RESOLUTION NO. 312
PLEASANT HILLS AUTHORITY
ALLEGHENY COUNTY, PENNSYLVANIA

FUNDING RECIPIENT - LOAN NUMBER 71423

RESOLUTION TO BORROW

AUTHORIZING THE SECURING OF FUNDING FROM THE PENNSYLVANIA INFRASTRUCTURE INVESTMENT AUTHORITY ("PENNVEST") IN THE MAXIMUM PRINCIPAL AMOUNT OF $17,474,300.00 FOR THE PURPOSE OF PROVIDING FUNDS TO FINANCE THE COST OF CONSTRUCTING ALTERATIONS, ADDITIONS AND IMPROVEMENTS TO THE SANITARY SEWER SYSTEM OF THE FUNDING RECIPIENT, TO PAY COSTS AND EXPENSES OF SECURING SUCH FUNDING; AUTHORIZING THE EXECUTION AND DELIVERY OF PROJECT COLLATERAL CONSISTING OF SYSTEM REVENUES; APPROVING THE FORM, TERMS AND CONDITIONS OF THE FUNDING DOCUMENTS; AUTHORIZING THE EXECUTION OF THE FUNDING DOCUMENTS AND PROVIDING FOR THE AUTHENTICATION AND DELIVERY THEREOF; AND AUTHORIZING THE DISPOSITION OF THE FUNDING PROCEEDS RECEIVED OR TO BE RECEIVED FROM PENNVEST.

WHEREAS, Pleasant Hills Authority, created and existing under the laws of the Commonwealth of Pennsylvania, has determined that it is necessary and in its best interests to

construct alterations, additions and improvements (the "Project") to that certain sanitary sewer system (the "System"); and

WHEREAS, in order to finance the cost of the Project, Pleasant Hills Authority intends to secure a loan in the maximum principal amount of $17,474,300.00, from PENNVEST to be evidenced by a debt obligation (the "Debt Obligation") (the "PENNVEST Funding"), secured by System Revenues (the "Project Collateral") and other agreements granting and creating security interests, all as more particularly set forth in the funding agreement between Pleasant Hills Authority and PENNVEST (the "Funding Agreement") and the funding offer from PENNVEST dated October 20, 2016 (the Debt Obligation, Project Collateral, other security agreements, funding offer, the Funding Agreement and all other agreements, documents, certificates and instruments described in or contemplated by the Funding Agreement are collectively referred to as the "Funding Documents"); and

WHEREAS, Pleasant Hills Authority desires and intends to take all necessary and proper actions and to execute all documents required by PENNVEST to be executed to obtain the PENNVEST Funding and assure its proper repayment.

NOW, THEREFORE, Pleasant Hills Authority hereby resolves as follows:

Section 1. For the purpose of providing funds to finance the cost of the Project and to pay costs and expenses in connection with the PENNVEST Funding, Pleasant Hills Authority hereby

authorizes the execution of all Funding Documents and the taking of all actions necessary and required by PENNVEST to obtain the PENNVEST Funding in the maximum principal amount of $17,474,300.00 pursuant to the provisions of the Pennsylvania Municipality Authorities Act of 2001, as amended, and the Funding Documents.

Section 2. The PENNVEST Funding shall be secured by the Funding Documents from Pleasant Hills Authority to PENNVEST, and to the extent and in the manner therein set forth, the Project Collateral and other agreements granting and creating certain security interests in favor of PENNVEST, as well as a pledge of all other revenues and receipts of Pleasant Hills Authority for the payment of costs of Pleasant Hills Authority, and for the payment of principal of, and interest on, the Debt Obligation. In addition, Pleasant Hills Authority shall accept the Debt Obligation as a special revenue obligation and pledge its System Revenues toward the repayment of the Debt Obligation.

The Funding 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 Pleasant Hills Authority derived from the System and from such other moneys as may be made available for the purpose of repaying the Debt Obligation.

Section 3. The form, terms and conditions of the Funding Documents prepared by counsel for Pleasant Hills Authority and PENNVEST, to be substantially in the form as submitted to this

meeting are hereby approved. The Chairman or Vice-Chairman of Pleasant Hills Authority are hereby authorized to execute the Funding Documents in such form on behalf of Pleasant Hills Authority, subject to such changes and modifications, if any, as may be approved by such Chairman or Vice-Chairman, the execution of the Funding Documents to be conclusive evidence of such approval, and the Secretary or Assistant Secretary are hereby authorized to cause the corporate seal of Pleasant Hills Authority to be affixed thereto and to attest the same. The Secretary or Assistant Secretary of Pleasant Hills Authority is further authorized to acknowledge the same on behalf of Pleasant Hills Authority and to deliver said Funding Documents to PENNVEST.

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

Section 5. The application for the PENNVEST Funding ("Application") in the form submitted at 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 of Pleasant Hills Authority, and the Chairman or Vice-Chairman are hereby authorized to sign said Application, amended as aforesaid, on behalf of Pleasant Hills Authority. The review of the Application and any amendments by PENNVEST, as well as any investigation required by PENNVEST in connection with the PENNVEST Funding, are hereby authorized.

Section 6. Upon receipt, the proceeds from the PENNVEST Funding authorized to be secured in this Resolution, shall be applied by Pleasant Hills Authority under the terms and conditions set forth in the Funding Documents.

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

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

ATTEST:

Secretary
(SEAL)

May 20, 2017

PLEASANT HILLS AUTHORITY

Chairman

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