

APPENDIX A

FORMS OF SERIES 2014 BONDS

UNITED STATES OF AMERICA
THE STATE OF NEW YORK
COUNTY OF FRANKLIN SOLID WASTE MANAGEMENT AUTHORITY
SOLID WASTE SYSTEM REVENUE BOND, SERIES 2014

No. R-

<u>Interest Rate</u>	<u>Maturity Date</u>	<u>Dated Date</u>	<u>CUSIP</u>
%	June 1, 20__	_____, 2015	

Registered Owner: CEDE & CO.

Principal Amount: \$ _____

FOR VALUE RECEIVED, the COUNTY OF FRANKLIN SOLID WASTE MANAGEMENT AUTHORITY (herein called the "Authority"), a body corporate and politic constituting a public benefit corporation under and by virtue of the laws of the State of New York (the "State"), acknowledges itself indebted to, and hereby promises to pay to the registered owner stated hereon or registered assigns, on the maturity date stated hereon, but solely from the sources hereinafter mentioned, upon presentation and surrender of this Bond at the principal corporate trust offices of _____, as Trustee and Paying Agent, the principal amount stated hereon, and to pay, but solely from such sources, interest from the dated date hereof on such principal amount (computed on the basis of a 360-day year of twelve 30-day months) by check or draft mailed by the Paying Agent to the registered owner hereof at his address as it shall appear on the bond registry maintained by the Trustee as of the first (1st) day of the month preceding each Interest Payment Date (the "Record Date"), at the Interest Rate stated hereon, payable semiannually on the 1st day of June and December in each year commencing December 1, 2014, until the Authority's obligation with respect to the payment of such principal amount shall be discharged; provided, however, that, at the option of the registered owner of Series 2014 Bonds (hereinafter defined) in an aggregate principal amount of \$500,000 or more, interest shall be transmitted on such dates by wire transfer at such owner's written request to the bank account number on file with the Trustee, provided such owner has delivered adequate instructions regarding same to the Trustee on or prior to the applicable Record Date. Principal of and interest on this Bond are payable in any coin or currency of the United States of America which at the time of payment is legal tender for the payment of public and private debts.

This Bond is one of a duly authorized issue of bonds of the Authority designated as its "Solid Waste System Revenue Bonds, Series 2014" (the "Series 2014 Bonds"), in the aggregate principal amount of [\$ _____], issued pursuant to the County of Franklin Solid Waste Management Authority Act, being Chapter 665 of the Laws of 1988 of the State and Title 13-I of the Public Authorities Laws of the State, as amended (the "Act"), and under and pursuant to a

resolution of the Authority adopted on June 8, 1993, entitled "Solid Waste System Revenue Bond Resolution" (the "Bond Resolution"), and under a resolution supplemental thereto of the Authority adopted on January 8, 2014 entitled "Solid Waste System Revenue Bond Series Resolution" (the "Series 2014 Resolution," together with the Bond Resolution, the "Resolution"). All capitalized terms used herein and not otherwise defined shall have the respective meanings ascribed thereto in the Resolution.

THE TERMS AND PROVISIONS OF THIS BOND ARE CONTINUED ON THE REVERSE SIDE HEREOF AND SUCH CONTINUED TERMS AND CONDITIONS SHALL FOR ALL PURPOSES HAVE THE SAME EFFECT AS IF SET FORTH IN THIS PLACE.

As provided in the Resolution, the principal or redemption price of and interest on the Series 2014 Bonds, and all other bonds issued under the Resolution on parity therewith (collectively, the "Bonds"), are special obligations of the Authority payable solely from, and secured solely by a pledge of, proceeds of Bonds held or set aside under the Resolution, the Revenues, and the Funds established by the Resolution with the exception of the Closure Fund, the Post-Closure Monitoring Fund and the Rebate Fund. Copies of the Resolution are on file at the office of the Authority and at the principal corporate trust office of the Trustee, and reference to the Act and the Resolution and any and all modifications and amendments thereof is made for a description of the pledge and covenants securing the Series 2014 Bonds, the nature, extent and manner of enforcement of such pledge, the rights and remedies of the registered owners of the Series 2014 Bonds with respect thereto and the terms and conditions upon which the Series 2014 Bonds are issued and may be issued thereunder.

As provided in the Resolution, Bonds may be issued from time to time pursuant to Series Resolutions 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 in the Resolution provided. The aggregate principal amount of Bonds which may be issued under the Resolution is not limited, and all Bonds issued and to be issued under the Resolution are and will be equally secured by the pledge and covenants made therein, except as otherwise provided or permitted in the Resolution.

The provisions of the Resolution or any resolution amendatory thereof or supplemental thereto may be modified or amended by the Authority in the manner and subject to the conditions and exceptions provided in the Resolution. The owner of this Bond shall have no right to enforce the provisions of the Resolution or to institute an action with respect to an event of default under the Resolution (an "Event of Default") or to institute, appear in, or defend any suit or other proceeding with respect thereto, except as provided in the Resolution.

The principal of the Series 2014 Bonds and interest accrued thereon may be declared due and payable in advance of maturity upon the happening of certain Events of Default specified in the Resolution, and any such declaration and its consequences may be rescinded and annulled, as provided in the Resolution.

This Series 2014 Bond is transferable, as provided in the Resolution, only upon the books of the Authority kept for that purpose at the principal trust office of the Bond Registrar, _____, by the registered owner hereof in person, or by his attorney duly authorized in writing, upon surrender hereof with a written

instrument of transfer in the form imprinted hereon or in such other form as shall be satisfactory to the Bond Registrar and duly executed by the registered owner or such duly authorized attorney, and thereupon and upon payment of the charges, taxes or fees in the resolution prescribed, a new registered bond or bonds of the same series, interest rate, maturity and aggregate principal amount shall be issued to the transferee in exchange therefor as provided in the resolution.

THE AUTHORITY, THE TRUSTEE AND ANY PAYING AGENT MAY DEEM AND TREAT THE PERSON IN WHOSE NAME THIS BOND IS REGISTERED AS THE ABSOLUTE OWNER HEREOF, WHETHER THIS BOND SHALL BECOME OVERDUE OR NOT, FOR THE PURPOSE OF RECEIVING PAYMENT OF, OR ON ACCOUNT OF, THE PRINCIPAL HEREOF AND INTEREST DUE HEREON AND FOR ALL OTHER PURPOSES.

The Series 2014 Bonds are issuable in the form of registered bonds without coupons in the denomination of \$5,000 or any integral multiple of \$5,000. In the manner, subject to the conditions and upon the payment of the charges provided in the Resolution, Series 2014 Bonds may be surrendered (accompanied by a written instrument of transfer satisfactory to the Bond Registrar duly executed by the registered owner or his attorney duly authorized in writing) in exchange for an equal aggregate principal amount of registered Series 2014 Bonds of the same interest rate and maturity and of any other authorized denomination.

The Series 2014 Bonds are [subject to redemption prior to maturity in whole or in part at the option of the Authority on any date on or after June 1, 2024 at a redemption price equal to one hundred percent (100%) of the principal amount thereof, together with accrued interest thereon up to but not including the redemption date.]

[The Series 2014 Bonds due June 1, _____ 2027 are subject to redemption, in part, on and after June 1, ____ in the respective principal amounts set forth below, at a redemption price equal to one hundred percent (100%) of the principal amount thereof, plus accrued interest, if any, to the Redemption Date, from mandatory sinking funding payments which are required to be made in amounts sufficient to redeem on each date shown below the principal amount of Series 2014 Bonds specified for each such date:

* Stated Maturity]

The Series 2014 Bonds due June 1, ____ are subject to redemption, in part, on and after June 1, ____ in the respective principal amounts set forth below, at a redemption price equal to one hundred percent (100%) of the principal amount thereof, plus accrued interest, if any, to the Redemption Date, from mandatory sinking funding payments which are required to be made in

amounts sufficient to redeem on each date shown below the principal amount of Series 2014 Bonds specified for each such date:

* Stated Maturity

NO RECOURSE SHALL BE HAD FOR THE PAYMENT OF THE PRINCIPAL OF OR THE INTEREST ON THE SERIES 2014 BONDS OR FOR ANY CLAIM BASED HEREON OR THEREON OR ON THE RESOLUTION, AGAINST ANY PAST, PRESENT OR FUTURE MEMBER, OFFICER, EMPLOYEE OR AGENT, AS SUCH, OF THE AUTHORITY OR OF ANY PREDECESSOR OR SUCCESSOR CORPORATION, EITHER DIRECTLY OR THROUGH THE AUTHORITY OR OTHERWISE, WHETHER BY VIRTUE OF ANY CONSTITUTION, STATUTE OR RULE OF LAW, OR BY THE ENFORCEMENT OF ANY ASSESSMENT OR PENALTY, OR OTHERWISE, ALL SUCH LIABILITY BEING, BY THE ACCEPTANCE HEREOF, EXPRESSLY WAIVED AND RELEASED.

THE SERIES 2014 BONDS DO NOT CONSTITUTE AND SHALL NOT BE A DEBT OF THE STATE OF NEW YORK OR OF THE COUNTY OF FRANKLIN, NEW YORK NOR ANY POLITICAL SUBDIVISION OR PUBLIC CORPORATION THEREIN AND NEITHER THE STATE OF NEW YORK NOR THE COUNTY OF FRANKLIN, NEW YORK NOR ANY POLITICAL SUBDIVISION OR PUBLIC CORPORATION THEREIN SHALL BE LIABLE THEREON. THE SERIES 2014 BONDS DO NOT GIVE RISE TO A PECUNIARY LIABILITY OR CHARGE AGAINST THE GENERAL CREDIT OR TAXING POWERS OF THE STATE OF NEW YORK OR OF THE COUNTY OF FRANKLIN, NEW YORK. THE AUTHORITY HAS NO TAXING POWER.

It is hereby certified, recited and declared that all conditions, acts and things required by law and the Resolution to exist, to have happened or to have been performed precedent to or in connection with the issuance of this Bond exist, have happened and have been performed and that the issue of Bonds of which this is one, together with all other indebtedness of the Authority, is within every debt and other limit prescribed by the laws of the State of New York.

This Series 2014 Bond shall not be entitled to any right or benefit under the Resolution or be valid or become obligatory for any purpose until the Certificate of Authentication hereon shall have been authenticated by execution by the Trustee or the Authenticating Agent.

[The remainder of this page intentionally left blank; signature page immediately follows.]

IN WITNESS WHEREOF, the County of Franklin Solid Waste Management Authority has caused this Series 2014 Bond to be duly executed in its name and on its behalf by the manual or facsimile signature of its Chairman (or Vice-Chairman) and its corporate seal to be impressed or reproduced hereon and attested by the manual or facsimile signature of its Secretary.

COUNTY OF FRANKLIN SOLID WASTE
MANAGEMENT AUTHORITY

[SEAL]

By: _____
Name: Henry Travers
Title: Chairman of the Board

ATTEST:

Corinne A. Fitzpatrick
Secretary/Vice Treasurer

CERTIFICATE OF AUTHENTICATION

This Series 2014 Bond is one of the bonds delivered pursuant to the within mentioned Resolution, and is one of the series of such bonds designated "Solid Waste System Revenue Bonds, Series 2014."

_____, as Trustee

By: _____
Authorized Signatory

Date of Authentication: _____, 2014

ASSIGNMENT FOR TRANSFER

FOR VALUE RECEIVED, the undersigned hereby sells, assigns and transfers unto (please insert name, address and social security or tax identification number of assignee): _____) the within Series 2014 Bond and does hereby irrevocably constitute and appoint _____ to transfer the said Series 2014 Bond on the books kept for registration thereof, with full power of substitution in the premises.

Dated: _____

NOTICE: The signature(s) on this assignment must correspond with the name(s) as it (they) appear(s) on the face of the within Bond in every particular.

In the presence of:
