

SUSQUEHANNA TOWNSHIP AUTHORITY

2013-06

A RESOLUTION

AUTHORIZING AND APPROVING A FOURTH SUPPLEMENTAL INDENTURE, DATED AS OF SEPTEMBER 16, 2013, BETWEEN THIS AUTHORITY AND MANUFACTURERS AND TRADERS TRUST COMPANY, AS TRUSTEE, TO A TRUST INDENTURE, DATED AS OF JULY 15, 2004, AS SUPPLEMENTED BY A FIRST SUPPLEMENTAL INDENTURE, DATED AS OF DECEMBER 1, 2007, BY A SECOND SUPPLEMENTAL INDENTURE, DATED AS OF NOVEMBER 10, 2009, AND BY A THIRD SUPPLEMENTAL INDENTURE, DATED AS OF MAY 9, 2012, EACH BETWEEN THIS AUTHORITY AND SAID TRUSTEE, AND SETTING FORTH THE FORM OF SAID FOURTH SUPPLEMENTAL INDENTURE; AUTHORIZING EXECUTION AND DELIVERY OF SAID FOURTH SUPPLEMENTAL INDENTURE; AUTHORIZING ISSUANCE OF \$10,000,000 PRINCIPAL AMOUNT OF A GUARANTEED SEWER REVENUE BOND - SERIES OF 2013 AND SPECIFYING THE SECURITY THEREFOR; AUTHORIZING EXECUTION OF SAID GUARANTEED SEWER REVENUE BOND - SERIES OF 2013 AND DELIVERY THEREOF TO SAID TRUSTEE FOR AUTHENTICATION; REQUESTING AUTHENTICATION AND DELIVERY OF SAID GUARANTEED SEWER REVENUE BOND - SERIES OF 2013 BY SAID TRUSTEE; DIRECTING DISPOSITION OF PROCEEDS OF SALE OF SAID GUARANTEED SEWER REVENUE BOND - SERIES OF 2013; DESIGNATING SAID GUARANTEED SEWER REVENUE BOND - SERIES OF 2013 AS A QUALIFIED TAX-EXEMPT OBLIGATION UNDER SECTION 265 OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED; AND AUTHORIZING OTHER NECESSARY ACTION.

WHEREAS, This Authority is a municipality authority existing under provisions of the Pennsylvania Municipality Authorities Act, 53 Pa. C.S. Ch. 56; and

WHEREAS, This Authority, pursuant to powers vested in it by law, heretofore acquired and constructed a complete sanitary sewage collection and

transportation system (the "Sewer System") for rendering sanitary sewer service in and for the Township of Susquehanna, Dauphin County, Pennsylvania (the "Township"); and

WHEREAS, This Authority heretofore entered into a Trust Indenture, dated as of July 15, 2004 (the "Original Indenture"), with Manufacturers and Traders Trust Company (the "Trustee") as trustee, and under which Original Indenture, this Authority assigned and transferred to and pledged with the Trustee, its successors and assigns, to the extent provided therein, all Receipts and Revenues from the Sewer System and all Receipts from Assessments, as such phrases are defined in the Original Indenture; and

WHEREAS, This Authority has determined to acquire and construct additions, alterations and improvements to its Sewer System, which undertakings are referred to herein as the "2013 Improvement Projects"; and

WHEREAS, This Authority has determined to issue \$10,000,000 principal amount of its Guaranteed Sewer Revenue Bond - Series of 2013, dated as of September 16, 2013 (the "Series of 2013 Bond"), with proceeds from sale thereof to be used for and toward: (1) payment of costs and expenses of the 2013 Improvement Projects; and (2) payment of all financing costs and expenses related to issuance of the Series of 2013 Bond; and

WHEREAS, The Township has indicated its intention to guaranty payment of principal of and interest on the Series of 2013 Bond; and

WHEREAS, The Series of 2013 Bond will be issued as an Additional Bond, as defined in the Original Indenture, under 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 the Trustee; and

WHEREAS, The Original Indenture provides, inter alia, that this Authority, under certain conditions, may issue Additional Bonds thereunder and under indentures supplemental thereto for the purpose of paying costs and expenses of the undertakings of this Authority contemplated by the 2013 Improvement Projects.

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

Section 1. This Authority authorizes and approves issuance of the Series of 2013 Bond, constituting an Additional Bond under the Original Indenture, to be issued under the Original Indenture, as supplemented by the First Supplemental Indenture, the Second Supplemental Indenture, the Third Supplemental Indenture and the Fourth Supplemental Indenture (collectively the "Indenture").

The Series of 2013 Bond shall be secured by the Original Indenture, as amended and/or supplemented from time to time, to the extent and in the manner provided in the Original Indenture, as amended or supplemented from time to time, shall be in the principal amount of \$10,000,000, shall be in the form, with the final maturity date and shall bear the interest rates, be subject to the redemption provisions and contain such other terms and provisions as are provided in the Indenture.

The Series of 2013 Bond shall be issued under, in accordance with and secured by the Indenture, and shall be issued for the purposes set forth in the Fourth Supplemental Indenture.

The Fourth Supplemental Indenture shall be in substantially the form presented to this meeting, which form is approved; and a copy of the Fourth Supplemental Indenture, in the form so presented to this meeting and so approved

shall be filed with the Secretary of this Authority for inspection at reasonable times by interested persons requesting such inspection.

Section 2. The Chairman or Vice Chairman and Secretary or Assistant Secretary of this Authority are authorized and directed, as applicable, to execute the Fourth Supplemental Indenture and to deliver the same to the Trustee for execution, in substantially the form presented to this meeting and so approved or with such changes as the officers of this Authority executing the Fourth Supplemental Indenture shall approve, their execution of the Fourth Supplemental Indenture to constitute conclusive evidence of such approval.

Section 3. The Trustee, as trustee under the Indenture, is appointed as registrar and paying agent for the Series of 2013 Bond.

Section 4. The Chairman or Vice Chairman and Secretary or Assistant Secretary of this Authority are authorized and directed to execute and to attest the Series of 2013 Bond by manual signatures and deliver the Series of 2013 Bond to the Trustee for authentication and delivery. The seal of this Authority shall be affixed upon the Series of 2013 Bond.

Section 5. The Trustee is requested and authorized to authenticate the Series of 2013 Bond pursuant to terms of the Indenture and to deliver the same upon written Order of this Authority. The Trustee is requested and authorized to

execute such other documents and to perform such acts as shall be necessary or desirable in order to carry out the intent and purpose of this Resolution.

Section 6. This Authority, upon receipt of proceeds derived from sale of the Series of 2013 Bond, from time to time, shall transfer and pay over the same to the Trustee as required by the Original Indenture, as supplemented by the Fourth Supplemental Indenture.

Section 7. This Authority confirms the assignment, transfer and pledge under the Original Indenture and any supplements and amendments thereto of all right, title and interest of this Authority in and to the Receipts and Revenues from the Sewer System and all Receipts of Assessments, as defined in the Original Indenture.

Section 8. GHD Inc., Consulting Engineers of this Authority, and Caldwell & Kearns, Solicitors of this Authority, each are authorized and requested to make and deliver such documents as are required by the Original Indenture, as supplemented, in connection with issuance of the Series of 2013 Bond.

Section 9. Proper officers of this Authority are authorized and directed to proceed with the 2013 Improvement Projects with all due dispatch and diligence.

Section 10. This Authority hereby determines for purposes of the Internal Revenue Code of 1986, as amended, that the Series of 2013 Bond shall be and hereby is designated as a “qualified tax exempt obligation” to the extent the Series of 2013 Bond is acquired by any “financial institution”, as defined in Section 265(b)(5) of the Internal Revenue Code of 1986, as amended, and the applicable regulations and rulings thereunder and corresponding provisions of any Federal tax laws from time to time proposed or enacted and at the time applicable or proposed to be applicable.

This Authority hereby reasonably anticipates that the total amount of qualified tax exempt obligations (other than private activity bonds) which will be issued by it and all subordinate entities during the calendar year 2013 will not exceed \$10,000,000, within the meaning of and computed as provided in Section 265(b)(3) of the Internal Revenue Code of 1986, as amended, and the applicable regulations and rulings thereunder and corresponding provisions of any Federal tax laws from time to time proposed or enacted and at the time applicable or proposed to be applicable.

This Authority hereby represents that it is a qualified small issuer within the meaning of Section 265(b)(3)(C) of the Internal Revenue Code of 1986, as amended.

Section 11. The Chairman or Vice Chairman and Secretary or Assistant Secretary of this Authority are authorized and directed to approve for

payment by the Trustee of bills relating to costs and expenses of issuance of the Series of 2013 Bond, subject to review by the Chairman or Vice Chairman of this Authority.

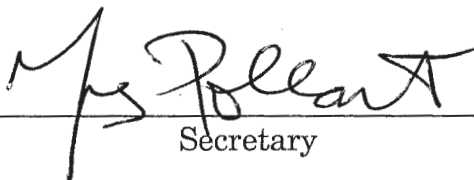
Section 12. Proper officers of this Authority are authorized and directed to do such further acts and things as may be necessary or expedient in order to carry out the terms of the Indenture and all related documents and the intent and purpose of this Resolution.

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 6th day of August, 2013.

(SEAL)


Secretary