

**TOWNSHIP OF MONROE,
Cumberland County, Pennsylvania**

RESOLUTION NO. 2016-16

A RESOLUTION

OF THE BOARD OF SUPERVISORS OF THIS TOWNSHIP ACCEPTING, CONDITIONALLY, A BID OR PROPOSAL FOR THE PURCHASE, AT PRIVATE SALE, OF A PROPOSED GENERAL OBLIGATION NOTE OF THIS TOWNSHIP; DIRECTING THE SECRETARY OF THIS TOWNSHIP TO NOTIFY THE SUCCESSFUL BIDDER OF THE CONDITIONAL ACCEPTANCE OF THE BID OR PROPOSAL; AND SETTING FORTH THE CONDITIONS UNDER AND SUBJECT TO WHICH SUCH BID OR PROPOSAL IS ACCEPTED.

WHEREAS, The Board of Supervisors of this Township contemplates the authorization, sale, issuance and delivery of a proposed general obligation note, in the maximum stated principal amount of Nine Million Three Hundred Thirty Thousand Dollars (\$9,330,000) (the "Note"), to provide funds for and toward a refunding of the outstanding general obligation bonds and notes of this Township and payment of related costs, fees and expenses; and

WHEREAS, The Board of Supervisors of this Township has considered the possible manners of sale provided for in the Act (hereinafter defined) with respect to the sale of the Note, such manners of sale being at public sale or private sale by negotiation or upon invitation; and

WHEREAS, The Board of Supervisors of this Township has reviewed certain information to ascertain the best financial interest of this Township with respect to the aforesaid permitted manners of sale of the Note by this Township; and

WHEREAS, The Board of Supervisors of this Township, in contemplation of authorization, sale, issuance and delivery of the Note for the aforesaid purposes, has determined that the Note: (a) shall be offered at private sale by negotiation; and (b) shall be offered for sale at a price of not less than 100% of the stated principal amount of the Note, as issued, plus accrued interest, if any, from the dated date of the Note to the date of delivery thereof; and

WHEREAS, Public Financial Management, Inc. (the "Financial Advisor"), acting as financial advisor to this Township, issued a Request for Proposals dated September 12, 2016, seeking bids or proposals for purchase of the Note from area banking institutions (the "RFP"); and

WHEREAS, A term sheet or proposal dated September 26, 2016 (the "Proposal") for purchase of the Note has been received from F&M Trust Company (the "Lender") in response to the RFP; and

WHEREAS, The Financial Advisor has made a presentation to the Board of Supervisors at this meeting which describes the refunding plan, including the notes and bonds to be refunded, the estimated costs and expenses of the refunding and the resulting debt service savings, all based upon authorization, issuance and sale of the Note to the Lender in accordance with the Proposal; and

WHEREAS, The Board of Supervisors of this Township has reviewed the proposals received in response to the RFP, has considered the refunding plan presented by the Financial Advisor, and desires to accept, conditionally, as herein is set forth, the Proposal of the Lender, and to award, conditionally, as herein is set forth, the Note to the Lender, at private sale, upon the terms set forth in the Proposal.

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

Section 1. The Board of Supervisors of this Township expresses its finding that, with respect to the sale of the Note and specifically the manner of sale thereof, it is in the best financial interests of this Township to sell the Note by way of private sale by negotiation; and the Board of Supervisors of this Township hereby expresses its determination to proceed by way of such private sale by negotiation.

Section 2. The Board of Supervisors of this Township does accept the Proposal of the Lender to purchase the Note at private sale by negotiation, upon the terms set forth in the Proposal; subject, however, to the conditions imposed and set forth in Section 4.

Section 3. The Board of Supervisors of this Township does award the Note to the Lender in accordance with terms and conditions set forth in the Proposal, at private sale; subject, however, to the conditions imposed and set forth in Section 4.

Section 4. Provisions of Section 2 and Section 3 hereof specifically are subject to the conditions that:

(a) The Board of Supervisors of this Township promptly shall take all action and shall do all things which may be necessary and required to comply, in all respects, with provisions of the Act of the General Assembly of the Commonwealth of Pennsylvania (the "Commonwealth") known as the Local Government Unit Debt Act, as amended, 53 Pa.C.S. Chs. 80-82 (the "Act"), including, without intending to

limit the generality of the foregoing, action pursuant to 53 Pa.C.S. §8103 (relating to enactment of an ordinance authorizing issuance of bonds or notes following public notice), in connection with authorization, sale, issuance and delivery of the Note; and

(b) The Department of Community and Economic Development of the Commonwealth shall approve the proceedings related to authorization, sale, issuance and delivery of the Note, in compliance, in all respects, with provisions of the Act.

Section 5. The Secretary of this Township is directed to notify the Lender, by delivery of a certified copy of this Resolution, that the Proposal has been accepted, conditionally, as herein is set forth.

Section 6. The Chairman or Vice Chairman of the Board of Supervisors of this Township are each individually authorized and directed to evidence acceptance of the Proposal by countersigning the Proposal, subject to the conditions stated herein.

Section 7. A copy of the RFP and a copy of the accepted Proposal shall be filed with the Secretary of the Township and made available for public inspection.

Section 8. The law firm of Rhoads & Sinon LLP, of Harrisburg, Pennsylvania (“Bond Counsel”), is hereby appointed as bond or note counsel to this Township in connection with the authorization, sale, issuance and delivery of the Note, and such firm is hereby authorized and requested to prepare the appropriate debt enabling ordinance and other legal documents as shall be necessary or desirable to implement the issuance of the Note for the aforesaid purpose, to render an opinion to the Lender as to the validity of the Note and the federal and state tax status of the interest to be payable on the Note, and to cooperate with the Solicitor of this Township in all matters relating to the authorization, issuance, sale and delivery of the Note.

Section 9. Michael Pykosh, Esquire, as Solicitor of this Township, is hereby authorized and requested to cooperate with Bond Counsel in the review and preparation of the appropriate ordinance and other legal papers related to authorization, sale, issuance and delivery of the Note to the Lender and to render such opinions and certificates as may be reasonably requested of the Solicitor by the Lender or Bond Counsel.

Section 10. The Financial Advisor, is hereby requested and authorized to do such further things as may be necessary or appropriate to enable settlement for the Note, in cooperation with Bond Counsel, the Solicitor and the administrative staff of this Township.

Section 11. The publication of a notice of intent to enact an ordinance in accordance with the Act to authorize issuance, sale, execution and delivery of the Note is hereby authorized.

Section 12. All prior resolutions or parts of prior resolutions inconsistent with this Resolution are hereby repealed.

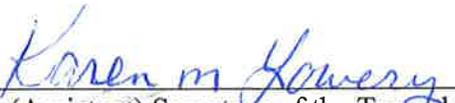
Section 13. This Resolution shall become effective immediately upon its adoption.

DULY ADOPTED, by the Board of Supervisors of this Township in lawful session duly assembled, this 13th day of October, 2013.

TOWNSHIP OF MONROE, Cumberland County,
Pennsylvania

By:  10/13/2016
(Vice) Chairman of Township Board of
Supervisors

ATTEST:


(Assistant) Secretary of the Township

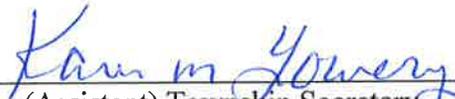
(SEAL)

CERTIFICATE

I, the undersigned, (Assistant) Secretary of the Township of Monroe, Cumberland County, Pennsylvania (the "Township"), certify that: the foregoing Resolution was adopted by majority vote of the entire Board of Supervisors of the Township at a meeting convened and held according to law on October 13, 2016, and said Resolution has not been altered, modified, amended or repealed as of the date of this Certificate.

I further certify that the Board of Supervisors of the Township met the advance notice and public comment requirements of the Sunshine Act, 65 Pa.C.S. §701 *et seq.*, by advertising the time and place of 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 prior to adoption of said Resolution, all as required by such Act.

IN WITNESS WHEREOF, I affix my hand and the official seal of the Township, this 13th day of October, 2016.



(Assistant) Township Secretary

(SEAL)

