

**SUSQUEHANNA TOWNSHIP AUTHORITY**

2013.05

**RESOLUTION**

---

WHEREAS, Susquehanna Township Authority (the "Authority") is a municipality authority organized and existing under the Pennsylvania Municipality Authorities Act, 53 Pa. C.S. Ch. 56; and

WHEREAS, This Authority has determined to provide for the acquisition and construction of additions, alterations and improvements to this Authority's existing sanitary sewer collection and transportation system (the "2013 Improvement Projects"); and

WHEREAS, This Authority has determined to finance the costs and expenses of the 2013 Improvement Projects by issuance and sale of its Guaranteed Sewer Revenue Bond - Series of 2013, dated as of the date of initial delivery thereof, in the principal amount of \$10,000,000 (the "Bond"), to be issued as an additional bond under a Trust Indenture, dated as of July 15, 2004 (the "Original Indenture"), as supplemented by a First Supplemental Indenture, dated as of December 1, 2007 (the "First Supplemental Indenture"), by a Second Supplemental Indenture, dated as

of November 10, 2009 (the "Second Supplemental Indenture"), by a Third Supplemental Indenture, dated as of May 9, 2012 (the "Third Supplemental Indenture"), and by a Fourth Supplemental Indenture, dated as of September 16, 2013 (the "Fourth Supplemental Indenture"), each between this Authority and Manufacturers and Traders Trust Company (the "Trustee"), as trustee; and

WHEREAS, Fulton Bank, National Association (the "Purchaser") has submitted a bid for purchase of the Bond; and such bid has been analyzed by Concord Public Financial Advisors, Inc., Financial Advisor for this Authority, who has advised this Authority that the bid of the Purchaser is proper and complete in all respects; and

WHEREAS, The Board of this Authority desires to accept the bid of the Purchaser and to award the Bond to the Purchaser.

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

1. This Authority expresses its intention: (a) to proceed with the 2013 Improvement Projects with all due dispatch and diligence; and (b) to undertake the financing required in connection therewith.

2. This Authority accepts the bid of the Purchaser, as the same was presented to this meeting, and directs that the original thereof, together with copies of the schedules therewith, shall be attached hereto and made a part hereof. The bid of the Purchaser is accepted subject to conditions set forth therein; and the Chairman or Vice Chairman and Secretary or Assistant Secretary of this Authority are authorized and directed to execute and deliver a written acceptance thereof.

This Authority does hereby authorize the issuance of the Bond contemplated by the bid of the Purchaser in accordance with terms and provisions of the proposed Fourth Supplemental Indenture, which, together with the Original Indenture, as supplemented by the First Supplemental Indenture, the Second Supplemental Indenture and the Third Supplemental Indenture, will secure the Bond.

3. This Authority authorizes and directs the law firm of Mette, Evans & Woodside, Harrisburg, Pennsylvania, in conjunction with the Solicitor of this Authority, to do, perform and arrange all legal and related services necessary to enable this Authority to consummate issuance of Bond, including preparation and printing of the Bond and the required Fourth Supplemental Indenture.

4. Proper officers of this Authority are authorized and directed to take all action and to do all things necessary and proper in connection with issuance of the Bonds and the required financing of the 2013 Improvement Projects.

CERTIFICATE

I, the undersigned, Secretary of Susquehanna Township Authority (the "Authority"), certify: that the foregoing is a true and correct copy of a Resolution which duly was adopted by affirmative vote of a majority of all members of the Board of the Authority at a meeting duly held on August 6, 2013, at which meeting a quorum was present, after due notice to the members of the Board of the Authority and to the public and which was at all times open to the public; that said Resolution duly has been recorded in the minute book of the Authority; and that said Resolution is in full force and effect, without amendment, alteration or repeal, as of the date of this Certificate.

IN WITNESS WHEREOF, I set my hand and affix the official seal of the Authority, this 6<sup>th</sup> day of August, 2013.

  
Secretary

(SEAL)