

TOWNSHIP OF MONROE
Cumberland County, Pennsylvania

RESOLUTION 2017-11

WHEREAS, Monroe Township Municipal Authority heretofore acquired and/or constructed certain sanitary sewage collection, and transportation system facilities, and acquired certain sewage treatment capacity rights, required for rendering sanitary sewer service in and for portions of this Township (the "Sewer System"); and

WHEREAS, This Township, in connection with the financing and refinancing of the capital costs of the Sewer System, heretofore authorized and issued a series of general obligation bonds, designated generally as its "General Obligation Bonds, Series of 2010," dated as of July 15, 2010, in the original aggregate principal amount of \$1,350,000 (the "Series of 2010 Bonds") pursuant to Ordinance No. 2010-02, duly enacted by the Board of Supervisors of this Township on June 10, 2010 (the "Series of 2010 Bonds Enabling Ordinance"); and

WHEREAS, The Series of 2010 Bonds Enabling Ordinance and the Series of 2010 Bonds provide, *inter alia*, that the Series of 2010 Bonds stated to mature on and after August 15, 2018, are subject to redemption prior to maturity, at the option of this Township, from time to time, in part, on August 15, 2015, or on any date thereafter, in such order of maturity as selected by this Township, upon payment of the principal thereof and accrued interest to the date fixed for redemption; and

WHEREAS, A portion of the outstanding Series of 2010 Bonds is allocable to the financing or refinancing of the portion of the Sewer System that serves the area of this Township designated as the "Northern Service Area"; and

WHEREAS, This Township has determined that surplus funds have been generated from the imposition and collection of sewer rentals and other charges upon owners of properties in such Northern Service Area, and that such surplus funds are not needed for current or anticipated future expenses or debt service related to such Northern Service Area of the Sewer System; and

WHEREAS, Public Financial Management, Inc. (the "Financial Advisor"), as financial advisor to this Township, has made a presentation to the Board of Supervisors, at or before the meeting at which this Resolution is being adopted, regarding the redemption of a portion of the Series of 2010 Bonds allocable to such Northern Service Area using such available money of this Township (the "Redemption Report"); and

WHEREAS, This Township has determined that such a redemption and retirement of a portion of the outstanding Series of 2010 Bonds is advantageous and in the best financial interest of this Township and the users served by such Northern Service Area of the Sewer System; and

WHEREAS, This Township, in accordance with power and authority reserved to it in the Series of 2010 Bonds and in the Series of 2010 Bonds Enabling Ordinance, has determined to take all action and to authorize all things necessary or appropriate to be done to effect the redemption of a portion of the outstanding Series of 2010 Bonds, applying for such purpose certain available funds as more fully set forth and authorized herein.

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

1. This Township does hereby determine and elect to provide for the redemption and retirement of \$690,000 in aggregate principal amount of the outstanding Series of 2010 Bonds and the payment of related costs and expenses, including legal, paying agent,

redemption agent and financial advisory fees, and for such purpose hereby determines to apply up to \$700,000 from funds on hand with respect to such Northern Service Area, which the Board of Supervisors of this Township hereby finds and declares to be available for such purposes.

2. This Township does hereby determine and elect to exercise its option to call for redemption on the Redemption Date (as defined below), those Series of 2010 Bonds or portions of Series of 2010 Bonds identified in **Exhibit A** attached to and incorporated by this reference into this Resolution, which are in the aggregate principal amount of \$690,000 (the "Series of 2010 Bonds to be Redeemed"), in accordance with the right and privilege reserved to this Township in the Series of 2010 Bonds and under the Series of 2010 Bonds Enabling Ordinance.

The date fixed for redemption of the Series of 2010 Bonds to be Redeemed is determined and established to be and shall be March 23, 2017 (the "Redemption Date").

Such redemption shall be accomplished in the manner and upon terms and conditions provided in the Series of 2010 Bonds Enabling Ordinance and the Series of 2010 Bonds.

This Township hereby declares that the principal amount of the Series of 2010 Bonds to be Redeemed shall be credited against future amounts due for payment of principal of Series of 2010 Bonds in accordance with the Redemption Report, a copy of which shall be furnished to the Paying Agent (hereinafter defined).

3. The Board of Supervisors of this Township does hereby authorize and direct that either of the Chairman of the Board of Supervisors or the Secretary of this Township execute and deliver to Manufacturers and Traders Trust Company (the "Paying Agent"), or its successor as paying agent for the Series of 2010 Bonds, if applicable, irrevocable instructions to issue a Notice of Redemption with respect to the redemption of the Series of 2010 Bonds to be Redeemed, in

accordance with the Series of 2010 Bonds Enabling Ordinance, in the name of this Township, in the manner and at the times provided in the Series of 2010 Bonds and the Series of 2010 Bonds Enabling Ordinance. If the Paying Agent requests that this Township provide the form of the Notice of Redemption, the Board of Supervisors hereby requests that Rhoads & Sinon LLP (“Bond Counsel”), as bond counsel to this Township, prepare and furnish the form of the Notice of Redemption, and this Township shall pay the fee of Bond Counsel for preparing such Notice.

The Secretary of this Township is hereby authorized and directed to notify the Paying Agent of the action authorized herein by delivering to it a certified copy of this Resolution.

4. On or before the Redemption Date, this Township shall pay over to the Paying Agent such amount as shall be required to pay the redemption price (100% of the principal amount plus accrued interest) of the Series of 2010 Bonds to be Redeemed, from the funds hereinbefore declared to be available for such purpose.

5. The Chairman or Vice Chairman of the Board of Supervisors and the Secretary or Assistant Secretary of this Township are authorized and directed to pay or to authorize payment of all costs, fees and expenses associated with the partial redemption of the Series of 2010 Bonds authorized by this Resolution, including the fees, costs and expenses of the Financial Advisor, Bond Counsel, and Paying Agent, as contemplated by the financial analysis and report provided to the Board of Supervisors of this Township at or before the meeting at which this resolution is adopted, from the funds hereinbefore declared to be available for such purpose,

6. Without limiting the generality of the foregoing, the Board of Supervisors of this Township expresses its intention, and proper officers of this Township, the Township Solicitor, Bond Counsel, and the Financial Advisor are hereby authorized, to execute and to deliver all appropriate and required opinions, certificates and other documents and to do and to perform

any and all other acts appropriate and required on its behalf in order to enable this Township to retire the Series of 2010 Bonds to be Redeemed and the intent and purpose of this Resolution.

7. The Board of Supervisors does hereby direct that the debt service reduction resulting from the redemption of the Series of 2010 Bonds to be Redeemed, as well as all related costs, fees and expenses incurred, shall be allocated to such Northern Service Area.

8. All prior action taken by or on behalf of this Township in furtherance of the purpose and intent of this Resolution is hereby approved, ratified and confirmed.

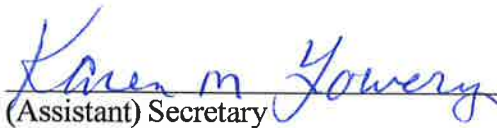
9. Any reference in this Resolution to an officer or a member of the Board of Supervisors of this Township or to any other officer of this Township shall be deemed to refer to his or her duly qualified successor in office, if applicable.

10. This Resolution shall be effective immediately, and all prior resolutions or parts of resolutions to the extent inconsistent herewith are repealed.

DULY ADOPTED, this 28 day of February, 2017, by the Board of Supervisors, in lawful session duly assembled.

ATTEST:

TOWNSHIP OF MONROE, Cumberland
County, Pennsylvania


(Assistant) Secretary

Philip F. Kehoe, Chairman

(SEAL)



A.W. Castle, III, Vice Chairman



Carl W. Kuhl, Supervisor

EXHIBIT "A"

TOWNSHIP OF MONROE,
Cumberland County, Pennsylvania

GENERAL OBLIGATION BONDS – SERIES OF 2010
TO BE REDEEMED

<u>Maturity Date</u>	<u>Principal Amount to be Redeemed</u>
August 15, 2018	\$ 50,000
August 15, 2028	\$325,000
August 15, 2035	\$315,000

CERTIFICATE

I, the undersigned, Secretary of the Township of Monroe, Cumberland County< Pennsylvania (the "Township"), certify: that the foregoing is a true and correct copy of a Resolution of the Board of Supervisors of the Township (the "Board"), which duly was adopted by affirmative vote of a majority of all members of the Board at a meeting of the Board duly convened and held according to law on February 28, 2017, at which meeting a quorum was present; that said Resolution duly has been recorded in the minute book of the Township 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 Township met the advance notice and public comment requirements of the Sunshine Act, 65 Pa.C.S. §701 et seq., of the Commonwealth of Pennsylvania, by advertising said meeting, by posting prominently a notice of said meeting at the principal office of the Township or at the public building in which said meeting was held, and by providing a reasonable opportunity for public comment at said meeting, all in accordance with such Act.

IN WITNESS WHEREOF, I set my hand and affix the official seal of the Township, this 28 day of February 2017.

(SEAL)

Karen M. Gowrey
(Assistant) Township Secretary