

WEST MIFFLIN SANITARY SEWER MUNICIPAL AUTHORITY

BOND RESOLUTION 138-14

WHEREAS, the West Mifflin Sanitary Sewer Municipal Authority (the "Authority") is a public body politic incorporated exercising public power under the Commonwealth of Pennsylvania duly organized and validly existing under the provisions of the Municipality Authorities Act of 1945, Act of May 2, 1945 (P.L. 382, No. 164), as amended and re-enacted as the Municipality Authorities Act, Act 22 of 2001, and codified at 53 Pa.C.S.A. § 5601, et seq. as amended; and

WHEREAS, in order to provide funds for certain capital improvements to the sewer system, to advance refund the portion of the outstanding Authority's Sewer Revenue Bonds, Refunding Series of 2009 (the "Refunded Bonds"), to terminate the First Amendment to the Debt Service Forward Delivery Agreement by and among Wells Fargo Bank, N.A. as Trustee, the Authority, U.S. Bank National Association and Wachovia Bank, National Association, which was succeeded by Wells Fargo Bank, N.A., as the Provider, dated as of October 9, 2009 (the "Forward Delivery Agreement"), and to pay the costs of issuance (collectively the "Project"), the Authority wishes to issue its Revenue Bonds, Refunding Series A of 2014 (the "2014A Bonds"); and

WHEREAS, in order to provide funds for the termination of the ISDA Master Agreement between Wachovia Bank National Association, succeeded by Wells Fargo Bank, N.A. dated as of May 12, 2005, as amended by the First Amendment to ISDA Master Agreement, dated as of November 2, 2009 related to the notional amount of the Authority's Sewer Revenue Bonds, Refunding Series of 2009 (the "Swap Agreement"), and to pay the costs of issuance (collectively the "Swap Termination"), the Authority wishes to issue its Revenue Bonds, Federally Taxable Series B of 2014 (the "2014B Bonds" and collectively with the 2014A Bonds, the "Bonds"); and

WHEREAS, the Authority's Sewer Revenue Bonds, Refunding Series of 2009 (the "2009 Bonds") were issued pursuant to Trust Indenture (the "Original Indenture") by and between the Authority and Wells Fargo Bank, N.A. (the "Trustee"), dated as of September 15, 2009;

WHEREAS, to provide for the issuance of the Bonds, it will be necessary for the Authority to enter into a First Supplemental Indenture (the "First Supplemental Indenture" and together with the Original Indenture shall be referred to as the "Indenture") by and between the Authority and Wells Fargo Bank, N.A. (the "Trustee"); and

WHEREAS, Piper Jaffray & Co. (the "Underwriter") has presented to the Authority a contract of purchase (the "Purchase Contract") for the purchase of the Bonds; and

WHEREAS, the Bonds will also be secured by a Bond Insurance Policy to be issued by Assured Guaranty Municipal Corp. (the "Bond Insurer") pursuant to a commitment from the Bond Insurer, dated October 28, 2014 (the "Commitment"); and

WHEREAS, the Authority desires to authorize appropriate officers to execute documents and to do other necessary acts to effectuate the Project and the Swap Termination.

NOW, THEREFORE, BE IT RESOLVED AND IT IS HEREBY RESOLVED as follows:

1. The Authority hereby accepts the proposal of the Underwriter to purchase the Bonds on the terms and conditions set forth in the Purchase Contract, subject to the approval of the Solicitor and Bond Counsel. The Chairman, Vice Chairman or General Manager are hereby authorized to execute the Purchase Contract in the name and on behalf of the Authority and, if applicable, the Secretary or Assistant Secretary/Treasurer of the Authority are hereby authorized to affix the seal of the Authority to the Purchase Contract when so executed, and to attest the same and to deliver an executed counterpart of the Purchase Contract to the Underwriter. Upon the execution and delivery of the Purchase Proposal, the following provisions shall become effective.

2. The Authority authorizes and directs the issuance of the appropriate series of bonds which shall be designated the West Mifflin Sanitary Sewer Municipal Authority, Sewer Revenue Bonds, Refunding Series A of 2014 and the West Mifflin Sanitary Sewer Municipal Authority, Sewer Revenue Bonds, (Federally Taxable) Series B of 2014 in the principal amounts as stated in the Purchase Contract, which Bonds shall be fully registered Bonds and will be entitled to the security provided in the Indenture and will be paid out of the receipts and revenues pledged under the Indenture to the extent therein provided. The Bonds will be fixed rate, will bear interest at the rates and have the yields to maturity and will mature on the dates and in the amounts set forth in the Purchase Contract and will be substantially in the forms and contain such other terms and provisions including provisions for redemption as described in the Purchase Contract and will be more fully set forth in the Indenture.

3. In order to provide for the issuance of the Bonds as set forth herein and to establish the terms and conditions upon which the Bonds may be issued and delivered and the terms and conditions upon which the Bonds are secured, the Authority shall execute and the proper officers are hereby authorized to deliver to Wells Fargo Bank, N.A., as Trustee (the "Trustee"), the First Supplemental Indenture, in proper form as approved by the Solicitor and containing terms substantially described in the Purchase Contract and the Preliminary Official Statement of the Authority.

4. The Chairman or Vice-Chairman of the Authority is authorized, empowered and directed to execute the Bonds by his/her manual or facsimile signature in the name and on behalf of the Authority, the Authority's seal, or a facsimile thereof, is hereby authorized and directed to be affixed or imprinted thereon, and any officer of the

Authority (other than the officer executing the Bonds) is authorized, empowered and directed to attest said seal or a facsimile thereof by his/her manual or facsimile signature.

5. The Chairman or Vice-Chairman and Secretary or Assistant Secretary/Treasurer of the Authority are authorized and directed to direct the Trustee to authenticate all of the Bonds and to deliver the Bonds when so authenticated, to the Underwriter upon receipt therefor for the purchase price as shown in the Purchase Contract.

6. The Authority hereby authorizes the undertaken and completion of the Project and the "Construction Project", as defined in the Indenture.

7. The appropriate officers of the Authority are authorized and directed to execute all documents, certificates and agreements and to perform all other acts and do all other things necessary and proper to be done in connection with the issuance, sale and delivery of the Bonds and all other matters contemplated by the Purchase Contract.

8. All expenses incurred by the Authority in connection with the issuance of the Bonds and the implementation of other matters described in this Bond Resolution shall be paid out of the proceeds derived from the issuance of the Bonds and from funds held under the Indenture. The proper officers of the Authority are hereby authorized to pay, or cause the Trustee to pay, all fees and expenses incurred by the Authority in connection with the issuance of the Bonds and the other transactions contemplated in this Resolution.

9. Wells Fargo Bank, N.A is hereby appointed Trustee, Paying Agent and Registrar for the Bonds.

10. The Authority hereby appoints the Law Offices of Wayne D. Gerhold as Bond Counsel for the purpose of rendering any and all necessary opinions with respect to the Bonds.

11. The Authority hereby ratifies the preparation of the Preliminary Official Statement to be used in connection with the sale of the Bonds, the distribution of the Preliminary Official Statement by the Underwriter and authorizes the distribution of the final Official Statement in such form as is approved by the Solicitor and Bond Counsel.

12. The Authority hereby designates, Piper Jaffray & Co. as the Underwriter of the Bonds.

13. The Authority hereby agrees to purchase and hereby ratifies and authorizes the Chairman, the Vice-Chairman or the General Manager to accept the Commitment of the Bond Insurer to issue a municipal bond issuance policy insuring the Bonds and direct that the appropriate premium be promptly paid at the settlement of the sale of the Bonds. The legend indicating the existence of such policy shall be printed on the Bonds in the form required by the Bond Insurer. All terms and conditions required by

the Commitment shall be incorporated into this Resolution and are incorporated herein by reference as though set forth at length.

14. All resolutions or parts of resolutions inconsistent herewith are hereby rescinded, cancelled or annulled.

15. The Chairman or Vice Chairmen are hereby authorized to enter in to an Escrow Trust Agreement with Wells Fargo Bank, N.A. to provide for the payment of interest and principal of the Refunded Bonds until their call for redemption on August 1, 2016.

16. The Chairman, Solicitor, Bond Counsel, Underwriter, Trustee, Paying Agent and all necessary other parties, are hereby authorized, empowered and directed to do all acts and things necessary to effectuate the purposes of this Resolution.

RESOLVED this 6th day of November, 2014

ATTEST:

WEST MIFFLIN SANITARY SEWER  
MUNICIPAL AUTHORITY

David Taitler  
Secretary

Leonard Zesf  
Chairman