburse the payment of, Costs of Issuance, as directed in a certificate of the City filed with the Trustee. If after the earliest to occur of (I) payment of all other expenses incurred in connection with issuance of the Series 2018-1 Second Lien Bonds, as specified in a certificate of the City filed with the Trustee and (ii) , 2018, there shall be any balance remaining in the Cost of Issuance Account, such balance shall be transferred to the Principal and Interest Account.

Section 4.09. Tax Covenants. [The City covenants to take any action required by the provisions of the Code and within its power to take in order to preserve the exclusion of interest on the Series 2018-1 Second Lien Bonds from gross income for federal income tax purposes, including, but not limited to, the provisions of Section 148 of the Code relating to "arbitrage bonds."

The City further covenants to comply with the provisions of the Tax Regulatory Agreement relating to the Series 2018-1 Second Lien Bonds, including, but not limited to, those provisions relating to the status of the Series 2018-1 Second Lien Bonds as "private activity bonds" under Section 141 of the Code.]

Section 4.10. Non-presentment of Bonds. In the event any Series 2018-1 Second Lien Bond shall not be presented for payment when the principal of such Series 2018-1 Second Lien Bond becomes due, whether at maturity, at the date fixed for redemption or otherwise, if moneys sufficient to pay such Series 2018-1 Second Lien Bond shall have been made available to the Trustee for the benefit of the Registered Owner of such Series 2018-1 Second Lien Bond, subject to the provisions of. the immediately following paragraph, all liability of the City to the Registered Owner of such Series 2018-1 Bond for the payment of such Series 2018-1 Second Lien Bond shall immediately cease; determine and be completely discharged, and thereupon it shall be the duty of the Trustee to hold such moneys, without for interest on such monies; for the benefit of the Registered Owner of such 2018-1 Second Lien Bond who shall thereafter be restricted exclusively to such moneys, for any claim of whatever nature on his or her part under the Indenture or on, or with respect to, such Series 2018-1 Second Lien Bond.

Any moneys so deposited with and held by the Trustee not so applied to the payment of Series 2018-1 Second Lien Bonds within two years after the date on which the same shall have become due shall be repaid by the Trustee to the City upon the City's written request, and thereafter the Registered Owners of such Series 2018-1 Second Lien Bonds shall be entitled to look only to the City for payment, and then only to the extent of the amount so repaid, and all liability of the Trustee with respect to such moneys shall thereupon cease, and the City shall not be liable for any interest on such monies and shall not be regarded as a trustee of such moneys. The obligation of the Trustee under this Section to pay any such funds to the City shall be subject, however, to any provisions of law applicable to the Trustee or to such funds providing other requirements for disposition of unclaimed property.

Section 4.11. Moneys Held in Trust. All moneys required to be deposited with or paid to the Trustee for the account of any Fund or Account referred to in any provision of this' Twelfth Supplemental Indenture shall be held by the Trustee in trust as provided in Section 8.03 of the Indenture, and shall, while held by the Trustee, constitute part of the Trust Estate and be subject to the lien or security interest created by this Twelfth Supplemental Indenture.

ARTICLE V INVESTMENT OF

MONEYS

Section 5.01. Investment of Moneys. Moneys held in the funds, accounts and subaccounts established under this Twelfth Supplemental Indenture, including moneys held for payment of Series 2018-1 Second Lien Bonds not presented for payment as described in Section 4.10 hereof, shall be invested and reinvested in Permitted Investments in accordance with the provisions governing investments contained in the Indenture; provided, however, that moneys in the Principal and Interest Account representing principal of or interest on the Series 2018-1 Second Lien Bonds shall only be invested in Governmental Obligations scheduled to mature on the earlier of (i) (A) 30 days from the date of investment (in the case of amounts representing principal of the Series 2018-1 Second Lien Bonds) or (B) six months from the date of investment (in the case of amounts representing interest payable on the Series 2018-1 Second Lien Bonds) or (ii) the date upon which such moneys will be required to be used in accordance with this Twelfth Supplemental Indenture. All such investments shall be held by or under the control of the Trustee and shall be deemed at all times part of the fund, account or subaccount for which they were made.

ARTICLE VI

DISCHARGE OF LIEN

Section 6.01. Defeasance. If the City shall pay to the Registered Owners of the Series 2018-1 Second Lien Bonds, or provide for the payment of, the principal, premium, if any, and interest to become due on the Series 2018-1 Second Lien Bonds, then this Twelfth Supplemental Indenture shall be fully discharged and satisfied upon the satisfaction and discharge of this Twelfth Supplemental Indenture, the Trustee shall, upon the request of the City, execute and deliver to the City all such instruments as may be desirable to evidence such discharge and satisfaction, and all fiduciaries shall pay over or deliver to the City all funds, accounts and other

moneys or securities held by them pursuant to this Twelfth Supplemental Indenture which are not required for the payment or redemption of the Series 2018-1 Second Lien Bonds.

If the City shall pay and discharge a portion of the Series 2018-1 Second Lien Bonds as provided above, including any Series in full, such portion shall cease to be entitled to any lien, benefit or security under the Indenture. The liability of the City with respect to such Series 2018-1 Second Lien Bonds shall continue, but the Registered Owners of the Series 2018-1 Second Lien Bonds so defeased shall thereafter be entitled to payment (to the exclusion of all other Bondholders) only out of the moneys or Governmental Obligations described in clause (a) of the definition of such term deposited with the Trustee under Article IX of the Indenture.

The provisions of this Section 6.01 are subject in all respects to the provisions of Sections 9.01 and 9.02 of the Master Indenture.

ARTICLE VII

REMEDIES

The provisions of Article VII of the Indenture shall be applicable to any Event of Default which shall have occurred and be continuing under this Twelfth Supplemental Indenture.

Under no circumstance may the Trustee declare the principal of or interest on the Series 2018-1 Second Lien Bonds to be due and payable prior to the Maturity Date following the occurrence of an Event of Default under the Indenture or this Twelfth Supplemental Indenture.

ARTICLE VIII

TRUSTEE AND PAYING AGENT Section 8.01.

Acceptance of Trusts.

a) The Trustee accepts the trusts imposed upon it by this Twelfth Supplemental Indenture, and agrees to perform said trusts, but only upon and subject to the express terms and conditions set forth in this Twelfth Supplemental Indenture and in the Master Indenture. Except as otherwise expressly set forth in this Twelfth Supplemental Indenture, the Trustee assumes no duties, responsibilities or liabilities by reason of its execution of this Twelfth Supplemental Indenture other than as set forth in the Master Indenture and this Twelfth Supplemental Indenture, and this Twelfth Supplemental Indenture is executed and accepted by the Trustee subject to all the terms and conditions of its acceptance of the trust under the Indenture, as fully as if said terms and conditions were set forth at length in this Twelfth Supplemental Indenture. Notwithstanding the provisions of Section 8.04 or 8.05 of the Indenture, the Trustee shall have no lien or security interest in and to amounts in the Principal and Interest Account for the purpose of paying the fees or expenses of the Trustee or any Paying Agent. Notwithstanding any provision of the Indenture to the contrary, the Trustee may not resign or be removed until a successor Trustee shall have been appointed as provided in the Master Indenture.

b) The Trustee may appoint a Trustee's Agent with power to act on its behalf and subject to its direction in the authentication, registration and delivery of Series 2018-1 Second

Lien Bonds of any Series in connection with transfers and exchanges hereunder, as fully to all intents and purposes as though such Trustee's Agent had been expressly authorized by this Twelfth Supplemental Indenture to authenticate, register and deliver such Series 2018-1 Second Lien Bonds. The foregoing notwithstanding, the Trustee need not appoint a Trustee's Agent for as long as the Trustee shall have an office in New York, New York capable of handling the duties of Trustee's Agent hereunder. Any Trustee's Agent appointed pursuant to this Section shall evidence its acceptance by a certificate filed with the Trustee and the City. For all purposes of this Twelfth Supplemental Indenture, the authentication, registration and delivery of Series 2018-1 Second Lien Bonds by the Trustee or any Trustee's Agent pursuant to this Section shall be deemed to be the authentication, registration and delivery of such Series 2018-1 Second Lien Bonds "by or to the Trustee." Such Trustee's Agent shall at all times be a commercial bank having an office in New York, New York, and shall at all times be a corporation organized and doing business under the laws of the United States or of any state with combined capital and surplus of at least \$15,000,000 and authorized under such laws to exercise corporate trust powers and subject to supervision or examination by Federal or state authority. If such corporation publishes reports of condition at least annually pursuant to law or the requirements of such authority, then for the purposes of this Section the combined capital and surplus of such corporation shall be deemed to be its combined capital and surplus as set forth in its most recent report of condition so published. Any Trustee's Agent appointed hereunder shall also be a Paying Agent for purposes of this Twelfth Supplemental Indenture

Section 8.02. Dealing in Series 2018-1 Second Lien Bonds. The Trustee, in its individual capacity, may buy, sell, own, hold and deal in the Series 2018-1 Second Lien Bonds, and may join in any action which the Registered Owner of any Series 2018-1 Second Lien Bond may be entitled to take with like effect as if it did not act in any capacity under this Twelfth Supplemental Indenture. The Trustee, in its individual capacity, either as principal or agent, may also engage in or be interested in any financial or other transaction with the City, and may act as depository, trustee or agent for any committee or body of the Registered Owners of the Series 2018-1 Second Lien Bonds secured by this Twelfth Supplemental Indenture or other obligations of the City as freely as if it did not act in any capacity under this Twelfth Supplemental Indenture.

Section 8.03. Paying Agent.

a) The Trustee is hereby appointed. Paying Agent for the Series 2018-1 Second Lien Bonds. The City may at any time or from time to time appoint one or more other Paying Agents having the qualifications set forth in subsection (c) below for a successor Paying Agent.

b) The Trustee hereby accepts the duties and obligations imposed upon it as Paying Agent by this Twelfth Supplemental Indenture. Each other Paying Agent shall signify its acceptance of the duties and obligations imposed upon it by this Twelfth Supplemental Indenture by executing and delivering to the City and to the Trustee a written acceptance thereof.

c) Any Paying Agent may at any time resign and be discharged of the duties and obligations imposed upon it by this Twelfth Supplemental Indenture by giving at least 60 days' written notice to the City and the Trustee, and such resignation shall take effect upon the day specified in such notice but only if a successor shall have been appointed as provided herein.

Any Paying Agent appointed by the City may be removed at any time by an instrument signed by the Chief Financial Officer and filed with such Paying Agent and the Trustee. The Trustee may at any time terminate the agency of any Paying Agent appointed by it by giving written notice of such termination to such Paying Agent and the City. Upon receiving such a notice of resignation or upon such a termination, or in case at any time such Paying Agent shall cease to be eligible under this Section, the Trustee shall promptly appoint a successor Paying Agent shall give written notice of such appointment to the City and shall mail notice of such appointment to all Owners of Series 2018-1 Second Lien Bonds. Any successor Paying Agent shall be appointed by the City and shall be a bank or trust company organized under the laws of any state of the United States or a national banking association; having capital stock and surplus aggregating at least \$15,000,000, or shall be a wholly-owned subsidiary of such an entity, willing and able to accept the office on reasonable and customary terms and authorized by law to perform all the duties imposed upon it by this Twelfth Supplemental Indenture.

(d) In the event of the resignation or removal of any Paying Agent, such Paying Agent shall pay over, assign and deliver any moneys held by it as Paying Agent to its successor, or if there be no successor, to the Trustee and shall be subject to audit of all of its books, records and accounts with respect to the Bonds.

ARTICLE IX SUPPLEMENTAL

INDENTURES

Section 9.01. Supplemental Indentures. This Twelfth Supplemental Indenture may be supplemented and amended in the manner set forth in Articles V and VI, respectively, of the Indenture.

Additionally, this Twelfth Supplemental Indenture may, without the consent of, or notice to, any of the Bondholders, be supplemented and amended, in such manner as shall not be inconsistent with the terms and provisions of this Twelfth Supplemental Indenture, the Master Indenture or the Series 2018-1 Bond Ordinance, for any one or more of the following purposes:

- a) to provide for certificated Series 2018-1 Second Lien Bonds; and
- b) to secure or maintain ratings from any Rating Agency in the highest long-term debt rating category of such Rating Agency which are available for the Series 2018-1 Second Lien Bonds, which changes will not restrict, limit or reduce the obligation of the City to pay the principal of, premium, if any, and interest on such Series 2018-1 Second Lien Bonds as provided in the Indenture or otherwise adversely affect the Registered Owners of such Series 2018-1 Second Lien Bonds under the Indenture.

ARTICLE X

MISCELLANEOUS

Section 10.01. Twelfth Supplemental Indenture as Part of Indenture. This Twelfth Supplemental Indenture shall be construed in connection with, and as a part of, the Indenture, and all terms, conditions and covenants contained in the Indenture, except as provided in the

Indenture or as modified or supplemented in this Twelfth Supplemental Indenture or the Series 2018-1 Bond

Ordinance and shall apply and be deemed to be for the equal benefit, security and protection of the Bondholders.

Section 10.02. Severability. If any provision of this Twelfth Supplemental Indenture shall be held or deemed to be, or shall, in fact, be, illegal, inoperative or unenforceable, the same shall not affect any other provision or provisions contained in this Twelfth Supplemental Indenture or render the same invalid, inoperative or unenforceable to any extent whatever.

Section 10.03. Payments Due on Saturdays, Sundays and Holidays. If the date for making any payment, or the last date for the performance of any act or the exercise of any right, as provided in this Twelfth Supplemental Indenture, shall not be a Business Day, such payment may be made, act performed or right exercised on the next Business Day with the same force and effect as if done on the nominal date provided in this Twelfth Supplemental Indenture, and no interest shall accrue for the period after such nominal date.

Section 10.04. Counterparts. This Twelfth Supplemental Indenture may be simultaneously executed in several counterparts, each of which shall be an original and all of which shall constitute but one and the same instrument.

Section 10.05. Rules of Interpretation. Unless expressly indicated otherwise, references to Sections or Articles are to be construed as references to Sections or Articles of this instrument as originally executed.

Section 10.06. Captions. The captions and headings in this Twelfth Supplemental Indenture are for convenience only and in no way define, limit or describe the scope or intent of any provisions or Sections of this Twelfth Supplemental Indenture.

IN WITNESS WHEREOF, City has caused these presents to be executed in its name and with its official seal affixed with this Twelfth Supplemental Indenture and attested by its duly authorized officials; and to evidence its acceptance of the trusts created by this Twelfth Supplemental Indenture, the Trustee has caused these presents to be executed in its corporate name and with its corporate seal affixed with this Twelfth Supplemental Indenture and attested by its duly authorized officers, as of the date first above written.

CITY OF CHICAGO

By: [^]
Chief Financial Officer

[SEAL] Attest:

By:
City Clerk

as Trustee

By:

Authorized Signatory

[SEAL] Attest:

By:
Authorized Signatory

twelfth Supplemental Indenture
Exhibit A
Form of Series 2018-1 Second Lien Bond

United States of America

State of Illinois

City of Chicago

Second Lien Water Revenue [Project and Refunding] Bonds

Series 20 [(Taxable)]

Number R-

Interest Rate %

Original Issue Date
 , 20_

Registered Owner:

Principal Amount¹:

The City of Chicago (the "City"), a municipal corporation and home rule unit of local government duly organized and existing under the laws of the State of Illinois, for value received, hereby promises to pay (but

only out of the sources provided below) to the Registered Owner identified above, or registered assigns, [on the Maturity Date specified above upon presentation and surrender of this Series 2018-1 Second Lien Bond, the Principal Amount specified above, and to pay (but only out of the sources provided below) interest on the balance of said Principal Amount from time to time remaining unpaid from and including the original issue date specified above, or from and including the most recent Interest Payment Date (as defined in the Twelfth Supplemental Indenture, as such term is defined below) with respect to which interest has been paid or duly provided for, until payment of said Principal Amount has been made or duly provided for.][upon presentation and surrender of this Series 2018-1 Second Lien Bond, the Principal Amount Upon Original Issuance specified above plus interest on that amount (and on interest accrued to the various compounding dates as specified below) from the original issue date specified above to the Maturity Date specified above at the Interest Rate specified above on any such amounts for which payment is not made or provided for. The total amount due on the Maturity Date specified above is the amount shown above as the Payment at Maturity. For all purposes of this Series 2018-1 Second Lien Bond, the principal amount at any time is the sum of the Principal Amount upon Original Issuance specified above plus interest on the Series 2018-1 Second Lien Bond accrued and compounded on such date as provided above.]

' For Capital Appreciation 2018-1 Second Lien Bonds, the words "PRINCIPAL AMOUNT" will be replaced by "PRINCIPAL AMOUNT UPON ORIGINAL ISSUANCE."

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The Series 2018-1 Second Lien Bonds are limited obligations of the City and shall not constitute an indebtedness of the City or a loan of credit thereof within the meaning of any Constitutional or statutory provision or limitation as to indebtedness. The Series 2018-1 Second Lien Bonds do not have a claim for payment from any taxes of the City. Neither the faith and credit nor the taxing power of the City, the State of Illinois or any political subdivision of the State of Illinois is pledged to the payment of the principal of the Series 2018-1 Second Lien Bonds, or the interest or any premium on the Series 2018-1 Second Lien Bonds. The Series 2018-1 Second Lien Bonds are payable solely from the Trust Estate (as defined in the Twelfth Supplemental Indenture) pledged to such payment under the Indenture and certain other monies held by or on behalf of the Trustee.

The principal of and premium, if any, on this Series 2018-1 Second Lien Bond shall be payable at the designated corporate trust office of the Trustee or upon presentation and surrender of this Series 2018-1 Second Lien Bond.

Interest on this Series 2018-1 Second Lien Bond shall be paid by check mailed on the Interest Payment Date to the person appearing on the Bond Register as the Registered Owner of this Series 2018-1 Second Lien Bond as of the close of business of the Trustee on the Record Date at the address of such Registered Owners as it appears on the Bond Register or at such other address as is furnished to the Trustee in writing by such Registered Owner not later than the Record Date. Payment of interest on this Series 2018-1 Second Lien Bond shall be made to a Registered Owner of One Million Dollars (\$1,000,000) or more in aggregate principal amount of Series 2018-1 Second Lien Bonds as of the close of business of the Trustee on the Record Date for a particular Interest Payment Date by wire transfer to such Registered Owner on such Interest Payment Date upon written notice from such Registered Owner containing the wire transfer address within the United States to which such Registered Owner wishes to have such wire directed, which written notice is received not later than the Business Day next preceding the Record Date.

Interest accrued on this Series 2018-1 Second Lien Bond shall be paid in arrears on each Interest Payment Date. Interest on this Series 2018-1 Second Lien Bond shall be computed upon the basis of a three hundred sixty (360) day year consisting of twelve (12) thirty (30) day months.

General. This Series 2018-1 Second Lien Bond is one of an authorized series of bonds limited in aggregate principal amount to \$[] (the "Series 2018-1 Second Lien Bonds") issued pursuant to, under authority of and in full compliance with the Constitution and laws of the State of Illinois, particularly Article VII, Section 6(a) of the 1970 Constitution of the State of Illinois and an ordinance of the City Council of the City, and executed under a Master Indenture of Trust Securing Second Lien Water Revenue Bonds, dated as of December 15, 1999, as heretofore supplemented and as amended by Amendment Number 1 to Master Indenture, dated as of August 1, 2004 (the "Master Indenture"), and as supplemented by a Twelfth Supplemental Indenture, dated as of [] 1, 2018] (the "Twelfth Supplemental Indenture" and, together with the Master Indenture, the "Indenture"), from the City to [] J, as successor trustee (the "Trustee"), for any one or more of the purposes of (1) refunding the Refunded Bonds, (2) paying Project Costs, (3) funding capitalized interest on the Series 2018-1 Second Lien Bonds, (4) paying Costs of Issuance of the Series 2018-1 Second Lien Bonds, (5) paying the costs of acquiring a Qualified

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Reserve Account Credit Instrument for the Series 2018-1 Second Lien Bonds or making a deposit to the 2018-1 Second Lien Bonds Dedicated Subaccount in the amount required by the Twelfth Supplemental Indenture or a Supplemental Indenture, and (6) providing for any discount on the Series 2018-1 Second Lien Bonds. The Series 2018-1 Second Lien Bonds and the interest on them are payable from Second Lien Bond Revenues (as defined in the Indenture) deposited into the 2018-1 Second Lien Bonds Subaccount and pledged to the payment of the Series 2018-1 Second Lien Bonds under the Indenture and certain other monies held by or on behalf of the Trustee and from any other monies held by the Trustee under the Indenture for such purpose.

As provided in the Indenture, additional bonds may be issued from time to time pursuant to supplemental indentures in one or more series, in various principal amounts, may mature at different times, may bear interest at different rates and may otherwise vary as provided in the Master Indenture. The aggregate principal amount of bonds that may be issued pursuant to the Indenture is not limited, except as provided in the Indenture and ordinances authorizing those additional bonds, and all bonds issued and to be issued pursuant to the Indenture, including the Series 2018-1 Second Lien Bonds, are and will be equally secured by the pledges and covenants made in the Series 2018-1 Second Lien Bonds, except as otherwise provided or permitted in the Master Indenture.

Copies of the Indenture are on file at the principal corporate trust office of the Trustee, and reference to the Indenture and any and all supplements to it and modifications and amendments of it is made for a description of the pledge and covenants securing the Series 2018-1 Second Lien Bonds, the nature, extent and manner of enforcement of such pledge, the rights and remedies of the Registered Owners of the Series 2018-1 Second Lien Bonds and the limitations on such rights and remedies.

The Series 2018-1 Second Lien Bonds are subject to [optional, mandatory sinking fund and optional make-whole] redemption prior to maturity as provided in the Twelfth Supplemental Indenture.

Limited Obligation. The Series 2018-1 Second Lien Bonds are issued pursuant to an ordinance adopted by the City Council of the City, which ordinance authorizes the execution and delivery of the Indenture. The Series 2018-1 Second Lien Bonds are limited obligations of the City payable solely from the Trust Estate pledged therefor under the Indenture.

No recourse shall be had for the payment of the principal of premium, if any, or interest on any of the Series 2018-1 Second Lien Bonds or for any claim based on the Series 2018-1 Second Lien Bonds or upon any obligation, covenant or agreement in the Indenture contained, against any past, present or future officer, employee or agent, or member of the City Council, of the City, or any successor to the City, as such, either directly or through the City, or any successor to the City, under any rule of law or equity, statute or constitution or by the enforcement of any assessment or penalty or otherwise, and all such liability of any such officer, employee or agent, or member of the City Council, as such, is hereby expressly waived and released as a condition of and in consideration for the execution of the Indenture and the issuance of any of the Series 2018-1 Second Lien Bonds.

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Registration. This Series 2018-1 Second Lien Bond is transferable by the Registered Owner of this Series 2018-1 Second Lien Bond in person or by such Registered Owner's attorney duly authorized in writing at the designated corporate trust office of the Trustee, but only in the manner and subject to the limitations provided in the Indenture.

Defeasance. Provision for payment of all or any portion of the Series 2018-1 Second Lien Bonds may be made, and the Indenture may be discharged, prior to payment of the Series 2018-1 Second Lien Bonds in the manner provided in the Indenture.

Miscellaneous. The Registered Owner of this Series 2018-1 Second Lien Bond shall have no right to enforce the provisions of the Indenture or to institute action to enforce the covenants, the Indenture, or to take any action with respect to any event of default under the Indenture, or to institute, appear in or defend any suit or other proceedings with respect to the Indenture, except as provided in the Indenture.

It is Certified, Recited and Declared that all acts and conditions required to be performed precedent to and in the execution and delivery of the Indenture and the issuance of this Series 2018-1 Second Lien Bond have been performed in due time, form and manner as required by law, and that the issuance of this Series 2018-1 Second Lien Bond and the series of which it forms a part does not exceed or violate any constitutional or statutory limitation.

This Series 2018-1 Second Lien Bond shall not be valid or become obligatory for any purpose or be entitled to any security or benefit under the Indenture unless and until the certificate of authentication hereon shall have been duly executed by the Trustee.

In Witness Whereof, the City of Chicago has caused this Series 2018-1 Second Lien Bond to be executed in its name by the manual or facsimile signature of its Mayor and the manual or facsimile of its corporate seal to be printed on this Series 2018-1 Second Lien Bond and attested by the manual or facsimile signature of its City Clerk.

City of Chicago

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Assignment

The following abbreviations, when used in the inscription on the face of this certificate, shall be construed as though they were written out in full according to applicable laws or regulations:

Ten. Com. - as tenants in common Ten. Ent. ~ as
tenants by the entireties

Jt. Ten. ~ as joint tenants with right of survivorship and not as tenants in
common

Unif. Gift Min. Act (Cust.) (Minor) Custodian
under Uniform Gifts to Minors Act
(State)

Additional abbreviations may also be used, though not in the above list. For Value Received,

The undersigned sells, assigns and transfers unto
(Name and Address of Assignee)

this Series 2018-1 Second Lien Bond of the City of Chicago and does hereby irrevocably
constitute and appoint _____, attorney to transfer said
Series 2018-1 Second Lien Bond on the books kept for registration thereof, with full power of substitution in
the premises.

Dated:
Signature:

Signature Guaranteed:

Notice: The signature to this assignment must correspond with the name as it appears upon the face of this Series 2018-1 Second Lien Bond in every particular, without alteration or enlargement or any change whatever.

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CHICAGO June 27, 2018

To the President and Members of the City Council:

Your Committee on Finance having had under consideration a substitute ordinance authorizing the issuance of City of Chicago Second Lien Water Revenue Project and Refunding Bonds, Series 2018-1 and Subordinate Lien Obligations, Series 2018-1.

02018-4552

Amount of Bonds not to exceed:

Having had the same under advisement, begs leave to report and recommend that your Honorable Body pass the proposed Substitute Ordinance Transmitted Herewith.

**This recommendation was concurred in by
of members of the committee with**

Alderman Burke abstained from voting under the provisions of Rule 14.

Respectfully submitted

Chairman

Document No.

REPORT OF THE COMMITTEE ON FINANCE TO THE CITY COUNCIL CITY OF CHICAGO
Approved Approved