

RESOLUTION NO. 21- A-1

**WEST HANOVER TOWNSHIP WATER AND SEWER AUTHORITY
Dauphin County, Pennsylvania**

A RESOLUTION BY THE BOARD OF THE WEST HANOVER WATER AND SEWER AUTHORITY, DAUPHIN COUNTY, PENNSYLVANIA, AUTHORIZING AND APPROVING THE REFUNDING OF THIS AUTHORITY'S SEWER REVENUE BONDS OF 2012; AUTHORIZING THE ISSUANCE OF A GUARANTEED REVENUE NOTE TO WEST HANOVER TOWNSHIP, IN THE AMOUNT OF \$2,500,000.00; AUTHORIZING THE EXECUTION AND DELIVERY OF A GUARANTY AGREEMENT; AUTHORIZING THE PREPARATION AND SUBMISSION OF A SELF-LIQUIDATING DEBT REPORT; AND APPROVING RELATED DOCUMENTS AND ACTIONS ASSOCIATED THEREWITH.

WHEREAS, This Authority was incorporated pursuant to appropriate action of the Township of West Hanover (hereinafter the "Township"), pursuant to the provision of the Pennsylvania Municipality Authorities Act, as amended (53 Pa C. S. A. §5601 et. seq.) (the "Act"); and

WHEREAS, this Authority owns and operates certain sewer facilities for the collection, transportation, and treatment of sewage (the "Sewer System"); and

WHEREAS, Under the Act, this Authority is authorized to borrow money and to make and issue bonds, notes, and other debt obligations of this Authority in evidence thereof; and

WHEREAS, on December 1, 2012 the West Hanover Township Water and Sewer Authority ("Authority") issued Guaranteed Sewer Revenue Bonds, Series of 2012, in the amount of Seven Million Seven Hundred Twenty Thousand Dollars (\$7,720,000.00) maturing on May 15, 2030, (the "Series of 2012 Bonds") for the purpose of refunding debt issued for improvements to the Sewer System; and

WHEREAS, the Series of 2012 Bonds are subject to redemption as set forth in the Loan Documents associated with the Series of 2012 Bonds; and

WHEREAS, this Authority desires to refund the Series of 2012 Bonds by issuing a note to effectuate the refunding as well as the costs of issuance (the “Refunding Project”); and

WHEREAS, this Authority desires to accept a proposal from the Township for the issuance of a guaranteed revenue note to refund the Series of 2012 Bonds; and

WHEREAS, the finance committee of this Authority recommends that this Authority issue the guaranteed revenue note for the Refunding Project to the Township; and

WHEREAS, This Authority desires to accept the Township’s proposal for the issuance of a note to provide financing for the Refunding Project (the “Refunding Note”); and

WHEREAS, in order to secure the payment of principal and interest, this Authority shall enter into a Guaranty Agreement with the Township as authorized by the Pennsylvania Local Government Unit Debt Act 53 Pa C. S. §8001, *et seq.*, as amended (the “Debt Act”); and

WHEREAS, the maximum principal amount of the Refunding Note shall not exceed \$2,500,000.00, with an interest rate of 1.00%, for a term of five (5) years; and

WHEREAS, the Authority will cause to be prepared and submitted to the Township a self-liquidating debt report in accordance with Section 8026(a) of the Debt Act to qualify the debt incurred by the Township through the Guaranty Agreement as self-liquidating and excludable from the debt limit of the Township; and

WHEREAS, This Authority desires to approve and accept all such documents deemed by the Township or note counsel to be necessary to issue the Refunding Note including a Guaranty Agreement between this Authority and the Township (collectively the “Loan Documents”) and undertake such appropriate actions as are necessary to issue the Refunding Note.

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

SECTION 1. The above recitals are incorporated herein by reference.

SECTION 2. This Authority hereby approves and authorizes the Refunding Project and

in connection therewith accepts the proposal of the Township for the issuance of the Refunding Note in the amount of \$2,500,000.00. In addition to the Refunding Note, the proper officers of this Authority are authorized and directed to remit reserve funds of this Authority necessary to supplement the proceeds of the Refunding Note to call the Series of 2012 Bonds. Proper officers of this Authority are authorized and directed to transfer such amounts sufficient to effected redemption of the Series of 2012 Bonds. This Authority acknowledges and agrees that Salzman Hughes, P.C., solicitor for the Township, shall prepare any and all necessary documents to effectuate the same.

SECTION 3. Proper officers of this Authority shall execute the Guaranty Agreement and appropriate Loan Documents, as are approved by the officers of this Authority who are authorized to execute and deliver the same, which approval conclusively shall be deemed to have been given upon the execution and delivery thereof.

SECTION 4. The Chairman, Vice-Chairman, and the Secretary or Assistant Secretary, respectively, of this Authority are authorized and directed to execute, to attest, and to deliver, as applicable, the Refunding Note and Loan Documents, as well as any other documents required by the Township to effectuate the issuance of this Refunding Note.

SECTION 5. Proper officers of this Authority shall execute and shall deliver the Refunding Note contemplated by the Loan Documents in the substantial form, of the denomination, with the interest rate(s), interest payment dates, maturity date and prepayment provisions and having other terms and provisions as are provided in the Loan Documents. This Authority shall cause to be paid all costs of issuance of the debt obligation, including but not limited to counsel fees and other fees related to the debt obligation.

SECTION 6. The Refunding Note shall be secured by the Loan Documents in the manner and upon terms and conditions set forth in such Loan Documents. The Sewer System revenues shall be pledged to the Township as security for the Refunding Note.

SECTION 7. General Authorization. Proper officers of this Authority are authorized and directed to execute and to deliver such other documents and to do such other things as may be necessary, from time to time, to effectuate the Refunding Project, and the intent and purpose of this Resolution, and of the Loan Documents, and to enter into such Loan Documents to make the Refunding Note valid and binding legal obligations of this Authority.

SECTION 8. Preparation of Self-Liquidating Debt Report. This Authority hereby authorizes and directs the preparation and the submission of a Self-Liquidating Debt Report for the purposes of excluding the debt contemplated hereby in accordance with the Debt Act.

SECTION 9. Prior Action Ratification. This Authority approves, ratifies, and confirms all action heretofore taken by the proper officers of the Authority, and other persons on behalf of the Authority, in connection with the undertaking herein contemplated.

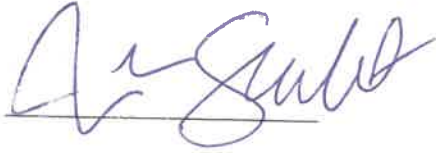
SECTION 10. Effective Date. This Resolution shall be effective immediately.

SECTION 11. Survival Clause. In the event any provision, section, sentence, clause, or part of this Resolution shall be held invalid, such invalidity shall not affect or impair any remaining provision, section, sentence, clause, or part of this Resolution, it being the intent of the Authority that such remainder shall be and shall remain in full force and effect.

SECTION 12. Repealer. All resolutions or parts of resolutions inconsistent herewith are expressly repealed.

DULY ADOPTED, this 1st day of April 2021, by the Board of the West Hanover Township Water and Sewer Water and Sewer Authority in lawful session duly assembled.

ATTEST:



**WEST HANOVER TOWNSHIP WATER
AND SEWER AUTHORITY**

By:



Michael Kreiser, Chairman of the Board of West Hanover Township Water and Sewer Authority

CERTIFICATION

The undersigned hereby certifies that he is the duly appointed Secretary of the West Hanover Township Water and Sewer Authority, Dauphin County, Pennsylvania and that the foregoing Resolution was adopted by the West Hanover Township Water and Sewer Authority at its special meeting held on April 1, 2021 which meeting was duly called and at which time a quorum was present and acting throughout, and that said Resolution has not been revoked or amended.

Date: April 1, 2021



Joseph Sembrot, Secretary