

HAMILTONBAN TOWNSHIP RESOLUTION

I HEREBY CERTIFY that I am the duly qualified secretary of Hamiltonban Township (the "Township"), a municipal corporation organized and existing under the laws of the Commonwealth of Pennsylvania, and the keeper of the records and the seal of said Township; that the following is a true and correct copy of resolutions adopted at a special meeting of the Township held in accordance with its by-laws at 23 Carrolls Tract Road, Fairfield, Pennsylvania, on the 30th day of December, 2002, and that the same are now in full force and effect.

WHEREAS, on May 25, 1979, the Hamiltonban Township Authority (the "Authority") authorized the issuance of its Sewer Revenue Bond, Series of 1979 (the "Bond"), for the purpose of financing the cost of constructing a sewer system (the "sewer system") serving a portion of the Township; and

WHEREAS, the Bond was issued under a Trust Indenture dated as of May 1, 1979, entered into between the Authority and The Gettysburg National Bank, as Trustee, and was secured thereunder by an assignment to the Trustee of a lease of the sewer system to the Township dated as of May 1, 1979, and of the rentals payable by the Township thereunder; and

WHEREAS, the Bond, in the aggregate principal amount of \$217,700.00, is subject to prepayment at any time upon due notice to the Trustee; and

WHEREAS, through merger and/or assignment the Bond is currently held by J. P. Morgan Trust Company, N. A.; and

WHEREAS, the Authority desires to refinance its bond indebtedness of 1979 by borrowing \$146,328.00 from the Adams County National Bank and to use the proceeds therefrom to payoff said Bond indebtedness of 1979; and

WHEREAS, a condition of the loan from the Adams County National Bank in payoff of said Bond indebtedness is that the Township guarantee the loan to the Authority as stated above.

NOW, THEREFORE, BE IT RESOLVED, that the Township guarantee the loan from the Adams County National Bank to Hamiltonban Township Authority in the amount of \$146,328.00, which loan shall be used to payoff the Authority's Bond indebtedness of 1979, the terms of such guarantee having been presented to and considered in detail by this meeting and they are hereby approved.

BE IT FURTHER RESOLVED, that the chairman and secretary of the Township be and are hereby authorized to execute any and all documentation necessary to effectuate such guarantee in the name of and on behalf of this Township and in substantially the form approved at this meeting.

I HEREBY FURTHER CERTIFY that the following named persons have been duly appointed to the offices set opposite their respective names, and they continue to hold these offices at the present time, and that the signatures appearing hereon are the genuine, original signatures of each respectively:

Stephen W. Jacobs (Chairman)

Penelope D. Samples (Secretary)

IN WITNESS WHEREOF, I have hereunto affixed my name as Secretary and have caused the seal of said Authority to be hereto affixed this 30th day of December, 2002.

Penelope D. Samples
Secretary

(SEAL)