

THE MUNICIPAL AUTHORITY OF THE BOROUGH OF PORTAGE

Resolved, That the Municipal Authority of the Borough of Portage, in accordance with the provisions of the Act of the General Assembly of the Commonwealth of Pennsylvania, Chapter 108, Act of June 22, 1913, as amended, is authorized to issue and sell to the public

Certified Copy of a

R E S O L U T I O N

for the issuance of

\$227,000.00

4% WATER WORKS REVENUE BONDS

Adopted October / 1942.

Be it further resolved that the Authority incur an indebtedness in the amount of \$227,000.00 for the purpose of issuing the above bonds.

R E S O L U T I O N

WHEREAS The Municipal Authority of the Borough of Portage, (herein called the "Authority") by the Act of the General Assembly of the Commonwealth of Pennsylvania, approved June 28th, 1935, P.L. 463, as amended, is authorized and empowered to acquire, operate and maintain a water works system and to pay all or part of the cost of such acquisition by the issuance of revenue bonds as hereinafter provided and to secure the same by a trust indenture, and

WHEREAS, the Authority has determined to acquire all the water works, water supply works, water distribution system, franchises and appurtenant properties of the Portage Water Company, herein called the "Company", and

WHEREAS for said purposes and to provide working capital it is necessary that the Authority incur an indebtedness in the amount of Two Hundred Twenty-seven Thousand (\$227,000.00) Dollars by an issue of revenue bonds, and

WHEREAS the bonds hereinafter provided, to be secured by the trust indenture hereinafter provided, have been sold to Stifel, Nicolaus & Co. Inc. and H. K. Hastings & Co., at a price of par, with accrued interest to date of delivery;

NOW, THEREFORE, BE IT RESOLVED and it is hereby resolved as follows:-

Section 1. That the indebtedness of the Authority be and the same is hereby increased by the amount of Two Hundred Twenty-seven Thousand (\$227,000.00) Dollars for the purpose of acquiring the water works, water supply works, water distribution system, franchises and appurtenant property of the Portage Water Company and of providing initial working capital.

UNREPEATEDLY HEREBY AUTHORIZED AND DIRECTED THAT THE SECRETARY OF THE AUTHORITY SHALL BE AND HE IS HEREBY AUTHORIZED AND DIRECTED TO EXECUTE AND DELIVER TO THE COMMONWEALTH TRUST COMPANY OF PITTSBURGH, PENNSYLVANIA, AS TRUSTEE, BONDS IN THE AMOUNT OF ONE HUNDRED (\$1,000.00) DOLLARS EACH, UNDER THE PROVISIONS OF THE CHARTER OF THE COMMONWEALTH TRUST COMPANY OF PITTSBURGH, PENNSYLVANIA, AS TRUSTEE, FOR THE PURPOSES OF THE TRUST INDENTURE HEREINAFTER PROVIDED.

Section 3. Said bonds and the coupons annexed thereto shall be substantially in form as set forth in the trust indenture hereinafter provided.

Section 4. The Chairman and Secretary of the Authority are hereby authorized and directed to execute said bonds on behalf of the Authority and in its corporate name, and to affix thereto its common and corporate seal and to cause the coupons thereto annexed to be authenticated by the facsimile signature of the Treasurer by lithograph or otherwise. The said officers are further directed to deliver said bonds for and on behalf of the Authority to the Commonwealth Trust Company of Pittsburgh, Pittsburgh, Pennsylvania, as Trustee, for authentication in accordance with the terms of the trust indenture securing said bonds.

Section 5. The form of trust indenture from the Authority to the Commonwealth Trust Company of Pittsburgh, as Trustee, dated as of October 1st, 1942, to secure the payment of said bonds and the interest thereon, which was presented to and read at this meeting, is hereby in all respects approved.

Section 6. The Chairman and the Secretary of the Authority are hereby authorized and directed, for and on behalf of the Authority and in its corporate name, to execute a trust indenture in substantially the form hereinbefore approved, with full power and authority in said officers, prior to such execution, to make such changes, insubstantial in their nature, in said form of trust indenture as said officers shall approve, their approval to be evidenced by their execution of said trust indenture in the form actually executed, to affix to said trust indenture the common and corporate seal of the Authority, to acknowledge said trust indenture, and thereupon, for and on behalf and as the act and deed of the Authority, to deliver the same to the Commonwealth Trust Company of Pittsburgh, as Trustee, for execution and delivery by it.

Section 7. The Chairman and Secretary of the Authority are hereby authorized and directed to direct the Commonwealth Trust Company of Pittsburgh, as Trustee, to authenticate all of said bonds aggregating Two Hundred Twenty-seven Thousand (\$227,000.00) Dollars and said officers are hereby further authorized and directed to deliver all of said bonds to Stifel, Nicolaus & Co. Inc. and H. K. Hastings & Co., or their order or either of them, upon receipt therefor of Two Hundred Twenty-seven Thousand (\$227,000.00) Dollars, with accrued interest to date of delivery. The receipt of said Treasurer shall be a full acquittance to the purchasers and the purchasers shall not be obligated to see to the application of the purchase money.

Section 8. Simultaneously with the receipt of payment for the bonds, the Treasurer shall pay to Portage Water Company the sum of Two Hundred Seventeen Thousand Five Hundred (\$217,500.00) Dollars in payment of the purchase price of the water works plant and properties owned by said Portage Water Company and all of the powers, franchises and privileges and other properties and assets, real, personal and mixed, excepting cash of said Company, but such payment shall not be made except upon the simultaneous receipt by him of,

(a) Opinion of Samuel R. Di Francesco, Attorney-at-Law, Johnstown, Pennsylvania, and of Raymond Fox, attorney for the Authority, certifying that the Company owns a good and marketable title to all of its properties, real, personal and mixed, and that there are no mortgages or other liens upon said properties, except the lien of the mortgage indenture or deed of trust securing the \$97,000.00 outstanding First Mortgage 5% Sinking Fund Bonds of said Company, which mortgage was made and executed by the Company to Central Hanover Bank and Trust Company, New York, N.Y., bearing date August 1st, 1940; and

(MISSA' 000' 00) DOTTLELS SUG ESTU DITTELS...
ESTU PONGE SUTTELES...
DLOP COMBUNA OF EFFERON...
SLO PERSA...
DECEP... A' ...

(b) an instrument from the Central Hanover Bank and Trust Company, satisfying the mortgage and deed of trust and cancelling and discharging the lien thereof upon the properties of the Company, in form satisfactory to the attorney for the Authority, together with such deeds and assignments as in the opinion of the attorney for the Authority shall be necessary to satisfy said lien; and

(c) good and sufficient deed or deeds of the Company to the Authority, satisfactory in form to Burgwin, Scully and Churchill of Pittsburgh, Pennsylvania, and to the attorney for said Authority conveying title of the water works plant and properties owned by the Portage-Water Company and all of the rights, powers, franchises and privileges of the Company, to the Authority, free and clear of all liens and encumbrances.

Section 9. The Treasurer shall distribute the balance of the proceeds of the bonds as follows:-

(a) The accrued interest on the bonds to the Commonwealth Trust Company of Pittsburgh, Trustee under the trust indenture, to be held in the Reserve Interest and Principal Fund provided for in Section 6 of Article IV of the indenture;

(b) to the persons entitled thereto for all costs, fees and expenses of the acquisition of the water works system, including among others the legal fees and expenses, initial fees of the Commonwealth Trust Company of Pittsburgh, Trustee, fees and expenses of engineers and Bankers, and expenses of issuing, printing and delivering the bonds and the trust indenture;

(c) and shall deposit the balance in an account of the Authority with The First National Bank of South Fork, Pennsylvania, as part of the General Fund and Reserve Operating Fund as provided in Section 4 of Article IV of the indenture to be applied as therein provided.

comprehensively to the provisions for the execution of the bonds and the trust indenture and for the performance and observance of the terms, conditions and provisions of said bonds and trust indenture.

Section 10. The officers are hereby authorized and directed to perform all acts and do all things necessary or proper to be done for the execution and delivery of the bonds and the trust indenture and for the performance and observance of the terms, conditions and provisions of said bonds and trust indenture.

Duly adopted this _____ day of October, 1942.

Robert Quigley
Chairman, Board of The Municipal Authority of the Borough of Portage.

Attest:-

J. J. McDonnell
Secretary