At a regular meeting of the Council of the Town of Vienna, Virginia, held on the 9th day of December, 2019, the following members of the Council were recorded as present:

PRESENT:

On motion by _____, seconded by _____, the attached Ordinance was adopted by a majority of the members of the Council by a roll call vote, the votes being recorded as follows:

MEMBER	VOTE

ORDINANCE NO. 2019-____

ORDINANCE
AUTHORIZING THE ISSUANCE OF GENERAL OBLIGATION PUBLIC IMPROVEMENT BONDS, NOTES OR OTHER FORMS OF INDEBTEDNESS OF THE TOWN OF VIENNA, VIRGINIA IN A PRINCIPAL AMOUNT NOT TO EXCEED $35,000,000; PROVIDING FOR REIMBURSEMENT TO THE TOWN OF VIENNA, VIRGINIA FROM BOND PROCEEDS; AND AUTHORIZING THE EXECUTION AND DELIVERY OF CERTAIN DOCUMENTS RELATED THERETO

WHEREAS, the Council (the "Council") of the Town of Vienna, Virginia (the "Town") has determined that it is necessary and expedient to issue its general obligation bonds, notes or other form of indebtedness (the "Bonds") in an amount not to exceed $35,000,000, in one or more series, from time to time, which may be tax-exempt or taxable, to finance the cost, in whole or in part, of (a) renovation of the Vienna Police Station located at 215 Center Street South in Vienna, Virginia, (b) water and sewer system improvements and (c) certain other public improvements described in the Town's capital improvement plan (collectively (a) – (c), the "Project");

WHEREAS, the Town held a public hearing, duly noticed, on December 9, 2019 on the issuance of the Bonds in accordance with the requirements of Section 15.2-2606, Code of Virginia of 1950, as amended (the "Virginia Code");

WHEREAS, the issuance and sale of the Bonds will be reflected in one or more documents which the Town proposes to execute and carry out in connection with such issuance and sale, which may include, but shall not be limited to, some or all of the following:

(a) the Bonds;
(b) the Official Notice of Bond Sale;
(c) the Continuing Disclosure Agreement; and
(d) the Preliminary Official Statement;

WHEREAS, all of the documents listed above and any other documents to be executed and delivered by the Town in connection with the issuance and sale of the Bonds, except the Bonds, are referred to in this Ordinance as the "Basic Documents";

NOW THEREFORE BE IT ORDAINED BY THE COUNCIL OF THE TOWN OF VIENNA, VIRGINIA:

1. Findings of Council. It is determined to be necessary and expedient for the Town to provide funds for the Project and to borrow money for such purposes and issue the Bonds therefor.

2. Authorization of Bonds and Use of Proceeds. The issuance and sale of the Bonds are hereby authorized. Except as otherwise provided herein, the proceeds from the issuance and sale of the Bonds shall be used to pay all or a portion of the costs, in whole or in part, of the Project.

3. Pledge of Full Faith and Credit. The full faith and credit of the Town are hereby irrevocably pledged for the payment of the principal of, premium, if any, and interest on the Bonds

as the same become due and payable. The Council shall levy an annual ad valorem tax upon all property in the Town, subject to local taxation, sufficient to pay the principal of, premium, if any, and interest on the Bonds as the same shall become due for payment unless other funds are lawfully available and appropriated for the timely payment thereof.

4. Details and Sale of Bonds. The Bonds shall be issued upon the terms established pursuant to this Ordinance and upon such other terms as may be determined in the manner set forth in this Ordinance. The Bonds shall be issued in one or more taxable or tax-exempt series, at one time or from time to time, in fully registered form, shall be dated such date or dates as the Town Manager and the Director of Finance, or either of them, may approve, shall be in the denominations of $5,000 each or whole multiples thereof and shall be numbered as the Town Manager and the Director of Finance, or either of them, may approve. The Bonds shall mature on such dates and in such amounts and shall be issued in such principal amount as the Town Manager and the Director of Finance, or either of them, may approve, provided that the final maturity of any Bond is not more than 40 years from its date and the aggregate principal amount of the Bonds is not more than $35,000,000. The Town Manager and the Director of Finance, or either of them, is authorized and directed, at the option of such officer, to accept a bid or bids for the purchase of the Bonds which results in the lowest true interest cost to the Town, and the Bonds shall bear interest, payable semi-annually, at such rate or rates and shall be sold to the successful bidder or bidders at such price as may be set forth in the bid or bids so accepted, or, if such officer deems it to be in the Town's financial interest, to forego such competitive bidding and (a) negotiate the sale of all or any series the Bonds to one or more initial purchasers or (b) sell all or any series of the Bonds by private placement or direct loan (each, a "Private Placement") to one or more purchasers or banks, or both, selected by the Town Manager and the Director of Finance, or either of them; provided that the true interest cost of any Bonds issued as "tax-exempt," fixed rate bonds shall not exceed 4.5% per annum, the true interest cost of any Bonds issued as "taxable," fixed rate bonds shall not exceed 6% per annum, the initial interest rate of any Bonds issued as "tax-exempt," variable rate bonds shall not exceed 4.5%, and the initial interest rate of any Bonds issued as "taxable," variable rate bonds shall not exceed 6%. The Town Manager and the Director of Finance, or either of them, is authorized and directed to approve such redemption provisions for the Bonds as such officer or officers determine to be in the best interest of the Town. The Town Manger and the Director of Finance, or either of them, are authorized to approve the final terms and conditions of the Basic Documents, subject to the parameters herein which approval shall be evidenced conclusively by the execution and delivery of the Basic Documents by the Town Manager and the Director of Finance, or either of them. The Council may provide for additional or other terms of the Bonds by subsequent resolution.

5. Form of Bonds. The Bonds shall be in substantially the form attached to this Ordinance as Exhibit A, with such appropriate variations, omissions and insertions as approved by the Town Manager and the Director of Finance, or either of them, and not inconsistent with this Ordinance. There may be endorsed on the Bonds such legend or text as may be necessary or appropriate to conform to any applicable rules and regulations of any governmental authority or any usage or requirement of law with respect thereto.

6. Book-Entry-Only-Form. The Bonds may be issued in book-entry-only form. The Bonds sold to the public shall be issued in fully-registered form and may be registered in the name

of Cede & Co., as nominee of The Depository Trust Company, New York, New York ("DTC") as registered owner of the Bonds, and immobilized in the custody of DTC. One fully-registered Bond in typewritten or printed form for the principal amount of each maturity of the Bonds may be registered to Cede & Co. In such event, beneficial owners of the Bonds shall not receive physical delivery of the Bonds and principal, premium, if any, and interest payments on the Bonds shall be made to DTC or its nominee as registered owner of the Bonds on the applicable payment date.

Transfer of ownership interest in the Bonds may be made by DTC and its participants (the "Participants"), acting as nominees of the beneficial owners of the Bonds in accordance with rules specified by DTC and its Participants. The Town shall comply with the agreements set forth in the Town's Letter of Representations to DTC.

In the event the Bonds are issued in book-entry-only form and registered in the name of DTC's nominee as permitted above, replacement Bonds (the "Replacement Bonds") may be issued directly to beneficial owners of the Bonds rather than to DTC or its nominee but only in the event that:

(i) DTC determines not to continue to act as securities depository for the Bonds; or

(ii) The Town has advised DTC of its determination not to use DTC as a securities depository; or

(iii) The Town has determined that it is in the best interest of the beneficial owners of the Bonds or the Town not to continue the book-entry system of transfer.

Upon occurrence of an event described in (i) or (ii) above, the Town shall attempt to locate another qualified securities depository. If the Town fails to locate another qualified securities depository to replace DTC or upon the occurrence of the event described in (iii) above, the Town shall execute and deliver Replacement Bonds substantially in the form set forth in Exhibit A to this Ordinance. Principal of and interest on the Replacement Bonds shall be payable as provided in this Ordinance and in the Bonds, and Replacement Bonds will be transferable in accordance with the provisions of paragraphs 10 and 11 of this Ordinance and the Bonds.

If any Bonds are sold by Private Placement, such Bonds may be registered in the name of the purchaser or bank, as applicable, or such name as the purchaser or bank may designate and may be delivered to the registered owner. If any Bonds are sold by Private Placement, principal of, premium, if any, and interest on such Bonds may be payable pursuant to payment instructions provided by the registered owner and approved by the Town Manager and the Director of Finance, or either of them. No CUSIP identification shall be included on any Bonds that are sold by Private Placement unless the Town Manager and the Director of Finance, or either of them, determines such identification is necessary.

7. Appointment of Bond Registrar and Paying Agent. The Town Manager and the Director of Finance, or either of them, are authorized and directed to appoint a Bond Registrar and Paying Agent for the Bonds. In the absence of such appointment, the Director of Finance is appointed as Bond Registrar and Paying Agent.

The Town Manager and the Director of Finance, or either of them, may appoint a subsequent registrar and/or one or more paying agents for the Bonds upon giving written notice to the owners of the Bonds specifying the name and location of the principal office of any such registrar or paying agent.

8. Execution of Bonds and Related Documents. The Mayor of the Town is authorized and directed to execute and deliver the Bonds on behalf of the Town, and the Town Clerk is authorized and directed to affix the seal of the Town to the Bonds and to attest such seal. The manner of execution and affixation of the seal may be by facsimile, provided, however, that if the signatures of the Mayor and the Clerk are both by facsimile, the Bonds shall not be valid until signed at the foot thereof by the manual signature of the Bond Registrar. The Town Manager and the Director of Finance of the Town, or either of them, are each authorized to execute and deliver on behalf of the Town the Basic Documents, if required. The Town Manager and the Director of Finance of the Town, or either of them, are each authorized to execute and deliver on behalf of the Town such instruments, documents, certificates or information returns, and to do and perform such things and acts, as he or she deems necessary or appropriate to carry out the transactions authorized by this Ordinance or contemplated by the Bonds, the Basic Documents or such instruments, documents or certificates, and all or the foregoing previously done or performed by such officials of the Town, are in all respects hereby approved, ratified and confirmed.

9. CUSIP Numbers. Except as herein provided, the Bonds may have CUSIP identification numbers printed thereon. No such number shall constitute a part of the contract evidenced by the Bond on which it is imprinted and no liability shall attach to the Town, or any of its officers or agents by reason of such numbers or any use made of such numbers, including any use by the Town and any officer or agent of the Town, by reason of any inaccuracy, error or omission with respect to such numbers.

10. Registration, Transfer and Exchange. Upon surrender for transfer or exchange of any Bond at the principal office of the Bond Registrar, the Town shall execute and deliver and the Bond Registrar shall authenticate in the name of the transferee or transferees a new Bond or Bonds of any authorized denomination in an aggregate principal amount equal to the Bond surrendered and of the same form and maturity and bearing interest at the same rate as the Bond surrendered, subject in each case to such reasonable regulations as the Town and the Bond Registrar may prescribe. All Bonds presented for transfer or exchange shall be accompanied by a written instrument or instruments of transfer or authorization for exchange, in form and substance reasonably satisfactory to the Town and the Bond Registrar, duly executed by the registered owner or by his or her duly authorized attorney-in-fact or legal representative. No Bond may be registered to bearer.

New Bonds delivered upon any transfer or exchange shall be valid obligations of the Town, evidencing the same debt as the Bonds surrendered, shall be secured by this Ordinance and entitled to all of the security and benefits hereof to the same extent as the Bonds surrendered.

11. Charges for Exchange or Transfer. No charge shall be made for any exchange or transfer of Bonds, but the Town may require payment by the registered owner of any Bond of a

sum sufficient to cover any tax or other governmental charge which may be imposed with respect to the transfer or exchange of such Bond.

12. Non-Arbitrage Certificate and Tax Covenants. The Town Manager and the Director of Finance, or either of them, and such officers and agents of the Town as either of them may designate are authorized and directed to execute with respect to any Bonds issued as tax-exempt bonds one or more Non-Arbitrage Certificates and Tax Covenants agreements setting forth the expected use and investment of the proceeds of such Bonds and containing such covenants as may be necessary in order to comply with the provisions of the Internal Revenue Code of 1986, as amended (the "Tax Code"), including the provisions of Section 148 of the Tax Code and applicable regulations relating to "arbitrage bonds." The Council covenants on behalf of the Town that the proceeds from the issuance and sale of such Bonds will be invested and expended as set forth in the Town's Non-Arbitrage Certificate(s) and Tax Covenants agreement(s) relating to such Bonds, to be delivered simultaneously with the issuance and delivery of such Bonds and that the Town shall comply with the other covenants and representations contained therein.

13. Disclosure Documents. The Town Manager and the Director of Finance, or either of them, and such officers and agents of the Town as either of them may designate are hereby authorized and directed to, if required, prepare, execute, and deliver appropriate disclosure documents, including the Basic Documents, as may be necessary to expedite the sale of the Bonds. Such disclosure documents shall be published in such publications and distributed in such manner, including electronically, and at such times as the Director of Finance shall determine. The use and distribution of one or more Preliminary Official Statements, Official Statements and any supplements thereto are hereby authorized. The Town Manager and the Director of Finance of the Town, or either of them, are authorized to deem the Preliminary Official Statement(s) final within the meaning of Rule 15c2-12 (the "Rule") of the Securities and Exchange Commission, except for certain pricing and other information as permitted by the Rule.

14. Notes in Anticipation of the Issuance of Bonds. If prior to the offering of any series of the Bonds, conditions are such that the Town Manager and the Director of Finance, or either of them, after consultation with the Town's financial advisor, determines that it is advisable to enter into a short-term note or other interim financing of the Town (the "Notes") to finance all or any portion of the costs of the Project, as provided in Section 15.2-2628 of the Virginia Code, in anticipation of the issuance of any or all series of the Bonds, the Town Manager and the Director of Finance, or either of them, without further approval of the Council as to documentation or otherwise, is hereby authorized to execute, deliver and issue such Notes.

The Notes must comply with the parameters established in this Ordinance for the Bonds and otherwise be consistent with the other terms and conditions contained in this Ordinance to the extent not inconsistent with the specific parameters, terms and conditions for the Notes established in this paragraph 14. Further, the Town may issue and sell the Notes in any manner authorized in this Ordinance. The specific parameters, term and conditions for the Notes are as follows: (i) the term to maturity of the Notes shall not exceed five years, (ii) the Town may issue Notes that bear interest at a variable rate that the Town Manager and the Director of Finance, or either of them, after consultation with the Town's financial advisor, determines to be reasonable and (iii) if a

variable interest rate is selected, the true interest cost parameters set forth in paragraph 4 shall not apply.

Any of the Notes may be extended or refinanced from time to time by or at the direction of the Town Manager and the Director of Finance, or either of them, provided that no extension or refinancing matures later than five years from the date of the original issuance of such Note. The Town Clerk is hereby authorized and directed to affix the seal of the City thereto. The interest component of the Notes shall be secured in the same manner as the Bonds authorized hereunder. The principal component of the Notes shall be secured by the proceeds of the Bonds authorized hereunder and if the Town Manager and Director of Finance, or either of them, elect (after consultation with the Town's financial advisor) in the same manner as the Bonds authorized hereunder. The Notes may be retired, in the discretion of the Town Manager and the Director of Finance, or either of them, from the proceeds of the corresponding Bonds, any revenue bonds of the Town or by means of current revenues, special assessments or other funds, provided that the maximum amount of the Bonds or revenue bonds of the Town authorized will be reduced by the amount of Notes retired by means of such current revenues, special assessments or other funds.

15. Bond Counsel; Financial Advisor. The Council approves McGuireWoods LLP, Tysons, Virginia as bond counsel and Davenport & Company LLC, Richmond, Virginia as financial advisor to the Town in connection with the issuance of the Bonds.

16. Further Actions. The Town Manager and the Director of Finance and such officers and agents of the Town as either of them may designate are authorized and directed to take such further action as they deem necessary regarding the issuance and sale of the Bonds including the execution and delivery of such bond purchase agreement or agreements as may be required in connection with any negotiated sale of the Bonds and the execution and delivery of any such other documents, agreements and certificates as they may deem necessary or desirable and all actions taken by such officers and agents in connection with the issuance and sale of the Bonds are ratified and confirmed.

17. Reimbursement. The Council adopts this declaration of official intent under Treasury Regulations Section 1.150-2. The Council reasonably expects to reimburse advances made or to be made by the Town to pay the costs of the Project from the proceeds of its debt. The maximum amount of debt expected to be issued for the Project is set forth in paragraph 4 above. The Town hereby authorizes the Director of Finance, on behalf of the Town, to specifically declare the Town's official intent to reimburse portions of the cost of the Project with Bond proceeds.

18. Bank Qualification. The Town Manager and the Director of Finance of the Town, or either of them, are authorized, in consultation with the Town attorney, bond counsel to the Town and the Town's financial advisor, (a) to designate the Tax-Exempt Bonds (defined below) as "qualified tax-exempt obligations" eligible for the exception for disallowance of the deduction of interest by financial institutions allocable to the cost of carrying tax-exempt obligations in accordance with the provisions of Section 265(b)(3) of the Tax Code and (b) to make certain certifications, on behalf of the Town, in connection therewith; provided, however, that the total amount of obligations designated by or on behalf of the Town as qualified tax-exempt obligations pursuant to Section 265(b) of the Tax Code, including any Tax-Exempt Bonds so designated pursuant to this Section, shall not exceed $10,000,000 in the calendar year in which such

designation is made. The "Tax-Exempt Bonds" are those Bonds the interest on which is excludible from gross income of the holders thereof for federal income tax purposes.

19. Defeasance. Bonds may be defeased pursuant to Section 15.2-2623 of the Code of Virginia of 1950, as amended, or any successor statute and shall be deemed no longer outstanding upon the establishment of an escrow or sinking fund for such Bonds meeting the requirements of, and the satisfaction of other conditions, if any, to defeasance set forth in such Section 15.2-2623 or successor statute.

20. Filing of Ordinance. The appropriate officers or agents of the Town are hereby authorized and directed to file or cause to be filed a certified copy of this Ordinance with the Circuit Court of the County of Fairfax, Virginia pursuant to Sections 15.2-2607 and 15.2-2627 of the Public Finance Act of 1991, Chapter 26, Title 15.2, 1950 Code of Virginia, as amended (the "Act").

21. Effective Date; Applicable Law. In accordance with Section 15.2-2601 of the Act, the Council elects to issue the Bonds pursuant to the provisions of the Act. This Ordinance shall take effect at the time of its enactment.

Accepted: _____

IN WITNESS WHEREOF, the foregoing was enacted by the Council of the Town of Vienna, Virginia on December 9, 2019.

_____
Town Clerk, Town of Vienna, Virginia

Exhibit A
FORM OF BOND

UNITED STATES OF AMERICA
COMMONWEALTH OF VIRGINIA

No. [R-] **TOWN OF VIENNA, VIRGINIA**
GENERAL OBLIGATION PUBLIC IMPROVEMENT [REFUNDING] BOND, SERIES 20[_____]

MATURITY DATE	**INTEREST RATE**	**[CUSIP]**
_____	_____	_____

REGISTERED OWNER:

PRINCIPAL AMOUNT:

TOWN OF VIENNA, VIRGINIA (the "Town"), for value received, acknowledges itself indebted and promises to pay to the registered owner of this Bond or legal representative, the principal amount stated above on the maturity date set forth above and to pay interest on the principal amount of this Bond at the rate specified above per annum, payable semiannually on _____ [1] and _____ [1], beginning on _____ [1], ____. This Bond shall bear interest (a) from _____ __, ____, if this Bond is authenticated before _____ [1], ____ or (b) otherwise from the _____ [1] or _____ [1] that is, or immediately precedes, the date on which this Bond is authenticated; provided that, if at the time of authentication of this Bond, interest on this Bond is in default, this Bond shall bear interest from the date to which interest has been paid. Both principal of and interest on this Bond are payable in lawful money of the United States of America. The principal of this Bond is payable upon presentation and surrender hereof at the office of _____, as Bond Registrar and Paying Agent ("Bond Registrar" or "Paying Agent"). Interest on this Bond is payable by check or draft mailed to the registered owner hereof at its address as it appears on the registration books maintained by the Bond Registrar without presentation of this Bond (or by wire if requested by any owner of at least $1,000,000 in principal amount of the Bonds). All interest payments shall be made to the registered owner as it appears on the registration books kept by the Bond Registrar on the [fifteenth day of the month preceding each interest payment date] (the "Record Date').

This Bond has been duly authorized by the Council of the Town (the "Council") and is issued for the purpose of providing funds to pay the costs of various capital improvements for the Town. The full faith and credit of the Town are irrevocably pledged for the payment of the principal of and premium, if any, and interest on this Bond in accordance with its terms.

This Bond is [one of a series of $_____ General Obligation Public Improvement [Refunding] Bonds, Series 20[_____] of the Town, (the "Bonds") of like date and tenor, except as to number, denomination, rate of interest and maturity,] issued under the authority of and in full compliance with the Constitution and statutes of the Commonwealth of Virginia, and, more particularly, issued pursuant to the Public Finance Act of 1991, Chapter 26 of Title 15.2 of the Code of Virginia of 1950, as amended and an ordinance adopted by the Council on December 9, 2019 (the "Ordinance").

[Bonds maturing on or before _____ __, ____ are not subject to redemption before maturity. Bonds at the time outstanding which are stated to mature on or after _____ __, ____ may be redeemed before their maturities on or after _____ __, ____, at the option of the Town in whole or in part (in installments of $5,000) at any time or from time to time during the following redemption periods upon payment of the following redemption prices (expressed as a percentage of the principal amount to be redeemed) together with the interest accrued thereon to the date fixed for redemption:

Redemption Period (both dates inclusive)	Redemption Price
_____ __, ____ through _____ __, ____	___%
_____ __, ____ through _____ __, ____	___%
_____ __, ____ and thereafter	___%]

If less than all of the Bonds are called for redemption, the maturities of the Bonds to be redeemed shall be selected by the Director of Finance of the Town in such manner as such officer may deem to be in the best interests of the Town. If at any time less than all of the Bonds of any maturity are called for redemption, the particular Bonds of such maturity or portions thereof to be redeemed shall be selected [by The Depository Trust Company or any successor securities depository, or, if the book-entry-only system is discontinued,] by lot by the Bond Registrar in such manner as the Bond Registrar in its discretion may determine.

If any of the Bonds or portions thereof are called for redemption, the Bond Registrar shall send notice of the call for redemption identifying the Bonds by serial [or CUSIP numbers], and in the case of partial redemption, identifying the principal amount to be redeemed, and identifying the redemption date and price and the place where Bonds are to be surrendered for payment, by facsimile transmission, electronic mail, registered or certified mail or overnight express delivery not less than 30 nor more than 60 days before the redemption date to the registered owner of each Bond to be redeemed at such owner's address as it appears on the registration books maintained by the Bond Registrar, but failure to mail such notice shall not affect the validity of the proceedings for redemption. Provided funds for their redemption are on deposit at the place of payment on the redemption date, all Bonds or portions thereof so called for redemption shall cease to bear interest on such date, shall no longer be secured by the Ordinance and shall not be deemed to be outstanding. If a portion of this Bond shall be called for redemption, a new Bond in principal amount equal to the unredeemed portion hereof will be issued to the registered owner upon the surrender of this Bond.

If at the time of mailing of any notice of optional redemption there has not been deposited with the Paying Agent for the Bonds moneys sufficient to redeem all of the Bonds called for redemption, the notice may state that it is conditional on the deposit of redemption moneys with the Paying Agent not later than the opening of business on the redemption date.

[Bonds maturing on _____ __, 20__ are required to be redeemed prior to maturity in part upon payments of 100% of the principal amount thereof plus interest accrued to the redemption date on _____ __ in the years and amounts as follows:

Year	Amount	Year	Amount

_____
* Maturity]

The Bonds are issuable as fully registered bonds in denominations of $5,000 and integral multiples thereof. Any Bond may be exchanged for a like aggregate principal amount of Bonds of the same maturity of other authorized denominations at the principal office of the Bond Registrar.

This Bond may be transferred only by an assignment duly executed by the registered owner hereof or such owner's attorney or legal representative in a form satisfactory to the Bond Registrar. Such transfer shall be made in the registration books kept by the Bond Registrar upon presentation and surrender hereof and the Town shall execute, and the Bond Registrar shall authenticate and deliver in exchange, a new Bond or Bonds having an equal aggregate principal amount, in authorized denominations, of the same form and maturity, bearing interest at the same rate, and registered in names as requested by the then registered owner hereof or such owner's attorney or legal representative. Any such exchange shall be at the expense of the Town, except that the Bond Registrar may charge the person requesting such exchange the amount of any tax or other governmental charge required to be paid with respect thereto.

The Town may designate a successor Bond Registrar and/or Paying Agent, provided that written notice specifying the name and location of the principal office of any such successor shall be given to the registered owner of the Bonds. Upon registration of transfer of this Bond, the Bond Registrar shall furnish written notice to the transferee of the name and location of the principal office of the Bond Registrar and/or the Paying Agent.

The Bond Registrar shall treat the registered owner as the person exclusively entitled to payment of principal and interest and the exercise of all other rights and powers of the owner, except that interest payments shall be made to the person shown as the owner on the registration books on the Record Date.

This Bond shall not be valid or obligatory for any purpose unless and until authenticated at the foot hereof by the Bond Registrar.

It is hereby certified and recited that all acts, conditions and things required by the Constitution and statutes of the Commonwealth of Virginia to happen, exist or be performed precedent to the issuance of this Bond have happened, exist or have been performed in due time, form and manner as so required and that the indebtedness evidenced by this Bond is within every debt and other limit prescribed by the Constitution and statutes of the Commonwealth of Virginia.

IN WITNESS WHEREOF, the Council of the Town of Vienna, Virginia, has caused this Bond to be signed by [the facsimile signature of] its Mayor, [a facsimile of] its seal to be affixed and attested by [the facsimile signature of] its Town Clerk and this Bond to be dated _____ __, ____.

TOWN OF VIENNA, VIRGINIA

By: _____
Mayor, Town of Vienna, Virginia

[SEAL]

ATTEST:

_____
Town Clerk, Town of Vienna, Virginia

ASSIGNMENT

FOR VALUE RECEIVED, the undersigned sells, assigns and transfers unto

_____

_____

_____

_____

(PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS, INCLUDING ZIP CODE OF ASSIGNEE)

PLEASE INSERT SOCIAL SECURITY OR OTHER
IDENTIFYING NUMBER OF ASSIGNEE: _____

the within Bond and does hereby irrevocably constitute and appoint

_____, attorney, to transfer said Bond on the books kept for registration of said Bond, with full power of substitution in the premises.

Dated _____

_____
Registered Owner

Signature Guaranteed:

_____
(NOTICE: Signature(s) must be guaranteed.)

(NOTICE: The signature above must correspond with the name of the Registered Owner as it appears on the books kept for registration of this Bond in every particular, without alteration or change.)

[TO BE INCLUDED IF BOTH MAYOR AND CITY CLERK SIGNATURES ARE FACSIMILES]

CERTIFICATE OF AUTHENTICATION

The undersigned Bond Registrar hereby certifies that this is one of a series of Bonds of the Town of Vienna, Virginia described in the within-mentioned Ordinance.

Authentication Date: _____

By: _____
Director of Finance, as Bond Registrar