

SMITHFIELD SEWER AUTHORITY

RESOLUTION NO. 2-2015

WHEREAS, Smithfield Sewer Authority (the “Authority”) is a municipality authority existing under and governed by the Pennsylvania Municipality Authorities Act (53 Pa.C.S. Ch. 56), as amended and supplemented; and

WHEREAS, The Township of Smithfield, Monroe County, Pennsylvania (the “Township”), is a political subdivision (township of the second class) existing under the laws of the Commonwealth of Pennsylvania; and

WHEREAS, This Authority desires to reduce its existing payment obligations under a Subsidy Agreement, dated as of March 2, 2010 (the “2010 Subsidy Agreement”) on the portion of the Township’s General Obligation Bonds, Series of 2010 (the “2010 Sewer Bonds”); attributable to this Authority’s sanitary sewer system (the “Sewer System”) and

WHEREAS, The Township has agreed to refinance the 2010 Sewer Bonds, from the proceeds of a portion of its General Obligation Bonds, Series of 2015 (the “2015 Bonds”), identified in the Ordinance enacted by the Township on March 24, 2015 (the “2015 Bond Ordinance”), which authorized and secures the 2015 Bonds; and

WHEREAS, This Authority and the Township have engaged Public Financial Management Inc. (the “Financial Advisor”) to serve as financial advisor, and RBC Capital Markets LLC (the “Underwriter”) to serve as underwriter, in connection with the 2015 Bonds, including the portion of the 2015 Bonds attributable to the Sewer System (the “2015 Sewer Bonds”), and

WHEREAS, The Township has accepted a Bond Purchase Agreement from the Underwriter, approved by the Financial Advisor, to purchase the 2015 Sewer Bonds, in accordance with the 2015 Bond Ordinance; and

WHEREAS, This Authority, in connection with said refinancing, has determined to authorize a Subsidy Agreement, to be dated the date of the 2015 Sewer Bonds (the “2015 Subsidy Agreement”), with the Township, which shall require this Authority to periodically pay specified sums to the Township equal to the debt service due on the 2015 Sewer Bonds; and

WHEREAS, The Township has requested the Board of this Authority to take appropriate action to enter into the 2015 Subsidy Agreement.

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

1. This Authority respectfully requests that the Township proceed with refunding the 2010 Sewer Bonds, and issue the 2015 Sewer Bonds under the 2015 Bond Ordinance.

2. This Authority shall take all necessary and appropriate legal action and proceedings required to enable the Township to issue and to deliver the 2015 Sewer Bonds in accordance with the 2015 Bond Ordinance, including entering into the 2015 Subsidy Agreement.

The 2015 Subsidy Agreement shall be substantially in the form presented to this meeting, which form is approved, together with the final payment amounts due on the 2015 Sewer Bonds and such other changes therein as shall be approved by the Solicitor to this Authority and the officers of this Authority executing the same, their execution and delivery thereof to constitute conclusive evidence of such approvals. The Chairman or Vice Chairman and the Secretary or Assistant Secretary,

respectively, of this Authority are hereby authorized to execute, to attest and to seal, as appropriate, and to deliver the 2015 Subsidy Agreement.

3. Proper officers of this Authority are authorized and directed to execute and to deliver such other documents and to do such other things as may be necessary to comply, or to enable the Township to comply, with the terms and provisions of the 2015 Bond Ordinance and as may be necessary or appropriate to comply, or to evidence compliance, with requirements of Section 103(b)(2) and Section 148 of the Internal Revenue Code of 1986, as amended (the "Code"), and with regulations implementing said Sections, and the intent and purpose of this Resolution.


4. This Authority shall comply, together with the Township, with the Continuing Disclosure Certificate delivered in connection with the 2015 Bonds in accordance with Securities and Exchange Commission Rule 15c2-12.

5. Without limiting the generality of the foregoing, this Authority expresses its intention to execute and to deliver all other 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 Township to issue the 2015 Sewer Bonds and retire the 2010 Sewer Bonds.


6. This Authority ratifies and confirms all action heretofore taken by the Authority and the Township in connection with refinancing the 2010 Bonds and entering into the 2015 Subsidy Agreement.

DULY ADOPTED, this 13th day of April, 2015, by the Board of Smithfield Sewer Authority, in lawful session duly assembled.

SMITHFIELD SEWER AUTHORITY

By: 
(Vice) Chairman

ATTEST:


Asst. Secretary

(SEAL)

CERTIFICATE

I, the undersigned, Secretary of Smithfield Sewer 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 special meeting of said Board duly convened and held according to law on April 13, 2015, at which meeting a quorum was present; that said Resolution duly has been recorded in the minutes 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.

I further certify that the Board of the Authority met the advance notice requirements of the Sunshine Act, 65 Pa.C.S. §701 *et seq.*, by advertising said meeting and by posting prominently a notice of said meeting at the principal office of the Authority or at the public building in which said meeting was held, all in accordance with such Act.

IN WITNESS WHEREOF, I set my hand and affix the official seal of the Authority,
this 30th day of April, 2015.



asst. Secretary

(SEAL)