

**BOARD OF SUPERVISORS
TOWNSHIP OF WILLISTOWN
CHESTER COUNTY, PENNSYLVANIA**

RESOLUTION NO. 16 OF 2018

A RESOLUTION OF THE WILLISTOWN TOWNSHIP BOARD OF SUPERVISORS AUTHORIZING THE EXECUTION OF A WASTEWATER CONVEYANCE AGREEMENT AND AUTHORIZING INCIDENTAL ACTION TO BE TAKEN BY SPECIFIC OFFICERS OF THE TOWNSHIP.

WHEREAS, Tredyffrin Township (“Tredyffrin”), a Home Rule Chartered Township of the Commonwealth of Pennsylvania, currently leases and operates the Valley Creek Trunk Sewer system (the “VCTS”) that accepts wastewater emanating from Tredyffrin, [East Whiteland Township, Willistown Township, Easttown Township, the Borough of Malvern and the Valley Forge Sewer Authority (the “VFSA”)(including Charlestown Township, East Pikeland Township and Schuylkill Township) (collectively referred to as the “Municipalities”)] through its interceptors or trunk sewers, including pumping stations and appurtenances, and conveys such wastewater to the VFSA treatment plant; and

WHEREAS, the Tredyffrin Township Municipal Authority (“TTMA”) owns the VCTS and leases it to Tredyffrin; and

WHEREAS, the Municipalities, including Willistown Township (“WT”) and TTMA, entered into that certain Valley Creek Trunk Sewer System Agreement dated November 1, 1970 (the “1970 Agreement”) for the collection and conveyance of wastewater from the Municipalities through the VCTS to the VFSA treatment plant; and

WHEREAS, the Municipalities, including WT and TTMA, entered into a Settlement Agreement dated July 18, 2017 in which the parties thereto agreed to sell the VCTS subject to the terms of the Settlement Agreement and an Asset Purchase Agreement; and

WHEREAS, Tredyffrin and TTMA previously decided to pursue the sale of all of the assets, properties and rights of Tredyffrin and TTMA (whether tangible, real, personal or mixed), which are exclusively held and used by it in connection with the VCTS, including, but not limited to, information received by Tredyffrin and TTMA as to consumption by customers within the service area of the VCTS to facilitate accurate billing, as set forth in the Asset Purchase Agreement through a competitive bidding process; and

WHEREAS, Tredyffrin and TTMA issued a Request for Qualifications (the “RFQ”) on September 11, 2017 and a Request for Bids (the “RFB”) on November 8, 2018 to solicit bids from interested and qualified companies and entities to purchase the VCTS; and

WHEREAS, Tredyffrin and TTMA received one (1) response to the RFQ; and after the opportunity for due diligence, Tredyffrin and TTMA received a bid in response to the RFB from one (1) interested entity (“Purchaser”) that was found to be qualified; and

WHEREAS, Tredyffrin and TTMA reviewed the bid submitted by the Purchaser, and determined that the bid submitted by the Purchaser is in the best interest of the Township and TTMA, complies in all material ways with the terms of the Settlement Agreement, offers the greatest value to Tredyffrin, TTMA, WT and the Municipalities, based on the advice of Tredyffrin's Financial Advisor and the Special Counsel;

WHEREAS, on November 19, 2018, Tredyffrin and TTMA awarded the bid to the Purchaser and approved and authorized the execution, delivery and performance of the Asset Purchase Agreement and Wastewater Conveyance Agreement (as described below); and

WHEREAS, pursuant to the terms of the Settlement Agreement, upon closing with the Purchaser, the 1970 Agreement automatically terminates and becomes null and void (except for certain provisions as set forth in the Settlement Agreement); and

WHEREAS, following closing, the Municipalities desire to send all of their wastewater through the VCTS to be treated at the VFSA treatment plant; and

WHEREAS, the Municipalities, including WT and TTMA, desire to enter into the Wastewater Conveyance Agreement with Purchaser to govern the collection of their wastewater through the VCTS for treatment at the VFSA treatment plant; and

WHEREAS, pursuant to the terms of the Asset Purchase Agreement and the Wastewater Conveyance Agreement, the Purchaser agrees to collect wastewater from the Municipalities and convey that wastewater to the VFSA treatment plant pursuant to the terms and conditions of the Asset Purchase Agreement and the Wastewater Conveyance Agreement.

NOW, THEREFORE, BE RESOLVED by the Board of Supervisors of Willistown Township (the "Board"), Chester County, Pennsylvania as follows:

1. **Approval of the Wastewater Conveyance Agreement**

The Board hereby authorizes and approves the execution, delivery, and performance of the Wastewater Conveyance Agreement substantially in the form attached hereto as *Exhibit A*. The Chairman of the Board is hereby authorized and directed on behalf of the Board of Supervisors to execute any and all papers and documents, and to do and cause to be done any and all actions and things necessary or proper to execute, deliver and perform the Wastewater Conveyance Agreement.

2. **General Authorization**

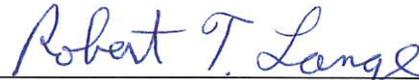
The Board hereby further authorizes the Township, its agents and employees, to take any and all necessary actions required by the Settlement Agreement, the Willistown Township Code, the Second Class Township Code, and any other applicable law to execute and perform the Wastewater Conveyance Agreement.

3. **Ratification and Reaffirmation**

The Board hereby ratifies and reaffirms all action that it has taken, as well as the actions taken by its agents, employees and consultants, in order to consummate the Wastewater Conveyance Agreement.

ADOPTED, this 10th day of December, 2018.

**BOARD OF SUPERVISORS
WILLISTOWN TOWNSHIP**



Robert T. Lange, Chairman



William R. Shoemaker, Vice Chairman

Barbara Handelin, Supervisor

ATTEST:



David R. Burman, Secretary