

TOWNSHIP OF WASHINGTON,
Franklin County, Pennsylvania

RESOLUTION NO. 155

WHEREAS, Washington Township Municipal Authority (the "Authority") is a municipality authority existing under and governed by the Pennsylvania Municipality Authorities Act of 1945, approved May 2, 1945, P.L. 382, as amended and supplemented; and

WHEREAS, The Authority, pursuant to authority vested in it by law and pursuant to the request and consent of this Township: (a) heretofore acquired and/or constructed certain sewage collection, transmission, treatment and disposal facilities, including related facilities, for rendering sewage service in and for certain portions of this Township, which undertakings are referred to herein as the "Sewer System"; and (b) heretofore acquired certain existing water supply, transmission and storage facilities, including certain additions, extensions, alterations and improvements thereto, including certain related facilities, for rendering water service in and for certain portions of this Township, which undertakings are referred to herein as the "Water System"; and

WHEREAS, The Authority heretofore obtained three loans from the United States of America, acting through the Farmers Home Administration, United States Department of Agriculture (the "FmHA"), evidenced by a



Promissory Note in the maximum principal amount of \$4,923,000, the proceeds of which were applied for and toward payment of a portion of certain costs and expenses related to the acquisition and construction of the Sewer System, and two Promissory Notes in the maximum principal amounts of \$680,000, and \$1,500,000, respectively, the proceeds of which were applied for and toward certain costs and expenses related to the acquisition and construction of the Water System; and

WHEREAS, The Authority has determined to retire such Promissory Notes by issuance and sale of two series of revenue obligations to be designated as Sewer Revenue Bonds - Series of 1989 (the "Sewer Revenue Bonds") and Water Revenue Bonds - Series of 1989 (the "Water Revenue Bonds") (the Sewer Revenue Bonds and the Water Revenue Bonds being collectively referred to herein as the "Bonds"); and the Authority, in connection with such financing, has selected the underwriting firm of Janney Montgomery Scott, Inc. (the "Underwriter"), Philadelphia, Pennsylvania, as the underwriter; and

WHEREAS, The Authority, pursuant to power and authority vested in it by law and pursuant to the request of this Township, has determined to acquire and/or to construct certain additions, extensions, alterations and improvements to the Sewer System, in accordance with preliminary plans and specifications therefor, prepared by the firm of Herbert, Rowland & Grubic, Inc., Consulting Engineers, Harrisburg, Pennsylvania (the "1989 Capital Additions"); and

WHEREAS, The Underwriter contemplates presenting to the Authority, for consideration, a definitive proposal (the "Proposal") for purchase of the Bonds; and

WHEREAS, The Authority has requested the Board of Supervisors of this Township to make recommendations and to indicate its intention with respect to appropriate and required legal action and proceedings related to the issuance and sale of the Bonds and the 1989 Capital Additions.

NOW, THEREFORE, BE IT RESOLVED, by the Board of Supervisors of this Township, as follows:

1. This Township authorizes and requests the Authority to proceed with the required financing and the 1989 Capital Additions and this Township recommends to the Authority that the Authority accept the contemplated Proposal for the purchase of the Bonds, subject to the approval of the Authority.

2. This Township expresses its intention to take all necessary and appropriate legal action and proceedings which shall be required to enable the Authority to issue and to deliver the Bonds in accordance with terms, conditions and provisions of the Proposal, and to enable the Authority to satisfy all legal requirements in connection therewith. Without limiting the generality of the foregoing, this Township expresses

its intention to execute and to deliver all appropriate and required documents and to do and to perform any and all other acts appropriate and required in its behalf in order to enable the Authority to consummate the required financing.

3. This Township ratifies and confirms all action heretofore taken by the Authority in connection with such financing and the 1989 Capital Additions.

DULY RESOLVED this 17th day of April 1989, by the Board of Supervisors of Washington Township, Franklin County, Pennsylvania in lawful session duly assembled.

Township of Washington
Franklin County Pennsylvania


Paul G. Benchoff, Chairman

Attest:


Juanita L. Ausherman, Secretary

CERTIFICATE

I, the undersigned, Secretary of the Township of Washington, Franklin County, Pennsylvania (the "Township"), certify that: the foregoing is a true and correct copy of a Resolution of the Board of Supervisors of the Township (the "Board"), which Resolution duly was adopted by affirmative vote of the majority of all members of said Board at a meeting duly held according to law on April 17, 1989; said Resolution duly has been recorded in the minutes of such meeting; and said Resolution remains in effect, unaltered and unamended, as of the date of this Certificate.

I further certify that the Board of Supervisors of the Township met the advance notice requirements of the Sunshine Act, Act No. 1986-84 of the General Assembly of the Commonwealth of Pennsylvania, approved July 3, 1986, as amended, by advertising the time and place of said meeting and by posting prominently a notice of said meeting at the principal office of the Township or at the public building in which said meeting was held.

IN WITNESS WHEREOF, I set my hand and the official seal of the Township, this 4th day of May, 1989.


Secretary

(SEAL)