

## **SUSQUEHANNA TOWNSHIP AUTHORITY**

2012-1

### **A RESOLUTION**

DETERMINING TO UNDERTAKE A REFUNDING PROJECT OF THIS AUTHORITY AND PROVIDING FOR THE ACCEPTANCE OF A BOND PURCHASE CONTRACT BY THE INVESTMENT BANKING FIRM ACCEPTABLE TO THE AUTHORIZED OFFICERS OF THE AUTHORITY AS PROVIDED HEREIN; AUTHORIZING EXECUTION, ATTESTATION, ACKNOWLEDGMENT AND DELIVERY OF A THIRD SUPPLEMENTAL TRUST INDENTURE UPON CERTAIN TERMS AND CONDITIONS; AUTHORIZING ISSUANCE OF A SERIES OF GUARANTEED SEWER REVENUE BONDS OF 2012 (THE "SERIES OF 2012 BONDS") UNDER SAID THIRD SUPPLEMENTAL TRUST INDENTURE BETWEEN THIS AUTHORITY AND THE TRUSTEE (HEREINAFTER DEFINED), AND SPECIFYING THE SECURITY THEREFOR; AUTHORIZING THE AUTHORIZED OFFICERS OF THE AUTHORITY TO CONTRACT WITH A BANK OR BANK AND TRUST COMPANY TO SERVE AS TRUSTEE AND AS REGISTRAR AND PAYING AGENT WITH RESPECT TO THE SERIES OF 2012 BONDS; AUTHORIZING EXECUTION, ATTESTATION AND DELIVERY OF SAID SERIES OF 2012 BONDS TO THE TRUSTEE FOR AUTHENTICATION; REQUESTING THE TRUSTEE TO AUTHENTICATE AND DELIVER, AS APPROPRIATE, SAID SERIES OF 2012 BONDS; DIRECTING DISPOSITION OF PROCEEDS OF SALE OF SAID SERIES OF 2012 BONDS; AUTHORIZING PROCEEDING WITH THE UNDERTAKINGS OF THIS AUTHORITY CONTEMPLATED BY, AMONG OTHER THINGS, SAID THIRD SUPPLEMENTAL TRUST INDENTURE; AUTHORIZING AND REQUESTING THE TRUSTEE TO INVEST FUNDS HELD UNDER SAID THIRD SUPPLEMENTAL TRUST INDENTURE; AUTHORIZING AND APPROVING THE USE OF A PRELIMINARY OFFICIAL STATEMENT AND OFFICIAL STATEMENT TO BE PREPARED AND USED IN CONNECTION WITH THE MARKETING OF THE SERIES OF 2012 BONDS; AND RATIFYING CERTAIN ACTION HERETOFORE TAKEN AND AUTHORIZING OTHER NECESSARY ACTION.

WHEREAS, this Authority is a municipality authority incorporated pursuant to appropriate action of the governing body of the Township of Susquehanna, Dauphin County, Pennsylvania (the "City"), and is existing under and is governed by provisions of the Municipality Authorities Act, Act 22 of 2001, approved June 19, 2001, P.L. 287, No. 22, as amended and supplemented (the "Act"), of the Commonwealth of Pennsylvania (the "Commonwealth"); and

WHEREAS, this Authority, pursuant to powers vested in it by the Act has determined to undertake a refunding project (hereinafter defined), provided that the maximum interest rate to be payable upon the obligations to be issued to finance the refunding project shall not exceed six and fifty hundredths percent; and

WHEREAS, this Authority has determined to authorize for issuance a series of guaranteed sewer revenue bonds, i.e., Guaranteed Sewer Revenue Bonds - Series of 2012, to be dated as set forth in the Bond Purchase Contract (defined herein) in an aggregate principal amount not to exceed \$ 10,000,000 (the "Series of 2012 Bonds"), under and secured by a Third Supplemental Trust Indenture, amending and supplementing that certain Trust Indenture, dated as of July 15, 2004, as supplemented by a First Supplemental Indenture, dated as of December 1, 2007 and by a Second Supplemental Trust Indenture dated as of November 10 , 2009 which secure the Authority's Series of 2004 Bonds, Series of 2007 Bonds, and Series of 2009 Bonds, respectively (individually or collectively, as the case may be, the "Indenture"), between this Authority and a bank or bank and trust company appointed by this Authority as provided herein, as trustee (the "Trustee"), with proceeds from the sale thereof to be used for and toward payment of all costs and expenses of providing for the payment of a portion of principal, together with accrued interest thereon of the Series of 2007 Bonds maturing on October 1, 2017 and to call for redemption on April 1, 2013 as a whole, at the redemption price of 100% of principal amount, together with accrued interest to the date fixed for redemption of all or a portion of the outstanding Series of 2007 Bonds maturing on October 1 of each of the years 2013 to 2032, inclusive, all in accordance with the right and privilege reserved to this Authority in the Series of 2007 Bonds and under the Indenture all as provided for in the Indenture (collectively referred to herein as the ("Refunding Project")); and

WHEREAS, this Authority will authorize Concord Public Financial Advisors, Inc. ("Concord"), to obtain a bond purchase contract (the "Purchase Contract") by auction, by negotiation or by some similar process, with one or more investment banking firms acceptable to this Authority (the "Purchaser") as provided herein for the purchase of the Series of 2012 Bonds; and

WHEREAS, this Authority has determined to authorize the terms for acceptance of a Purchase Contract and to issue, insure and sell the Series of 2012 Bonds to the Purchaser.

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

1. This Authority hereby determines that it shall undertake the Project. This Authority hereby authorizes Concord to obtain a Purchase Contract of the Purchaser and hereby authorizes the acceptance of a Purchase Contract of the Purchaser for the sale of the Series of 2012 Bonds. The Chairman, Vice Chairman or Treasurer and Secretary or Assistant Secretary of this Authority, or the Executive Director of this Authority acting alone (the "Authorized Officers"), as appropriate, are authorized and directed to execute, to attest and to seal, as applicable, the Purchase Contract and to deliver a copy of the same to the Trustee upon the satisfactory review and approval of the same by Bond Counsel (defined below), the Authority Solicitor, Concord and the Authorized Officers.

2. This Authority shall issue, shall deliver and shall sell the Series of 2012 Bonds. The Series of 2012 Bonds shall be in the form, bear the interest rates, contain the interest payment dates, maturity dates and redemption provisions and have other terms and provisions as provided in the Indenture and the Purchase Contract; provided, however, that the interest payable on the Bonds shall not exceed six and fifty hundredths percent (6.50%). The Series of 2012 Bonds shall be substantially as provided therein and approved as provided in Paragraph 5.

3. The Series of 2012 Bonds shall be secured by the Indenture, to the extent and in the manner provided in the Indenture. Manufacturers and Traders Trust Company is appointed to act as trustee (the "Trustee") under the Indenture and to act as registrar and paying agent for the Series of 2012 Bonds.

This Authority shall enter into a Third Supplemental Trust Indenture with the Trustee, which amends and supplements that certain Trust Indenture, that certain First Supplemental Trust Indenture and that certain Second Supplemental Trust Indenture which secure the Authority's Series of 2004 Bonds, Series of 2007, and Series of 2009 Bonds, respectively, as shall be recommended by Bond Counsel defined herein. (When referred to herein, references to the "Indenture" shall be deemed to mean either the Indenture or a Supplemental Trust Indenture, as applicable, or both.)

The Indenture shall be in the form presented to the Authorized Officers by Bond Counsel with such changes therein as may be made and approved as provided in Paragraph 4. A copy of the Indenture shall be delivered to the Secretary of this Authority and shall be attached to this Resolution and is hereby made a part hereof by this reference.

4. The Authorized Officers are authorized and directed to execute, to attest, to seal, to acknowledge and to deliver, as applicable, the Indenture and to deliver the same to the Trustee for execution, attestation and acknowledgment, in the form so approved, or with such changes therein as the Authority Solicitor or the Authorized Officers of this Authority executing or attesting the Indenture may approve, their execution and delivery thereof to constitute conclusive evidence of such approval.

5. The Chairman or Vice Chairman of this Authority is authorized and directed to execute the Series of 2012 Bonds by manual or facsimile signature, and the Secretary or Assistant Secretary of this Authority, as appropriate, is authorized and directed to attest execution of the Series of 2012 Bonds by manual or facsimile signature; the seal of this Authority or a facsimile thereof shall be affixed upon the face of the Series of 2012 Bonds; and said officers of this Authority are authorized and directed to deliver the Series of 2012 Bonds to the Trustee for authentication. The Series of 2012 Bonds shall be in the form presented to the Authorized Officers by Bond Counsel with such changes therein as the Authority Solicitor and the Authorized Officers executing the same may approve, their execution and delivery thereof to constitute conclusive evidence of such approval.

6. The Trustee will be requested and is authorized to authenticate the Series of 2012 Bonds pursuant to the Indenture and to the instructions of the Purchaser and to deliver the Series of 2012 Bonds, as appropriate, upon the receipt of a written order or request of the Chairman or Vice Chairman and Secretary or Assistant Secretary of this Authority, as provided in the Indenture.

7. This Authority shall deposit or cause to be deposited with the Trustee the proceeds realized from the sale of the Series of 2012 Bonds as provided in the Indenture. The Authority hereby authorizes and approves the payment of all expenses incurred in connection with the issuance of the Series of 2012 Bonds and the transactions contemplated in the Purchase Contract, which expenses may be paid from the proceeds of the Series of 2012 Bonds as provided in the Indenture.

8. The Authorized Officers and other appropriate officers of this Authority are authorized and directed to proceed promptly with the

undertakings herein contemplated and deemed to be necessary or appropriate to effect, among other things, the issuance and sale of the Series of 2012 Bonds.

9. The Authorized Officers and other appropriate officers of this Authority are authorized, empowered and directed to execute and to deliver such other documents, certificates, instruments and agreements and to do such other things as may be necessary, proper or desirable in their judgment or in the judgment of the Authority Solicitor (i) to effect the financing of the Project and the other transactions contemplated hereby and thereby, and (ii) to carry out the provisions of the Indenture, including, but not limited to, taking such acts and executing such documents as may be necessary to comply with the requirements of Section 103 and 141 through 150 of the Internal Revenue Code of 1986, as amended (the "Code") and with any regulations applicable thereto. The Authorized Officers and other appropriate officers of this Authority are authorized to pay, or cause to be paid, the costs of issuance of the Series of 2012 Bonds, in accordance with the Purchase Contract and related loan documentation, on the date of issuance of the Series of 2012 Bonds.

10. The Authorized Officers of this Authority are hereby authorized and directed to execute, to attest, to seal, to acknowledge and to deliver, as applicable, any and all desirable, necessary or required documents, instruments, agreements, and certificates as are appropriate, and to take any and all necessary or desirable actions, (a) to effect, among other things, the issuance and sale of the Series of 2012 Bonds, and (b) to effect the resolutions recited herein.

11. This Authority hereby authorizes and requests the Trustee to invest all funds held under the Indenture in the manner contemplated by the Indenture.

12. If necessary, this Authority hereby approves the execution of one or more investment agreements or the acquisition of other investments (the "Investments") for the investment of the proceeds of the Series of 2012 Bonds. The Authority hereby authorizes and directs the Authorized Officers to execute and attest any investment agreement on behalf of this Authority, in the form approved by the Authority Solicitor and Bond Counsel of this Authority. In connection therewith, this Authority hereby authorizes Concord to act as bidding agent to solicit proposals for the investment of the proceeds of the Bonds and to award the investment of Bond proceeds on behalf of the Authority to the highest and best bidder.

13. The Authority hereby approves and ratifies the use of a Preliminary Official Statement and a Final Official Statement, and authorizes the execution of such Final Official Statement by the Chairman or Vice

Chairman. The Authority hereby authorizes the Authorized Officers of the Authority, upon advice of the Authority Solicitor, to designate the preliminary Official Statement as the "nearly final Official Statement" within the meaning of and at such time as required under Paragraph (b)(1) of Rule 15c2-12 of the Securities and Exchange Commission.

14. This Authority hereby appoints Mette, Evans & Woodside as Bond Counsel in connection with the issuance of the Series of 2012 Bonds. In addition, this Authority ratifies and confirms its appointment of Concord as financial advisor to the Authority in connection with the issuance of the Series of 2012 Bonds.

15. This Authority hereby covenants and agrees that it will comply with and carry out all of the provisions of the Continuing Disclosure Agreement. Notwithstanding any other provision of this Resolution, the failure of the Authority to comply with the Continuing Disclosure Agreement shall not be considered an event of default; however, as set forth in the Continuing Disclosure Agreement, Bondholders or Beneficial Owners may take such actions as may be necessary and appropriate including seeking mandate or specific performance by court order, to cause the Authority to comply with its obligations under this Section.

As used herein, the term "Continuing Disclosure Agreement" shall mean that certain Continuing Disclosure Agreement to be executed by the Authority in order to comply with Securities and Exchange Commission Rule 15c2-12, and dated the date of issuance and delivery of the Series of 2012 Bonds, as originally executed and as it may be amended from time to time in accordance with the terms thereof. As used herein, the term "Beneficial Owner" shall mean any person which has or shares the power directly, or indirectly, to make investment decisions concerning ownership of any Series of 2012 Bonds (including persons holding Series of 2012 Bonds through nominees, depositories, or other intermediaries).

16. This Authority approves, ratifies, and confirms all action heretofore taken by officers and other persons on behalf of this Authority in connection with the undertakings herein contemplated and authorizes the Trustee to pay the costs of issuance of the Series of 2012 Bonds at the settlement of the sale of the Series of 2012 Bonds.

17. This Resolution shall become effective immediately.

18. In the event any provision, section, sentence, clause or part of this Resolution shall be held to be invalid, such invalidity shall not affect or impair any remaining provision, section, sentence, clause or part of this

Resolution, it being the intent of this Authority that such remainder shall be and shall remain in full force and effect.

19. All resolutions or parts of resolutions inconsistent herewith expressly are repealed.

DULY ADOPTED, this 6<sup>th</sup> day of March, 2012, by the Board of the Susquehanna Township Authority, in lawful session duly assembled.

**SUSQUEHANNA TOWNSHIP AUTHORITY**

By: \_\_\_\_\_

Chairman

Attest: \_\_\_\_\_

(Assistant) Secretary