

RESOLUTION NO 94-06

AUTHORIZING THE SECURING OF A LOAN FROM THE PENNSYLVANIA INFRASTRUCTURE INVESTMENT AUTHORITY ("AUTHORITY") BY THE BORROWER, IN AN AGGREGATE PRINCIPAL AMOUNT OF UP TO \$799,157.00 (THE "LOAN") FOR THE PURPOSE OF PROVIDING FUNDS TO FINANCE THE COST OF THE CONSTRUCTION AND REHABILITATION, OF THE SEWER SYSTEM ("SYSTEM") OF THE BORROWER, TO PAY COSTS AND EXPENSES OF SECURING SUCH LOAN; AUTHORIZING THE EXECUTION AND DELIVERY OF A PLEDGE OF FULL FAITH AND CREDIT AND OF THE GROSS REVENUES AND RECEIPTS; APPROVING THE FORM, TERMS AND CONDITIONS OF THE LOAN DOCUMENTS; AUTHORIZING THE EXECUTION OF THE LOAN DOCUMENTS AND PROVIDING FOR THE AUTHENTICATION AND DELIVERY THEREOF; AND THE DISPOSITION OF THE PROCEEDS RECEIVED AND TO BE RECEIVED FROM THE LOAN.

WHEREAS, the WEST MIFFLIN SANITARY SEWER MUNICIPAL AUTHORITY (the "Borrower") has determined that there is a need for the construction and rehabilitation of the sewer system (the "System") in and for portions of Dravosburg Borough, Duquesne City, Munhall Borough, West Mifflin Borough and Whitaker Borough, Allegheny County, Pennsylvania; and

WHEREAS, in order to provide funds for and toward the cost of the construction and rehabilitation of the System and to pay the costs and expenses in connection of securing the Loan, the Borrower intends to secure said Loan, and to execute a promissory note ("Note"), loan agreement, ("Loan Agreement") and other loan documents that are deemed by the Authority to be necessary (collectively referred to as the "Loan Documents"), and to take all other action necessary and required by the Authority to obtain the Loan, in a principal amount of up to \$799,157.00, to be secured under the terms of the Loan Documents;

WHEREAS, in order to secure the payment of the principal of, and interest on, the Loan and any other costs or expenses of the Borrower associated with the Loan, the Borrower intends to pledge its full faith and credit and grant a lien and security interest in all the Borrower's gross revenues and receipts from the System, as well as the proceeds therefrom, and intends to pledge all other gross revenues and receipts of the Borrower, regardless of their origin, to the Authority under the Loan Documents.

NOW, THEREFORE, the Board of the Borrower hereby resolves as follows:

Section 1. For the purpose of providing funds to finance the cost of the construction and rehabilitation of the System and to pay costs and expenses in connection with the Loan, the Borrower hereby authorizes the execution of all Loan Documents and the taking of all action necessary and required by the Authority to obtain the Loan in a principal amount of up to \$799,157.00, pursuant to the provisions of the Pennsylvania Municipality Authorities Act of May 2, 1945, P.L. 382, as amended, and pursuant to the provisions of the Loan Documents.

Section 2. The Loan shall be secured by the Loan Documents from the Borrower to the Authority, and to the extent and in the manner therein set forth, a pledge and a security interest in

all gross revenues and receipts of the Borrower derived from or in connection with the System, as well as a pledge of all other revenues and receipts of the Borrower for the payment of costs of the Borrower, and for the payment of principal of, and interest on, the Loan. In addition, the Borrower shall accept the Loan as a general obligation and pledge its full faith and credit to the repayment of the Loan.

The Loan Documents shall not in any manner pledge the full faith and credit or taxing power of the Commonwealth of Pennsylvania, nor shall it be deemed to be an obligation of the Commonwealth of Pennsylvania, nor shall the Commonwealth be liable for the payment of the principal of, or interest on, such obligation, but it shall be secured upon and payable from the gross revenues and receipts of the Borrower derived from the System and from such other moneys as may be made available for the purpose of repaying the Loan.

Section 3. The form, terms and conditions of the Loan Documents prepared by counsel for the Borrower and the Authority, to be substantially in the form as submitted to this meeting, are hereby approved. The Chairman or Vice-Chairman of the Borrower is hereby authorized to execute the Loan Documents in such form on behalf of said Borrower, subject to such changes and modifications, if any, as may be approved by such Chairman or Vice-Chairman, the execution of the Loan Documents to be conclusive evidence of such approval, and the Secretary or Assistant Secretary is hereby authorized to cause the corporate seal of said Borrower to be affixed thereto and to attest the same. The Chairman or Vice-Chairman of the Borrower is further authorized to acknowledge the same on behalf of said Borrower and to deliver said Loan Documents to the Authority.

Section 4. The Loan shall be repaid in the amounts and on certain dates, all as set forth in the Loan Documents as submitted to this meeting. The Loan is also subject to early repayment as provided in the Loan Documents.

Section 5. The application for the Loan ("Application") in the form submitted to this meeting is hereby approved with such subsequent, necessary and appropriate variations, omissions and insertions, if any, as may be approved by the Chairman or Vice-Chairman; and the Chairman or Vice-Chairman is hereby authorized to sign said Application, amended as aforesaid, on behalf of the Borrower. The review of the Application and any amendments, by the Authority, as well as any investigation required by the Authority, in connection with the Loan, are hereby authorized.

Section 6. Upon receipt, the proceeds from the Loan in this Resolution authorized to be secured, shall be applied by the Borrower under the terms and conditions set forth in the Loan Documents.

Section 7. The proper officers of the Borrower are hereby authorized, empowered and directed on behalf of the Borrower to execute any and all papers and documents and to do and cause to be done any and all actions and things necessary or proper for the execution or carrying out of this Resolution, of the Loan Documents and in the Application and securing of the Loan.

Section 8. All resolutions or parts of resolutions inconsistent herewith be and the same are hereby rescinded, cancelled and annulled.

I, Leah Mangino, Secretary of West Mifflin Sanitary Sewer Municipal Authority, Allegheny County, Pennsylvania, DO HEREBY CERTIFY that the foregoing is a true, correct and complete copy of a Resolution which was duly and unanimously adopted by the Borrower at a public meeting of said Borrower held on June 1, 2006, after notice thereof had been duly given as required by law, at which meeting a quorum was present and voting and is now in full force and effect on the date of this certification.

IN WITNESS WHEREOF, I have hereunto set my signature as such official and affixed the seal of said Borrower this 1st day of June 2006.

Leah Mangino, Secretary