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**RESOLUTION**  
**No. 16-11, Adopted November 21, 2016**  
**of the**

**CITY OF JEANNETTE**  
**Westmoreland County, Pennsylvania**

WHEREAS, the Council of the City of Jeannette, Westmoreland County, Pennsylvania (the "**City**") desires to incur nonelectoral debt in the aggregate principal amount of \$3,555,000 by issuing its General Obligation Bonds, Series of 2016 (the "**Bonds**") for the purpose of providing funds to pay the costs of (a) currently refunding the City's outstanding General Obligation Bonds, Refunding Series of 1998 (the "**Refunded Bonds**"); (b) certain capital projects to be undertaken by the City (as further identified herein, the "**Capital Projects**"); and (c) issuing the Bonds (collectively, the "**2016 Project**"); and

WHEREAS, such incurrence of authorized debt by the City will not, when aggregated with the existing net nonelectoral debt of the City, result in a violation of the limitations of the Constitution of the Commonwealth of Pennsylvania or of the Local Government Unit Debt Act (Act No. 177 of December 19, 1996, as amended) (the "**Act**"); and

WHEREAS, the Council of the City (the "**Council**") has determined that it is in the best financial interest of the City to sell the Bonds at private negotiated sale, and the City has received a proposal for the purchase of the Bonds from RBC Capital Markets, LLC and Boenning & Scattergood, Inc. (together, the "**Underwriter**") dated November 21, 2016 (the "**Purchase Agreement**"), as authorized by Section 8161(a) of the Act; and

WHEREAS, certain actions must be taken and/or authorized by the Council in connection with the issuance of the Bonds in order to comply with the requirements of the Act and the Internal Revenue Code of 1986, as amended (the "**Code**").

NOW, THEREFORE, BE IT ORDAINED by the Council of the City of Jeannette in the meeting assembled as follows:

**SECTION 1. Project; Purpose; Costs of 2016 Project.** For the purpose of providing funds for and toward the 2016 Project, the incurring of nonelectoral debt is hereby authorized. Such debt shall be evidenced by the issuance of one series of general obligation bonds of the City, in an aggregate principal amount of \$3,555,000, to be designated as "City of Jeannette, General Obligation Bonds, Series of 2016" (the "**Bonds**").

A portion of the proceeds of the Bonds will be used for the purpose of paying the costs, including financing costs, of currently refunding all of the outstanding Refunded Bonds, in accordance with Section 8241(b)(5) of the Act.

The Refunded Bonds were part of an issue of tax-exempt bonds that were issued to refund the City's General Obligation Bonds, Series of 1994 (the "**1994 Bonds**"). The 1994 Bonds were issued to finance, among other things, certain capital improvements to the City's roads and sewer storm system which, at the time of issuance of the 1994 Bonds, were expected to have a useful life of at least forty (40) years. Based on the foregoing, the period of useful life of the improvements being refinanced with proceeds of the Bonds (i.e. the remaining period of useful life of the improvements financed or refinanced with proceeds of the Refunded Bonds) is reasonably estimated to be in excess of eighteen (18) years.

A portion of the proceeds of the Bonds will be issued to finance the costs of the Capital Projects identified in **Exhibit A** to this Resolution. The City has received preliminary realistic cost estimates from professional consultants indicating that at least \$2,000,000 will be needed to complete the Capital Projects. The period of useful life of the Capital Projects is estimated to be in excess of 15 years.

SECTION 2. Filing with Department of Community and Economic Development. The Mayor, the City Manager and members of the Council, or in their absence, their respective successors, are hereby authorized and directed to prepare, verify and file with the Department of Community and Economic Development of the Commonwealth of Pennsylvania ("**DCED**"), in accordance with the Act, a transcript of the proceedings relating to the issuance of the Bonds, including but not limited to the Debt Statement and Borrowing Base Certificate required by Section 8110 of the Act, the certificate relating to the exclusion of self-liquidating debt from the City's nonelectoral debt as required by Section 8025 of the Act (if applicable), and to take other necessary action and file all necessary documentation as may be required by the Act for the purpose of obtaining DCED's approval of the nonelectoral debt.

SECTION 3. Sale of the Bonds Authorized; Terms of the Bonds.

(a) *Authorization to Execute the Purchase Agreement.* After considering the advantages and disadvantages of a public sale of the Bonds as compared to a sale by negotiation, the private sale by negotiation of the Bonds is hereby found to be in the best financial interest of the City. The City hereby authorizes the sale of the Bonds to the Underwriter pursuant to the Bond Purchase Agreement attached hereto as **Exhibit B** (the "**Bond Purchase Agreement**"). Such sale is conditioned, however, upon all parts of this Resolution becoming effective and DCED approving the incurrence of debt to be evidenced by the Bonds.

(b) *Terms of the Bonds.* Each of the Mayor, the President of Council or Vice President of the Council is hereby authorized to execute the Bond Purchase Agreement and cause the Bonds to be delivered to the Underwriter at such time as the following conditions are satisfied:

(i) The aggregate principal amount of the Bonds shall not exceed \$3,555,000;

(ii) The maturities of the Bonds being issued to refund the Refunded Bonds (the "**Refunding Bonds**") shall not mature on a date later than April 1, 2024, the latest maturity date applicable to the Refunded Bonds, and shall not extend the term of the Refunded Bonds and are therefore in accordance with Section 8142(a) and Section 8243(a) of the Act;

(iii) The terms of the Refunding Bonds shall reduce total debt service over the remaining life of the Refunded Bonds in accordance with Section 8241(b)(1) of the Act; and

(iv) The terms of the Bonds, including the yield or interest rate for each maturity and principal amount of each maturity, each as set forth in the Bond Purchase Agreement, and resulting annual debt service for each fiscal year of the City, shall comply with the applicable requirements of the Act.

Such sale is also conditioned, however, upon all parts of this Resolution becoming effective and DCED approving the incurrence of debt to be evidenced by the Bonds. After considering the advantages and disadvantages of a public sale of the Bonds as compared to a sale by negotiation, the private sale by negotiation of the Bonds is hereby found to be in the best financial interest of the City.

The City reserves the right to issue the Bonds in an amount less than the maximum principal amount authorized hereunder and to cancel any unused authorization hereunder in accordance with the terms of the Act.

(c) *Delivery of the Bonds and Certain Closing Documents.* The Mayor and President of the Council, the Vice President of the Council and the City Manager of the City (collectively, the "**Authorized Officers**") and Campbell & Levine, LLC, bond counsel to the City, are each hereby further authorized to do everything necessary for the prompt execution and delivery of the Bonds to the Underwriter and for the proper application and use of the proceeds of the sale thereof, executing such certificates and receipts as may be necessary to properly document the issuance of the Bonds.

SECTION 4. Appointment of Registrar, Paying Agent and Sinking Fund Depository. The Bank of New York Mellon Trust Company, N.A. is hereby appointed Registrar, Paying Agent and Sinking Fund Depository for the Bonds (the "**Paying Agent**").

SECTION 5. Form of Bonds; Execution and Authentication. The Bonds shall be issued substantially in the form of **Exhibit C** hereto, with appropriate omissions, insertions and variations. The principal amount, interest rate and maturity date of each maturity of the Bonds shall be as set forth on Schedule I to the Bond Purchase Agreement.

The principal of any Bond shall be payable upon presentation and surrender of such Bond at the corporate trust office of the Paying Agent in Pittsburgh, Pennsylvania (or such other corporate trust office as the Paying Agent may designate in writing to the City) or the designated corporate trust office of any successor paying agent appointed by the City pursuant to the Act (the "**Designated Office**"), in any coin or currency as at the respective times of payment shall constitute legal tender for the payment of public and private debts.

The Bonds shall be executed on behalf of the City by the manual or facsimile signatures of the Mayor, attested to by the manual or facsimile signature of any other Authorized Officer, and shall have a facsimile of the corporate seal of the City imprinted thereon. The Bonds shall be authenticated by the execution of the Certificate of Authentication by a duly authorized officer of the Paying Agent. No Bond shall be valid until such Certificate of Authentication shall have been executed by the Paying Agent. Such authentication shall be conclusive and shall be the only proof that any Bond has been issued pursuant to this Resolution and is entitled to any benefits conferred thereon under the provisions of this Resolution. The members of the Council are hereby authorized and directed to deliver the Bonds to the Underwriter and receive payment therefore on behalf of the City after sale of the same in the manner required by law and this Resolution. The proper officers and officials of the City are hereby authorized and directed to approve, execute and deliver such other documents, including without limitation approval of the Preliminary Official Statement (as defined in Section 21 below) and approval, execution and delivery of the final Official Statement (as defined in Section 21 below), and to take such other actions as may be necessary or appropriate in order to effectuate the execution, issuance and delivery of the Bonds, all in accordance with this Resolution.

SECTION 7. Full Book-Entry System. The Bonds shall be issued in the form of one fully registered bond for the aggregate principal amount of the Bonds of each maturity, which Bonds shall be registered in the name of Cede & Co., as nominee of The Depository Trust Company, New York, New York ("**DTC**"). Except as provided below, all of the Bonds shall be registered in the name of Cede & Co., as nominee of DTC; provided that if DTC shall request that the Bonds be registered in the name of a different nominee, the Paying Agent shall exchange all or any portion of the Bonds for an equal aggregate principal amount of Bonds registered in the name of such nominee or nominees of DTC. No person other than DTC or its nominee shall be entitled to receive from the City or the Paying Agent either a Bond or

any other evidence of ownership of the Bonds, or any right to receive any payment in respect thereof unless DTC or its nominee shall transfer record ownership of all or any portion of the Bonds on the Bond Register (as such term is defined in Section 8 hereof), in connection with discontinuing the book-entry system as provided in the final paragraph of this Section 7 or otherwise.

So long as the Bonds or any portion thereof are registered in the name of DTC or any nominee thereof, all payments of the principal or redemption price of or interest on such Bonds shall be made to DTC or its nominee in immediately available funds on the dates provided for such payments in this Resolution. Each such payment to DTC or its nominee shall be valid and effective to discharge fully all liability of the City or the Paying Agent with respect to the principal or redemption price of or interest on the Bonds to the extent of the sum or sums so paid. In the event of the redemption of less than all of the Bonds outstanding of any maturity, the Paying Agent shall not require surrender by DTC or its nominee of the Bonds so redeemed, but DTC (or its nominee) may retain such Bonds and make an appropriate notation on the Bond certificate as to the amount of such partial redemption; provided that DTC shall deliver to the Paying Agent, upon request, a written confirmation of such partial redemption and thereafter the records maintained by the Paying Agent shall be conclusive as to the amount of the Bonds of such maturity which have been redeemed.

The City and the Paying Agent may treat DTC (or its nominee) as the sole and exclusive owner of the Bonds registered in its name for the purposes of payment of the principal or redemption price of or interest on the Bonds, selecting the Bonds or portions thereof to be redeemed, giving any notice permitted or required to be given to Bondholders under this Resolution, registering the transfer of Bonds, obtaining any consent or other action to be taken by Bondholders and for all other purposes whatsoever; and neither the City nor the Paying Agent shall be affected by any notice to the contrary. Neither the City nor the Paying Agent shall have any responsibility or obligation to any participant in DTC, any person claiming a beneficial ownership interest in the Bonds under or through DTC or any such participant, or any other person which is not shown on the Register as being a Registered Owner, with respect to either: (1) the Bonds; or (2) the accuracy of any records maintained by DTC or any such participant; or (3) the payment by DTC or any such participant of any amount in respect of the principal or redemption price of or interest on the Bonds; or (4) any notice which is permitted or required to be given to Bondholders under this Resolution; or (5) the selection by DTC or any such participant of any person to receive payment in the event of a partial redemption of the Bonds; or (6) any consent given or other action taken by DTC as Registered Owner.

So long as the Bonds or any portion thereof are registered in the name of DTC or any nominee thereof, all notices required or permitted to be given to the Bondholders under this Resolution shall be given to DTC as provided in the representation letter to be delivered to DTC, in form and content satisfactory to DTC and the City, which the proper officials are hereby authorized to execute.

In connection with any notice or other communication to be provided to Bondholders pursuant to this Resolution by the City or the Paying Agent with respect to any consent or other action to be taken by Bondholders, DTC shall consider the date of receipt of notice requesting such consent or other action as the record date for such consent or other action, provided that the City or the Paying Agent may establish a special record date for such consent or other action. The City or the Paying Agent shall give DTC notice of such special record date not less than fifteen (15) calendar days in advance of such special record date to the extent possible.

Any successor Paying Agent shall, in its written acceptance of its duties under this Resolution, agree to take any actions necessary from time to time to comply with the requirements of the representation letter.



The book-entry system for registration of the ownership of the Bonds may be discontinued at any time if either: (1) after notice to the City and the Paying Agent, DTC determines to resign as securities depository for the Bonds; or (2) after notice to DTC and the Paying Agent, the City determines that a continuation of the system of book-entry transfers through DTC (or through a successor securities depository) is not in the best interests of the City. In either of such events (unless in the case described in clause (2) above, the City appoints a successor securities depository), the Bonds shall be delivered in registered certificate form to such persons, and in such maturities and principal amounts, as may be designated by DTC, but without any liability on the part of the City or the Paying Agent for the accuracy of such designation. Whenever DTC requests the City and the Paying Agent to do so, the City and the Paying Agent shall cooperate with DTC in taking appropriate action after reasonable notice to arrange for another securities depository to maintain custody of certificates evidencing the Bonds.

SECTION 8. Bond Register; Registrations and Transfers. The City shall cause to be kept at the Designated Office of the Paying Agent a register (the "**Bond Register**") in which, subject to such reasonable regulations as it may prescribe, the City shall provide for the registration of Bonds and the registration of transfers and exchanges of Bonds. No transfer or exchange of any Bond shall be valid unless made at such Designated Office and registered in the Bond Register. The Paying Agent is hereby appointed Registrar for the purpose of registering Bonds and transfers and exchanges of Bonds as herein provided.

Upon surrender of any Bond for transfer, the Paying Agent shall authenticate and deliver in the name of the transferee or transferees, a new Bond or Bonds of any authorized denomination, of the same interest rate and maturity, and in the same aggregate principal amount as the Bond so surrendered.

Any Bond shall be exchangeable for other Bonds at the same maturity and interest rate, in any authorized denomination, in a principal amount equal to the principal amount of the Bond or Bonds presented for exchange. Upon surrender of any Bond for exchange at the Designated Office of the Paying Agent, the Paying Agent shall authenticate and deliver in exchange therefore the Bond or Bonds which the registered owner making the exchange shall be entitled to receive.

All Bonds issued upon any transfer or exchange shall be valid obligations of the City, evidencing the same debt and entitled to the same benefits under this Resolution as the Bonds surrendered for such transfer or exchange.

Every Bond presented or surrendered for transfer or exchange shall be duly endorsed, or be accompanied by a written instrument of transfer, in form and with guaranty of signature satisfactory to the City and the Paying Agent, duly executed by the registered owner thereof or his duly authorized agent or legal representative.

No service charge shall be made for any transfer or exchange of any Bond, but the City may require payment of a sum sufficient to cover any tax or other governmental charge that may be imposed in connection with any transfer or exchange of Bonds.

The City shall not be required to (a) issue, transfer or exchange any Bond during a period of fifteen (15) business days before any date of selection of Bonds to be redeemed, or (b) transfer or exchange any Bond selected, being called, or called for redemption.

Notwithstanding the above, lost, stolen, destroyed or mutilated Bonds shall be governed by Section 8113 of the Act.

SECTION 9. Redemption.

(a) Optional Redemption. The Bonds shall be subject to optional redemption prior to maturity at such times and in such amounts as provided in the Bond Purchase Agreement and the form of Bond attached hereto as Exhibit C.

(b) Mandatory Redemption. The Bonds shall be subject to mandatory sinking fund redemption at such times and in such amounts as provided in the Bond Purchase Agreement.

(c) Notice of Redemption. Notice of any redemption of Bonds shall be given by depositing a copy of the redemption notice by first class mail, postage prepaid not more than forty-five (45) days and not less than twenty (20) days prior to the date fixed for redemption, addressed to each of the registered owners of Bonds to be redeemed, in whole or in part, at the addresses shown on the registration books kept by the Paying Agent as of the date such Bonds are selected for redemption. Neither the failure to mail notice of redemption nor any defect therein or in the mailing thereof shall affect the validity of any proceeding for redemption of other Bonds called for redemption as to which proper notice has been given. On the date designated for redemption, notice having been provided as aforesaid, and money for payment of the principal and accrued interest being held by the Paying Agent, interest on the Bonds and portions thereof so called for redemption shall cease to accrue and such Bonds and portions thereof so called for redemption shall cease to be entitled to any benefit or security under the Resolution, and registered owners of such Bonds shall have no rights with respect to such Bonds, except to receive payment of the principal of and accrued interest on such Bonds to the date fixed for redemption.

If at the time of mailing of such notice of redemption, the City shall not have deposited with the Paying Agent funds sufficient to redeem all of the Bonds called for redemption, such notice may state that it is subject to the deposit of redemption moneys with the Paying Agent no later than the redemption date and that such notice will be of no effect unless such moneys are so deposited.

In the event of a partial redemption of the Bonds, the Paying Agent will determine the maturity or maturities and the amounts thereof to be redeemed. Within a maturity, redemption shall be by lot.

SECTION 10. Default; Remedy. If the City fails or refuses to make any required deposit in the Sinking Fund (as defined in and created pursuant to Section 12 of this Resolution), or to satisfy any of the covenants contained herein or in the Bonds, and such failure continues for thirty (30) days (each such event is referred to hereinafter as an "***Event of Default***"), the Paying Agent may, and upon the written request of Bondholders owning 25% or more of the outstanding Bonds, upon being furnished with indemnity satisfactory to it against the expenses and possible liabilities in connection with the duties thereby accepted, shall, exercise any remedy provided in the Act or at law or in equity for the benefit of the Bondholders and shall disburse all funds so collected to the persons entitled to receive payments pursuant to the terms of the Bonds as provided in the Act, subject to any limitations contained in Article XII of the Act. Notwithstanding the foregoing, and subject to the controlling provisions of the Act, upon the occurrence and continuance of an Event of Default hereunder, the Bond Insurer (as hereinafter defined), as issuer of the Policy (as hereinafter defined), shall be entitled to control and direct the enforcement of all rights and remedies granted to the Bondholders or the Paying Agent for the benefit of the Bondholders under this Resolution. If the Paying Agent is willing at such time to serve and exercise the powers conferred upon a trustee appointed in the manner provided in Section 8263 of the Act, subject as aforesaid, such representation shall be exclusively for the purposes provided in the Act.

SECTION 11. General Obligation Covenant. The Bonds will be direct and general obligations of the City, issued pursuant to the Resolution and in accordance with the terms of the Act. The City hereby irrevocably pledges the City's full faith, credit and taxing power for the payment of the principal of and interest on the Bonds. The City hereby further covenants with the holders of the Bonds that it (a) shall include in its budget for each fiscal year the amount of the debt service on the Bonds payable in each such fiscal year, (b) shall appropriate such amounts from its general revenues for the payment of such debt service, and (c) shall duly and punctually pay or cause to be paid from the Sinking Fund, or any other of its revenues or funds, the principal of and interest on the Bonds, respectively, on the dates, and at the places and in the manner stated in the Bonds. The City hereby pledges its full faith, credit and taxing power for such budgeting, appropriation and payment. The Act provides that this covenant is specifically enforceable.

SECTION 12. Sinking Fund. In accordance with the provisions of the Act, the City will create, at or prior to the delivery of the Bonds, a sinking fund (the "**Sinking Fund**") for the Bonds which will be held by The Bank of New York Mellon Trust Company, N.A., as Sinking Fund Depository, and shall be maintained until all Bonds are paid in full. All moneys deposited in the Sinking Fund, without further action or filing, will be subject to a perfected security interest in favor of the registered owners of the Bonds (the "**Bondholders**") until such moneys have been properly disbursed. It is the duty of the City to deposit into the Sinking Fund the moneys required to be paid at the times and in the amounts provided in the pledge or covenant made in this Resolution. If the appropriation of moneys is insufficient to make the deposit required to be made for the interest on and principal of the Bonds, the Act provides that it is the duty of the City to pay into the Sinking Fund that portion of each receipt of tax moneys and other available revenues as will result in the timely accumulation of sufficient moneys in the Sinking Fund.

SECTION 13. Redemption of the Refunded Bonds.

(a) The City hereby calls the Refunded Bonds for redemption on December 23, 2016 or such other date after December 23, 2016 as shall be selected by the Authorized Officers, provided that such date shall not be later than ninety (90) days after the date of issuance of the Bonds. The City shall deposit with The Bank of New York Mellon Trust Company, N.A., as successor paying agent for the Refunded Bonds (the "**1998 Paying Agent**"), the amount required to pay the principal of and interest on the Refunded Bonds to the date fixed for redemption. The Authorized Officers of the City are hereby authorized and directed to execute all documents and to take such other action as may be necessary or advisable to effect the redemption and payment of the Refunded Bonds. Upon redemption of the Refunded Bonds, any excess money shall be transferred by the 1998 Paying Agent to the Paying Agent, and the Paying Agent shall deposit such money in the Sinking Fund for the Bonds.

(b) The Authorized Officers of the City are hereby authorized and directed to execute all documents and to take such other action as may be necessary or advisable to effect the redemption and payment of the Refunded Bonds.

SECTION 14. Internal Revenue Code Covenants. The City covenants with the Bondholders that no part of the proceeds of the Bonds shall at any time be used, directly or indirectly, (a) to acquire securities or obligations the acquisition of which would cause the Bonds to be "arbitrage bonds" as defined in Section 148 of the Code, or (b) to make or finance loans to persons other than governmental units or to be used in any trade or business carried on by any person other than a governmental unit, with the effect that the interest on the Bonds is no longer excluded from gross income under the Code. Any member of the Council is hereby authorized and directed to execute the non-arbitrage certificate required by Section 148 of the Code.

SECTION 15. Appointment of Professionals. The City hereby appoints Campbell & Levine, LLC, as Bond Counsel ("**Bond Counsel**") for the purpose of rendering the necessary opinions of Bond Counsel with respect to the Bonds.

SECTION 16. CUSIP Numbers. In accordance with the recommendation of American Bankers Association Committee on Uniform Security Identification Procedures ("**CUSIP**"), a CUSIP number is hereby authorized to be imprinted on each of the Bonds.

SECTION 17. Payment of Expenses. All expenses incurred in connection with the issuance of the Bonds are authorized to be paid from the proceeds of the sale of the Bonds upon submission of appropriate invoices.

SECTION 18. Purchase of Insurance. The City hereby agrees to purchase and accepts the commitment of Build America Mutual Assurance Company (the "**Bond Insurer**") for the issuance of a municipal bond insurance policy insuring payment of principal of and interest on the Bonds (the "**Policy**"), and directs that the appropriate premiums be paid to the Bond Insurer at the settlement of the sale of the Bonds. Legends indicating the existence of the Policy shall be printed on the Bonds in the form required by the Bond Insurer. The City and the Paying Agent hereby agree, during the term of the Policy and to the best of their abilities, to abide by the terms, obligations and provisions required by the Bond Insurer.

SECTION 19. Qualified Tax-Exempt Obligations. The City hereby designates the Bonds as "qualified tax-exempt obligations" for purposes of and with the effects contemplated by Section 265(b)(5) of the Code.

SECTION 20. Continuing Disclosure. The City, as the sole "obligated person" with respect to the Bonds for purposes of SEC Rule 15c2-12 under the Securities Exchange Act of 1934 (the "**Rule**"), will enter into a continuing disclosure certificate or agreement in form and substance acceptable to the Underwriter and Bond Counsel in order to assist the Underwriter in complying with the requirements of subsection (d)(2) of the Rule. The proper officers of the City are authorized and directed to execute and deliver such agreement.

SECTION 21. Ratification of Preliminary Official Statement. The City hereby ratifies all acts undertaken by its officers, employees and agents with respect to the preparation and distribution of the preliminary official statement with respect to the Bonds (the "**Preliminary Official Statement**"), including any action taken to deem such Preliminary Official Statement final as of its date except for the omission of information dependent upon the pricing of the issue and the completion of the underwriting agreement, such as offering prices, interest rates, selling compensation, aggregate principal amount, principal amount per maturity, delivery dates and other terms of the Bonds dependent on the foregoing matters. The City agrees to cooperate with the Underwriter to deliver or cause to be delivered, within seven business days from the date hereof and in sufficient time to accompany any confirmation that requests payment from any customer of the Underwriter, copies of a final official statement (the "**Official Statement**") in sufficient quantity to enable the Underwriter to comply with the rules of the Municipal Securities Rulemaking Board and paragraph (b)(4) of the Rule.

SECTION 22. Ratification of Advertisement; Notice of Enactment of Resolution. The City hereby ratifies all acts undertaken by its officers, employees and agents with respect to the advertising of a summary of this Resolution as required by the Act in the *Tribune-Review*, a newspaper of general circulation in the City, in accordance with Section 8003(a) of the Act. The advertisement of notice of the enactment of this Resolution in such newspaper or another newspaper of general circulation in the City is



hereby directed within fifteen (15) days following the date of final enactment hereof in accordance with Section 8003(b) of the Act.

SECTION 23. Effective Date. This Resolution shall become effective on the earliest date permitted by the Act.

SECTION 24. Incidental Action. The members of the Council of the City and the Authorized Officers are hereby authorized and directed to execute and deliver such other certificates, documents and instruments and to take or approve the taking of such other action as may be necessary or appropriate in order to redeem the Refunded Bonds or effectuate the execution and delivery of the Bonds, including without limitation execution and delivery of a continuing disclosure undertaking in compliance with SEC Rule 15c2-12, and to execute and deliver such additional certificates, documents and instruments as shall be deemed necessary or appropriate by the City's Solicitor.

SECTION 25. Repeal. All Resolutions or parts thereof insofar as they are inconsistent herewith are hereby repealed or rescinded.


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DULY ENACTED into law this 21st day of November, 2016.

ATTEST:

  
Authorized Officer

CITY OF JEANNETTE

By:   
Title: Mayor

(SEAL)



CERTIFICATE

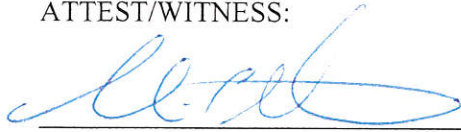
I, the undersigned Mayor of the City of Jeannette, Pennsylvania, hereby certify that the foregoing and attached is a true copy of an Resolution which was duly enacted at a meeting of the Council of the City on November 21, 2016, and that at such meeting a quorum was present and acting throughout, after due notice to the members of the Council of the City and to the public and such meeting was at all times open to the public; that the Resolution was duly recorded in the City's Minutes Book and that a summary thereof was published as required by law in a newspaper of general circulation in the City. I further certify that the City met the advance notice requirements of Act No. 175 of the 1974 Pennsylvania General Assembly by advertising the date of the meeting and posting a notice of such meeting at the public meeting place of the City.

I further certify that the total number of members of the City Council is six (6), that the vote upon the Resolution was called and duly recorded on the minutes of said meeting and that the members voted in the following manner:

Richard Jacobetti	Aye <input checked="" type="checkbox"/>	No <input type="checkbox"/>	Absent <input type="checkbox"/>	Abstention <input type="checkbox"/>
Charles Highlands	Aye <input checked="" type="checkbox"/>	No <input type="checkbox"/>	Absent <input type="checkbox"/>	Abstention <input type="checkbox"/>
Gabriel Homan	Aye <input checked="" type="checkbox"/>	No <input type="checkbox"/>	Absent <input type="checkbox"/>	Abstention <input type="checkbox"/>
Robin Mozley	Aye <input checked="" type="checkbox"/>	No <input type="checkbox"/>	Absent <input type="checkbox"/>	Abstention <input type="checkbox"/>
Ron Smith	Aye <input checked="" type="checkbox"/>	No <input type="checkbox"/>	Absent <input type="checkbox"/>	Abstention <input type="checkbox"/>

WITNESS my hand and the seal of the City of Jeannette, Westmoreland County, Pennsylvania, this 21st day of November, 2016.

ATTEST/WITNESS:

  
\_\_\_\_\_

CITY OF JEANNETTE

By:   
Name: Richard Jacobetti  
Title: Mayor

(SEAL)



EXHIBIT A  
CAPITAL PROJECTS

\$



EXHIBIT B

BOND PURCHASE AGREEMENT

EXHIBIT C

FORM OF BOND

UNITED STATES OF AMERICA  
CITY OF JEANNETTE  
COUNTY OF WESTMORELAND  
COMMONWEALTH OF PENNSYLVANIA

GENERAL OBLIGATION BOND, SERIES OF 2016

No. R-\_\_

Principal Amount: \$ \_\_\_\_\_

Rate: \_\_\_\_\_ %

Dated Date: \_\_\_\_\_

Maturity Date: April 1, \_\_\_\_\_

Registered Owner: **CEDE & CO., INC.**

The City of Jeannette, County of Westmoreland, Commonwealth of Pennsylvania (the "**City**"), for value received and intending to be legally bound, promises to pay to the registered owner shown hereon or its registered assigns: (a) on the maturity date shown hereon unless redeemed prior thereto as hereinafter provided, the principal sum shown hereon; and (b) interest on such principal sum on each April 1 and October 1 (each an "**Interest Payment Date**") commencing April 1, 2017, at the rate of interest cited above, computed on the basis of a year of 360 days consisting of twelve 30-day months. Interest is payable to the registered owner of this Bond from the Interest Payment Date next preceding the date of registration and authentication of this Bond unless: (a) such Bond is registered and authenticated as of an Interest Payment Date, in which event this Bond shall bear interest from said Interest Payment Date, or (b) this Bond is registered and authenticated after a Record Date (hereinafter defined) and before the next succeeding Interest Payment Date, in which event this Bond shall bear interest from such Interest Payment Date, or (c) this Bond is registered and authenticated on or prior to the Record Date (hereinafter defined) next preceding April 1, 2017, in which event this Bond shall bear interest from the date of delivery, or (d) as shown by the records of The Bank of New York Mellon Trust Company, N.A., the Paying Agent (the "**Paying Agent**") appointed pursuant to the Resolution (as defined hereinafter), interest on this Bond shall be in default, in which event this Bond shall bear interest from the date on which interest was last paid on this Bond.

Interest on each Bond is payable by check drawn on the Paying Agent, which shall be mailed to the registered owner whose name and address shall appear, at the close of business on the fifteenth (15th) day next preceding each interest payment date (the "**Record Date**"), on the registration books maintained by the Paying Agent irrespective of any transfer or exchange of this Bond subsequent to such Record Date and prior to such interest payment date, unless the City shall be in default in payment of interest due on such interest payment date. In the event of any such default, such defaulted interest shall be payable to the person in whose name this Bond is registered at the close of business on a special record date for the payment of such defaulted interest established by notice mailed by the Paying Agent to the registered owners of the Bonds not less than fifteen (15) days preceding such special record date. Such notice shall be mailed to the persons in whose names this Bond is registered at the close of business on the fifth (5th) day preceding the date of mailing.

The principal and premium, if any, of this Bond are payable upon its presentation and surrender at the designated corporate trust office of the Paying Agent in Pittsburgh, Pennsylvania (or such other corporate trust office as the Paying Agent may designate in writing to the City) (the "**Designated Office**") in any coin or currency of the United States of America which, at the time of payment, is legal tender for the payment of public or private debts. The interest on this Bond is payable by check or draft of the Paying Agent mailed to the registered owner hereof. Interest shall be payable on each Interest Payment Date to the person in whose name this Bond is registered as shown on the registration books kept by the Paying Agent as of the close of business on the applicable Regular Record Date.

This Bond is one of the duly authorized City of Jeannette General Obligation Bonds, Series of 2016, issued in the aggregate principal amount of \$3,555,000 (the "**Bonds**") in accordance with the Local Government Unit Debt Act of the Commonwealth of Pennsylvania, as amended (the "**Act**"), without the assent of the electors, pursuant to an Resolution (the "**Resolution**") of the Council of the City enacted on November 21, 2016. The Bonds are being issued for the purpose of providing funds to pay the costs of the 2016 Project as defined in the Resolution, and to pay the costs of issuing The Bonds.

Redemption. The Bonds shall be subject to redemption prior to maturity as follows:

*Optional Redemption.* The Bonds maturing on or after April 1, 2023 shall be subject to optional redemption prior to maturity at the option of the City, in whole or in part from time to time on April 1, 2022 or on any date thereafter. Any such redemption shall be made at the redemption price of 100% of the principal amount to be redeemed, together with accrued interest, if any, from the most recent Interest Payment Date to the date fixed for redemption. If less than an entire maturity of the Bonds is to be redeemed on a particular date, the Bonds to be redeemed shall be selected by lot by the Paying Agent.

*Mandatory Redemption.* The Bonds maturing on April 1 of the years 2023, 2025, 2027, 2029, 2031 and 2033 are subject to mandatory sinking fund redemption prior to maturity in part, in order of maturity and within a maturity by lot, at a redemption price of 100% of the principal amount to be redeemed, together with accrued interest to the date fixed for redemption, on April 1 in the years and in the principal amounts as follows

**Bonds Due April 1, 2023:**

<b>Year</b>	<b>Amount</b>
<u>(April 1)</u>	
2022	\$185,000
2023*	185,000

\* Stated maturity.

**Bonds Due April 1, 2025:**

<b>Year</b>	<b>Amount</b>
<u>(April 1)</u>	
2024	\$195,000
2025	205,000

\* Stated maturity.

**Bonds Due April 1, 2027:**

<u>Year</u> <u>(April 1)</u>	<u>Amount</u>
2026	\$210,000
2027*	215,000

\* Stated maturity.

**Bonds Due April 1, 2029:**

<u>Year</u> <u>(April 1)</u>	<u>Amount</u>
2028	\$225,000
2029*	230,000

\* Stated maturity.

**Bonds Due April 1, 2031:**

<u>Year</u> <u>(April 1)</u>	<u>Amount</u>
2030	\$240,000
2031*	250,000

\* Stated maturity.

**Bonds Due April 1, 2033:**

<u>Year</u> <u>(April 1)</u>	<u>Amount</u>
2032	\$260,000
2033*	270,000

\* Stated maturity.

Notice of any redemption of Bonds shall be given by depositing a copy of the redemption notice by first class mail, postage prepaid not more than forty-five (45) days and not less than twenty (20) days prior to the date fixed for redemption, addressed to each of the registered owners of Bonds to be redeemed, in whole or in part, at the addresses shown on the registration books kept by the Paying Agent as of the date such Bonds are selected for redemption. Neither the failure to mail notice of redemption nor



any defect therein or in the mailing thereof shall affect the validity of any proceeding for redemption of other Bonds called for redemption as to which proper notice has been given. On the date designated for redemption, notice having been provided as aforesaid, and money for payment of the principal and accrued interest being held by the Paying Agent, interest on the Bonds and portions thereof so called for redemption shall cease to accrue and such Bonds and portions thereof so called for redemption shall cease to be entitled to any benefit or security under the Resolution, and registered owners of such Bonds shall have no rights with respect to such Bonds, except to receive payment of the principal of and accrued interest on such Bonds to the date fixed for redemption.

If at the time of mailing of such notice of redemption, the City shall not have deposited with the Paying Agent funds sufficient to redeem all of the Bonds called for redemption, such notice may state that it is subject to the deposit of redemption moneys with the Paying Agent no later than the redemption date and that such notice will be of no effect unless such moneys are so deposited.

The City, pursuant to recommendations made by the Committee on Uniform Security Identification Procedures, has caused CUSIP numbers to be printed on the Bonds, and has directed the Paying Agent to use such numbers in notices of redemption and other notices, if any, as a convenience to the Bondholders. No representation is made as to the accuracy of such numbers either as printed on the Bonds or as contained in any notice and reliance may be placed only on the identification number printed hereon.

NO RECOURSE SHALL BE HAD FOR THE PAYMENT OF THE PRINCIPAL OF OR INTEREST, OR PREMIUM, IF ANY, ON THIS BOND, OR FOR ANY CLAIM BASED HEREON OR ON THE RESOLUTION AGAINST ANY MEMBER, OFFICER OR EMPLOYEE, PAST, PRESENT OR FUTURE, OF THE CITY OR OF ANY SUCCESSOR BODY, AS SUCH, EITHER DIRECTLY OR THROUGH THE CITY OR ANY SUCH SUCCESSOR BODY, UNDER ANY CONSTITUTIONAL PROVISION, STATUTE OR RULE OF LAW, OR BY THE ENFORCEMENT OF ANY ASSESSMENT OR BY ANY LEGAL OR EQUITABLE PROCEEDING OR OTHERWISE, AND ALL SUCH LIABILITY OF SUCH MEMBERS, OFFICERS AND EMPLOYEES IS RELEASED AS A CONDITION OF AND AS CONSIDERATION FOR THE ISSUANCE OF THIS BOND.

It is hereby certified that the approval of the Department of Community and Economic Development of the Commonwealth of Pennsylvania for the City to issue and deliver this Bond has been duly given pursuant to the Act; that all acts, conditions and things required by the laws of the Commonwealth of Pennsylvania to exist, to have happened or to have been performed, precedent to or in the issuance of this Bond or in the creation of the debt of which this Bond is evidence, exist, have happened and have been performed in regular and due form and manner as required by law; that this Bond, together with all other indebtedness of the City is within every debt and other limit prescribed by the constitution and the statutes of the Commonwealth of Pennsylvania and applicable to the City; and that the City has established with the Sinking Fund Depository a sinking fund for the Bonds and shall deposit therein amounts sufficient to pay the principal of and interest on the Bonds as the same shall become due and payable.

This Bond is hereby declared to be a general obligation of the City. The City, in the Resolution authorizing the issuance of the series of Bonds of which this Bond is one, has covenanted with the Bondholders of the Bonds that the City will include the amount of the debt service charges on the Bonds for each fiscal year in which such sums are payable, in its budget for that year, that it will appropriate such amounts to the payment of such debt service; and that it will duly and punctually pay or cause to be paid the principal of every Bond, and the interest thereon, at the dates and places and in the manner stated in The Bonds according to the true intent and meaning thereof, and for such budgeting, appropriation and

payment, the City has pledged its full faith, credit and taxing power. This covenant is specifically enforceable.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the City has caused this Bond to be executed in its name by the true or facsimile signatures of authorized officers and has caused the facsimile of its seal to be printed hereon.

CITY OF JEANNETTE



By: *Richard R. J. [Signature]*  
Mayor

[SEAL]

By: *[Signature]*  
Title:

**FOR VALUE RECEIVED** the undersigned hereby sells, assigns and transfers unto

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Please insert Social Security or other identifying number of assignee

25 - 6000862

Please print or typewrite name and address including postal zip code of transferee

MICHAEL L NESTICO, CITY MANAGER 110 S. 2ND STREET JEANNETTE  
PA 15644

the within Bond and all rights thereunder, and hereby irrevocably constitutes and appoints

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Agent to transfer the within Bond on the books kept for registration thereof, with full power of substitution in the premises.

Dated: \_\_\_\_\_

In the presence of: \_\_\_\_\_

NOTICE: The signature to this assignment must correspond with the name as written upon the face of the Bond, in every particular, without alteration or enlargement, or any change whatever.