

HEMPFIELD TOWNSHIP MUNICIPAL AUTHORITY
Mercer County, Pennsylvania

RESOLUTION NO. _____ of 2026

WHEREAS, the Hempfield Township Municipal Authority (the "Authority") is a municipal authority organized and operating in accordance with the Pennsylvania Municipality Authorities Act (the "Act"); and

WHEREAS, the Authority currently owns and operates a sanitary wastewater collection system (the "System") that provides wastewater transmission service to various customers within Hempfield Township, Mercer County, Pennsylvania (the "Service Area"); and

WHEREAS, the Authority has decided to pursue the sale (the "Assets Sale") of all of the assets, properties and rights (whether tangible, real, personal or mixed) which are exclusively held and used by it in connection with the System (the "System Assets"); and

WHEREAS, the Authority has reviewed a proposal from Aqua Pennsylvania Wastewater, Inc. ("Aqua"), and has determined that the Assets Sale is in the best interest of the Authority and its customers; and

WHEREAS, pursuant to the proposed Asset Purchase Agreement with Aqua, the Authority will assign the Authority's rights and obligations under all relevant Agreements to Aqua as necessary and appropriate and in accordance with the Asset Purchase Agreement; and

WHEREAS, under the Asset Purchase Agreement, the Authority will transfer to Aqua the ownership of the System Assets through the execution and delivery of all necessary and required bills of sale, instruments of assignment, consents to transfer, deeds, and other agreements, documents, and instruments of conveyance (collectively, the "Conveyance Instruments"); and

WHEREAS, the Authority now desires to approve the form and substance of the Asset Purchase Agreement.

NOW THEREFORE, BE IT RESOLVED by the Authority Board of the Hempfield Township Municipal Authority as follows:

1. Approval of the Asset Purchase Agreement

The Authority Board hereby authorizes and approves the execution, delivery, and performance of the Asset Purchase Agreement substantially in the form attached hereto as ***Exhibit A*** and subject to any revisions that are: (1) necessary to conform the Agreement to Aqua's proposal, specifically including the purchase price accepted by the Authority Board and the future rate structure proposed by Aqua; or (2) approved by the Authority Board's legal counsel. The Chairman or Vice Chairman of the Authority Board are hereby authorized and directed on behalf of the Authority 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 the Asset Purchase Agreement in accordance with the provisions set forth herein.

2. Assignment of Intermunicipal Agreements and Other Relevant Agreements

The Authority Board hereby authorizes and approves the assignment of the Authority's rights and obligations under all relevant agreements. The Chairman or Vice Chairman of the Authority Board are hereby authorized and directed on behalf of the Authority to execute any and all papers and document and to do and cause to be done any and all actions and things necessary or proper to effectuate such assignment, provided that the terms and conditions of all such papers and documents are satisfactory to the Municipal Solicitor and Special Counsel to the Authority.

3. Approval of Deeds, Certificates, and Related Documents

The Authority Board hereby authorizes the execution and delivery by the Chairman or Vice Chairman of the Authority Board of the Conveyance Instruments necessary and required to be executed.

4. Disposition of Proceeds

The proceeds of the sale shall be utilized at the discretion of the Authority Board in a manner consistent with the Charter of the Authority and applicable law.

5. General Authorization

The Authority Board hereby further authorizes the Authority's Chairman or Vice Chairman to perform any and all acts as may be necessary or desirable to execute, file and deliver all other agreements, documents and instruments contemplated by the foregoing provisions, pay or cause to be paid any and all expenses and fees and disburse such other funds of the Authority, and to take any and all further action which he may deem necessary or desirable to effectuate any action authorized by these provisions and to consummate the transaction contemplated by the Asset Purchase Agreement and otherwise to carry out the purposes and intent of the foregoing provisions, and that the execution by the Chairman or the Vice Chairman of any such documents or the performance by such officer of any such act in connection with the foregoing matters shall conclusively establish authority therefor from the Authority and the approval and ratification by the Authority of the documents so executed and the actions so taken.

6. Severability

The provisions of this Resolution are intended to be severable, and if any section, sentence, clause, part or provision hereof shall be held illegal, invalid or unconstitutional by any court of competent jurisdiction, such decision of the court shall not affect or impair the remaining sections, sentences, clauses, parts or provisions of this Resolution. It is hereby declared to be the Intent of the Authority Board that this Resolution would have been adopted even if such illegal, invalid or unconstitutional section, sentence, clause, part or provisions had not been included herein.

7. **Effective Date**

This Resolution shall take effect and be in force immediately upon its approval.

8. **Repealer**

All other Resolutions or parts thereof as they are inconsistent with this Resolution are hereby repealed.

RESOLVED this 27th day of October, 2026.

**HEMPFIELD TOWNSHIP MUNICIPAL
AUTHORITY**

By: _____
Chairman

By: _____
Vice Chairman

By: _____

By: _____

By: _____

EXHIBIT A

ASSET PURCHASE AGREEMENT

(attached)