

WEST MIFFLIN SANITARY SEWER MUNICIPAL AUTHORITY

BOND RESOLUTION 104-10

April 7, 2016

WHEREAS, West Mifflin Sanitary Sewer Municipal Authority (the "*Authority*") is a body politic and corporate, exercising public powers of the Commonwealth of Pennsylvania (the "*Commonwealth*"), duly organized and validly existing under the provisions of the Municipality Authorities Act, as amended; and

WHEREAS, current interest rates may present the Authority with the opportunity for savings through the refinancing of all or a portion of the Authority's outstanding Sewer Revenue Bonds, Series of 2009 (the "*Prior Bonds*"); and

WHEREAS, the Authority also has determined to undertake construction and acquisition of certain capital improvements to the Authority's Sewer System (the "*2016 Capital Projects*"); and

WHEREAS, the Authority proposes to issue its Sewer Revenue Bonds, Series of 2016, in one or more series and in an aggregate principal amount not to exceed \$10,000,000 (the "*2016 Bonds*"), the proceeds of which are to be used to finance the costs of a project consisting of (i) the refunding of the Prior Bonds, (ii) financing the costs of the 2016 Capital Projects, and (iii) paying all or a portion of the costs of issuing and insuring the 2016 Bonds (together, the "*Project*"); and

WHEREAS, the Authority proposes that the 2016 Bonds will be issued pursuant to the Trust Indenture dated as of September 15, 2009 (as previously supplemented, the "*Original Indenture*") by and between the Authority and Wells Fargo Bank, N.A., as trustee (the "*Trustee*"), and a Second Supplemental Trust Indenture expected to be dated as of May 1, 2016 by and between the Authority and the Trustee (the "*Supplemental Indenture*" and, together with the Original Indenture, the "*Indenture*"); and

WHEREAS, the Authority proposes to sell the 2016 Bonds to investors through and pursuant to a Bond Purchase Contract (the "*Bond Purchase Contract*") by and between the Authority and Piper Jaffray & Co. (the "*Underwriter*"); and

WHEREAS, the Underwriter proposes to offer and sell the 2016 Bonds through and pursuant to a preliminary official statement (the "*Preliminary Official Statement*") and a final official statement (the "*Official Statement*"); and

WHEREAS, the Authority may solicit commitments from a municipal bond insurance company ("*Bond Insurer*") for municipal bond insurance to insure the payment of principal of and interest on the 2016 Bonds; and

WHEREAS, certain actions are required to be taken by the Authority as a prerequisite to the issuance and sale of the 2016 Bonds and the refunding of the Prior Bonds.

NOW, THEREFORE, BE IT RESOLVED by the West Mifflin Sanitary Sewer Municipal Authority as follows:

Section 1. AUTHORIZATION OF ISSUANCE OF THE 2016 BONDS. The Authority hereby authorizes the issuance of the 2016 Bonds, in one or more series and in an aggregate principal amount not

to exceed \$10,000,000 under the Indenture, to be designated generally as "**West Mifflin Sanitary Sewer Municipal Authority, Sewer Revenue Bonds, Series of 2016**", provided that the issuance of the 2016 Bonds shall be authorized only if the proper officers of the Authority determine that the refunding of the Prior Bonds with proceeds of the 2016 Bonds will achieve net present value savings of at least three percent (3%), and the purchase price paid for the 2016 Bonds by the Underwriter is not less than 95% of the par amount of the 2016 Bonds. The 2016 Bonds will be fully registered bonds, dated their date of issuance, entitled to the security provided in the Indenture, and will be paid out of the receipts and revenues from the Authority's sewer system pledged under the Indenture to the extent therein provided. The 2016 Bonds will mature, bear interest and be subject to redemption, all as described in the Indenture and the Bond Purchase Contract.

Section 2. APPROVAL OF THE EXECUTION AND DELIVERY OF THE SUPPLEMENTAL INDENTURE AND BOND PURCHASE CONTRACT. The Chairman or Vice Chairman of the Board of the Authority is each hereby authorized and directed to execute and deliver, and (where applicable) the Secretary or Assistant Secretary is hereby authorized and directed to affix the corporate seal of the Authority to and attest, the Supplemental Indenture and the Bond Purchase Contract, in substantially such forms as shall be reviewed and approved by the Authority Solicitor and the officers executing the same, such approval to be evidenced by their execution thereof, and to be conclusive for all purposes. The Chairman or Vice Chairman of the Board of the Authority is each hereby further authorized and directed to execute and deliver, and (where applicable) the Secretary or Assistant Secretary is hereby authorized and directed to attest, such agreements (including without limitation an escrow agreement relating to the Prior Bonds) and notices as are necessary, in the opinion of the Authority's Bond Counsel, to facilitate the Project.

Section 3. APPROVAL OF THE FORM OF 2016 BONDS. The form of the 2016 Bonds provided in the Supplemental Indenture shall be in such form as the Chairman or Vice Chairman of the Board of the Authority may approve upon advice of the Authority's Solicitor, such approval to be evidenced by the execution of the Supplemental Indenture; and the execution of the 2016 Bonds by the genuine or facsimile signatures of the Chairman or Vice Chairman of the Board of the Authority, and the Secretary or Assistant Secretary is hereby authorized and the corporate seal of the Authority is hereby authorized to be affixed or imprinted thereon; and the Chairman or Vice Chairman of the Board of the Authority is hereby authorized and directed to deliver the 2016 Bonds to the Trustee for authentication, to deliver them or cause them to be delivered to the Underwriter pursuant to the Bond Purchase Contract against receipt of the purchase price due thereunder and to deposit the amount so received with the Trustee as provided in the Indenture.

Section 4. AUTHENTICATION OF THE 2016 BONDS. The Chairman or Vice Chairman of the Board of the Authority and the Secretary or Assistant Secretary are hereby authorized to direct the Trustee to authenticate all of the 2016 Bonds and to deliver the 2016 Bonds so authenticated to the Underwriter upon receipt therefor of the purchase price shown in the Bond Purchase Contract.

Section 5. CUSIP NUMBERS. In accordance with the recommendation of American Bankers Association Committee on Uniform Security Identification Procedures ("**CUSIP**"), a CUSIP number is hereby authorized to be assigned to each of the 2016 Bonds.

Section 6. APPROVAL OF PRELIMINARY OFFICIAL STATEMENT AND OFFICIAL STATEMENT. The preparation of the Preliminary Official Statement relating to the proposed offering and sale of the 2016 Bonds is hereby authorized and approved, and the action of the Underwriter in mailing and otherwise circulating the Preliminary Official Statement is hereby approved. The Chairman or Vice Chairman of the Board of the Authority is hereby authorized and directed to approve the Preliminary Official Statement and the Chairman or Vice Chairman of the Board of the Authority is

authorized on behalf of the Authority to "deem final" the Preliminary Official Statement as of its date for purposes of paragraph (b)(1) of Rule 15c2-12 promulgated by the Securities and Exchange Commission under the Securities Exchange Act of 1934 ("*Rule 15c2-12*"). The use and distribution by the Underwriter of the Preliminary Official Statement in connection with the public offering of the 2016 Bonds and the distribution thereof in an approved form is hereby approved. The Chairman or Vice Chairman of the Board of the Authority is hereby authorized to execute the Official Statement, with such changes, if any, as may be approved by the Authority Solicitor, and as may be approved by the Chairman or Vice Chairman of the Board of the Authority executing the same. The Authority hereby further approves the distribution and use of the Official Statement as so prepared and executed in connection with the public offering and sale of the 2016 Bonds.

Section 7. AUTHORIZATION TO REFUND THE PRIOR BONDS AND TAKE RELATED ACTIONS. The Trustee is hereby authorized and directed to accept funds received from the sale of the 2016 Bonds and apply such funds, as directed by the Authority, to the redemption of the Prior Bonds on the earliest date the Prior Bonds can be redeemed.

Section 8. BOND INSURANCE. The officers of the Authority are hereby authorized to enter into such commitments and agreements with a Bond Insurer for the provision of municipal bond insurance for the 2016 Bonds as is recommended by the Underwriter and approved by such officers, and all such actions heretofore taken by the officers of the Authority in connection therewith are hereby approved and ratified.

Section 9. CONTINUING DISCLOSURE. The Chairman or Vice Chairman of the Board of the Authority is hereby authorized and directed to execute a continuing disclosure agreement (the "*Continuing Disclosure Agreement*") in accordance with the Bond Purchase Contract and the requirements of Rule 15c2-12 and the proper officers and members of the staff of the Authority are authorized and directed to make disclosures required by Rule 15c2-12 and the Continuing Disclosure Agreement.

Section 10. BANK-QUALIFIED DESIGNATION. The Authority hereby designates the 2016 Bonds as "qualified tax exempt obligations" under and pursuant to Section 265(b) of the Code for the calendar year 2016.

Section 11. INCIDENTAL ACTION. The officers of the Authority are hereby authorized and directed to execute and deliver such other documents, certificates, agreements and instruments and to take or approve of the taking of such other action as may be necessary or appropriate in order to effectuate the execution and delivery of the Supplemental Indenture, the Bond Purchase Contract, the Preliminary Official Statement and the Official Statement, and the issuance and sale of the 2016 Bonds, including without limitation such documents and actions as may be necessary or appropriate in order to effectuate the refunding of the Prior Bonds.

Section 12. EFFECTIVE DATE; REPEAL. This Resolution shall take effect immediately upon its adoption, and all prior resolutions or parts thereof inconsistent herewith are hereby repealed.

[Remainder of the page intentionally left blank.]

WITNESS the due adoption of these Resolutions as of the date first written above.

ATTEST:

**WEST MIFFLIN SANITARY
SEWER MUNICIPAL AUTHORITY**

By:  _____
(Asst.) Secretary

By:  _____
(Vice) Chairman