

SUSQUEHANNA TOWNSHIP AUTHORITY

RESOLUTION

2014-04

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

WHEREAS, This Authority heretofore entered into a Trust Indenture, dated as of July 15, 2004, as amended and supplemented by a First Supplemental Indenture, dated as of December 1, 2007 (the "Original Indenture"), by a Second Supplemental Indenture, dated as of November 10, 2009, by a Third Supplemental Indenture, dated as of May 9, 2012, and by a Fourth Supplemental Indenture, dated as of September 16, 2013, each between the Authority and Manufacturers and Traders Trust Company (the "Trustee"), as trustee, to secure sewer revenue bonds and sewer assessment revenue bonds of this Authority; and

WHEREAS, This Authority heretofore issued under the Original Indenture, as supplemented, inter alia, a series of sewer revenue bonds, designated as Guaranteed Sewer Revenue Bonds - Series of 2009, in the aggregate principal amount of \$8,420,000 (the "Bonds"), dated as of November 10, 2009, a portion of which Bonds presently remain outstanding; and

WHEREAS, This Authority has determined to refinance its indebtedness represented by the Bonds by issuance of a sewer revenue bond to be

designated as Guaranteed Sewer Revenue Bond - Series of 2014, in the principal amount of \$6,430,000, dated as of November 3, 2014 (the "Series of 2014 Bond"), which Series of 2014 Bond will be issued under and secured by the Original Indenture as further amended and supplemented, the proceeds of which will be applied to payment upon redemption on November 15, 2014, of all outstanding Bonds maturing on October 1 of each of the years 2015 to 2020, inclusive, and 2026 and of paying costs and expenses of the financing.

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

1. This Authority does elect to exercise its option to call for redemption and does call for redemption on November 15, 2014, at the redemption price of 100% of principal amount, together with accrued interest to November 15, 2014, \$6,325,000 aggregate principal amount of the Bonds, being all of the outstanding Bonds maturing on October 1 of each of the years 2015 to 2020, inclusive, and 2026, all in accordance with the right and privilege reserved to this Authority in the Bonds and under the Original Indenture, as supplemented.

The date fixed for redemption of the Bonds so called for redemption is determined and established to be and shall be November 15, 2014.

Such redemption shall be accomplished in the manner and upon terms and conditions provided in the Original Indenture, as supplemented, and shall have the effect provided in the Original Indenture, as supplemented.

2. This Authority does authorize and direct proper officers of this Authority to give irrevocable instructions to the Trustee to deliver, by United States mail, postage prepaid, an appropriate Notice of Redemption with respect to the redemption of the Bonds so called for redemption, at the time provided in the Original Indenture, to the registered owner of the Bonds at the time of such mailing, at such address as shall appear upon the registry books maintained under the Original Indenture, as supplemented, with respect to the Bonds, all as provided in the Original Indenture, as supplemented.

3. On or before November 4, 2014, this Authority shall deposit or shall cause to be deposited with the Trustee an amount of moneys which shall be sufficient to effect the redemption on November 15, 2014, of all then outstanding Bonds called for redemption, together with accrued interest to such date.

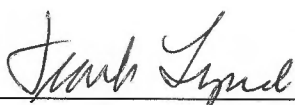
4. Proper officers of this Authority, on or before November 4, 2014, shall comply with any requirements of the Original Indenture, as amended and supplemented, related to the redemption of the Bonds so called for redemption.

5. The Secretary or Assistant Secretary of this Authority is directed to notify the Trustee of the action taken and authorized in this Resolution by delivering to the Trustee a copy of this Resolution, duly certified by the Secretary or Assistant Secretary of this Authority under the corporate seal of this Authority.

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 September 9, 2014, 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 9th day of September, 2014.



Secretary

(SEAL)