

ORDINANCE NO. 1080

ORDINANCE AUTHORIZING THE INCURRING OF NONELECTORAL DEBT BY THE MUNICIPALITY OF MONROEVILLE ("MUNICIPALITY") ALLEGHENY COUNTY, PENNSYLVANIA, FOR THE PURPOSE OF PROVIDING FUNDS FOR AND TOWARD A PROJECT CONSISTING OF THE REFUNDING OF THE MUNICIPALITY'S GENERAL OBLIGATION IMPROVEMENT BONDS, SERIES A OF 1975; A PROJECT CONSISTING OF THE REFUNDING OF THE MUNICIPALITY'S \$160,000 NOTE; PROJECTS CONSISTING OF THE PAYMENT OF THE COSTS OF ACQUISITION AND INSTALLATION OF FIRE APPARATUS AND MANAGEMENT INFORMATION AND COMMUNICATIONS EQUIPMENT BY THE ISSUANCE OF THE MUNICIPALITY'S GENERAL OBLIGATION BONDS IN THE AMOUNT OF \$3,825,000; AUTHORIZING THE FILING OF A DEBT STATEMENT; PROVIDING FOR THE MATURITIES AND INTEREST RATES OF SUCH BONDS; ADOPTING A FORM OF BOND AND COUPONS, AND AUTHORIZING THE OFFICERS OF THE MUNICIPALITY TO EXECUTE SAID BONDS; ESTABLISHING REDEMPTION FEATURES; STATING THAT THE BONDS WILL BE EXEMPT FROM TAXATION IN THE COMMONWEALTH; COVENANTING TO PAY DEBT SERVICE AND PLEDGE THE FULL FAITH, CREDIT AND TAXING POWER OF THE MUNICIPALITY FOR THE PAYMENT OF THE BONDS; ESTABLISHING A SINKING FUND IN RESPECT OF SUCH BONDS; PROVIDING FOR A PAYING AGENT, REGISTRAR AND SINKING FUND DEPOSITARY; RESTRICTING INVESTMENT OF THE PROCEEDS OF SAID BONDS; AUTHORIZING THE PURCHASE OF OBLIGATIONS OF THE UNITED STATES OF AMERICA; AUTHORIZING THE PAYMENT OF THE EXPENSES OF THE SALE; RATIFYING PRIOR ADVERTISEMENT AND DIRECTING FURTHER ADVERTISEMENT; AND REPEALING INCONSISTENT ORDINANCES.

WHEREAS, the Municipality of Monroeville (formerly the Borough of Monroeville), Allegheny County, Pennsylvania (the "Municipality") issued on March 5, 1975, \$3,120,000, principal amount, of its general obligation bonds designated Borough of Monroeville General Obligation Improvement Bonds, Series A of 1975, dated as of March 1, 1975 (the "1975 Series Bonds"), and concurrently issued its General Obligation Improvement Bonds (Series A of 1975 \$100 Term Bonds), dated as of March 1, 1975 (the "1975 Term Bonds") (the 1975 Series Bonds A and the 1975 Term Bonds are hereinafter collectively referred to as the "1975 Bonds"); and

WHEREAS, the 1975 Bonds were issued and sold pursuant to an ordinance ("1975 Ordinance") of the Borough Council of the Borough of Monroeville enacted on February 12, 1975, and pursuant to approval of the Department of Community Affairs of the Commonwealth; and

WHEREAS, the purpose of the issuance of the 1975 Bonds to provide funds for payment of the costs of the following projects (the "1975 Projects"):

1. the "Sanitary Sewers Project";
2. the "Roads Construction Project";
3. the "Traffic Signals Project";
4. the "Parks Project";
5. the "Land Acquisition and Building Development Project"; and
6. the "1975 Refunding of Existing Debt Project"; and

WHEREAS, the purpose of the issuance of the 1975 Bonds was partially changed pursuant to Ordinance No. 974 of the Borough of Monroeville enacted on October 14, 1975 and pursuant to proper filing with the Department of Community Affairs; and

WHEREAS, such change added to the Land Acquisition and Building Development Project alterations and addition to the library and the construction of a new administrative building; and

WHEREAS, the Municipal Council, governing body of the Municipality, deem it necessary and advisable and in the best interest of the Municipality to undertake a project (the "1977 Fire Apparatus Project") consisting of providing funds for and toward the financing, acquisition, and installation of fire apparatus for local volunteer fire companies, which apparatus will retain an encumbrance on the titles thereof in favor of the Municipality; and

WHEREAS, the Municipality executed a note, dated as of August 12, 1975, (the "1975 Note"), to provide funds for the previous similar acquisition of fire apparatus, the 1975 Note having a present outstanding principal of \$160,000, which such 1975 Note the Municipality desires to refund; and

WHEREAS, the Municipal Council, governing body of the Municipality, deem it necessary and advisable and in the best interest of the Municipality to undertake a project (the "Note Refunding Project") consisting of providing funds for and toward the refunding of the 1975 Note; and

WHEREAS, the Municipal Council, governing body of the Municipality, deem it necessary and advisable and in the best interest of the Municipality to undertake a project (the "1977 Management Information and Communications Equipment Project") consisting of providing funds for and toward the financing, acquisition, and installation of management information and communications equipment; and

WHEREAS, in order to reduce the total interest payable over the life of the 1975 Series Bonds, has determined to undertake a project ("Bond Refunding Project") consisting of the refunding of the 1975 Series Bonds (including paying the costs of redeeming 1975 Series Bonds to be redeemed), and paying the costs and expenses of financing; and

WHEREAS, the Municipal Council proposes to undertake a financing in respect of the aforementioned projects by incurring nonelectoral debt (subject to appropriate exclusions described herein) in accordance with the Local Government Unit Debt Act (the "Debt Act"), being Act No. 185 of the 1972 General Assembly of the Commonwealth of Pennsylvania, approved July 12, 1972, as amended, 53 P.S. 6780-1 et seq.; and

WHEREAS, the Municipal Council proposes to undertake the Note Refunding Project and the Bond Refunding Project pursuant to Section 1101 of the Debt Act; and

WHEREAS, in accordance with the Debt Act, the Municipal Council has heretofore obtained realistic cost estimates and bids for the cost of the aforesaid projects, the total estimated cost of the projects being \$3,825,000; and

WHEREAS, the Municipal Council by this Ordinance shall issue General Obligation Bonds in the amount of \$3,825,000 to fund the costs of the aforesaid projects; and

WHEREAS, the proposed issuance of Bonds together with the Municipality's non-electoral and lease rental indebtedness presently outstanding will not cause limitations on the Municipality's debt incurring power pursuant to the Debt Act to be exceeded; and

WHEREAS, there has been received at this meeting a sealed proposal to purchase the Municipality's General Obligation Refunding and Improvement Bonds, Series of 1977, and has been duly considered by the Municipal Council; and

WHEREAS, in order to refund the 1975 Series Bonds, the Municipality intends to irrevocably call for redemption all redeemable 1975 Series Bonds except for Bonds maturing on March 1, 1986, which such Bonds will be paid at maturity.

NOW, THEREFORE, BE IT RESOLVED by the Municipal Council of the Municipality of Monroeville, Allegheny County, Pennsylvania and it is hereby resolved by the authority of same, THAT:

SECTION 1. The descriptions of the projects set forth in the recitals hereto are hereby incorporated by reference and are hereby approved as if they were here recited at length. The Municipal Council hereby designates the "1977 Fire Apparatus Project," the "Note Refunding Project," the "1977 Management Information and Communications Equipment Project" and the "Bond Refunding Project" as projects for the financing of which it desires to incur debt of the Municipality. The realistic estimated useful life of the 1977 Fire Apparatus Project is hereby declared to be fifteen (15) years. The realistic estimated useful life of the 1977 Management Information and Communications Equipment Project is hereby declared to be twenty (20) years. The realistic estimated useful life of the capital project for which the 1975 Note was issued is hereby declared to be fifteen (15) years from August 12, 1975. The realistic estimated useful lives of the underlying capital projects of the Bond Refunding Project are hereby declared to be:

1. the Sanitary Sewers Project - forty (40) years from February 12, 1975;
2. the Road Construction Project - forty (40) years from February 12, 1975;
3. the Traffic Signals Project - forty (40) years from February 12, 1975;
4. the Parks Project - forty (40) years from February 12, 1975;
5. the Land Acquisition and Building Development Project - forty (40) years from February 12, 1975, and, in part, forty (40) years from October 14, 1975; and
6. the 1975 Refunding of Existing Debt Project - forty (40) years from February 12, 1975.

SECTION 2. For the Purpose of providing funds for and toward the payment of costs (as such term is used in the Debt Act) of the "1977 Fire Apparatus Project," the incurring of nonelectoral debt by the Municipality is hereby authorized. Such debt shall be evidenced by an issue of General Obligation Bonds of the Municipality in the amount of one hundred ninety-two thousand eight hundred forty (\$192,840) dollars.

For the purpose of providing funds for and toward the payment of costs (as such term is used in the Debt Act) of the "Note Refunding Project," the incurring of nonelectoral debt by the Municipality is hereby authorized. Such debt shall be evidenced by and issue of General Obligation Bonds of the Municipality in the amount of one hundred seventy-four thousand one hundred thirty-three (\$174,133) dollars.

For the purpose of providing funds for and toward the payment of costs (as such term is used in the Debt Act) of the "1977 Computer Equipment Project," the incurring of nonelectoral debt by the Municipality is hereby authorized. Such debt shall be evidenced by an issue of General Obligation Bonds of the Municipality in the amount of one hundred twenty-five thousand eight hundred thirty-four (\$125,834) dollars.

For the purpose of providing funds for and toward the payment of costs (as such term is used in the Debt Act) of the "1977 Bond Refunding Project," the incurring of nonelectoral debt by the Municipality is hereby authorized. Such debt shall be evidenced by an issue of General Obligation Bonds of the Municipality in the amount of three million three hundred thirty-two thousand one hundred ninety-three (\$3,332,193) dollars.

Pursuant to Section 401 of the Debt Act, the four series of bonds hereinabove authorized shall be combined for purposes of sale to be represented by a single issue of General Obligation Bonds of the Municipality in the aggregate principal amount of \$3,825,000, all of such Bonds to be sold and delivered as hereinafter provided.

Notwithstanding the foregoing allocation in this Section 2 of a specified portion of the Municipality's General Obligation Refunding and Improvement Bonds, Series of 1977 (as designated below) (the "Bonds") to each of the four Projects named in Section 1 hereof, the Municipality is hereby authorized to use for each such Project the portion of the proceeds of the Bonds so allocated to it, or any greater or lesser portion of the proceeds of the Bonds as the Municipal Council may determine. Any such determination to use a greater or lesser amount of the proceeds of the Bonds for any Project or Projects is hereby authorized to be made by motion of the Municipal Council duly recorded in the minutes of the meeting of the Board. Any such determination and consequent use which would constitute a change in purpose for the incurring of debt represented by any portion of the Bonds is hereby approved.

The authorizations of the preceding paragraph are limited to the extent that (1) the portion of the proceeds of the Bonds spent in connection with the Note Refunding Project may not exceed \$500,000; (2) the portion of the proceeds of the Bonds spent in connection with the Note Refunding Project and the 1977 Fire Apparatus Project, in the aggregate, may not exceed the total amount of \$500,000; and (3) the portion of the proceeds of the Bonds spent in connection with the Note Refunding Project, the 1977 Fire Apparatus Project and the 1977 Management Information and Communications Equipment Project, in the aggregate, may not exceed the total amount of \$500,000. These limitations are imposed on the use of the proceeds of the Bonds in compliance with Section 710 (b) of the Debt Act; since (1) three-quarters of the remaining useful life of the Note Refunding Project is 11.25 years from August 12, 1975, and the aggregate principal amount of the Bonds other than those attributable to the Bond Refunding Project which are stated to mature prior to the end of such useful life is \$500,000, (2) three-quarters of the remaining useful life of the 1977 Fire Apparatus Project is 11.25 years and the aggregate principal amount of the Bonds other than those attributable to the Bond Refunding Project which are stated to mature prior to the end of such useful life is \$500,000, and (3) three-quarters of the remaining useful life of the 1977 Management Information and Communications Equipment Project is fifteen years and the aggregate principal amount of the Bonds other than those attributable to the Bond Refunding Project which are stated to mature prior to the end of such useful lives is \$500,000. The Municipality hereby agrees to keep an accounting of all moneys spent on each of the aforesaid Projects, in order to ensure that the Municipality will comply with the foregoing limitations in accordance with Section 710 (b) of the Debt Act.

SECTION 3. The Mayor and Deputy Mayor and the Municipal Manager or any duly appointed successor, as the case may be, are hereby authorized and directed to prepare, verify and file with the Department of Community Affairs, in accordance with the Debt Act, a certified copy of the Debt Statement required by Section 410 of said Act, and to take other necessary action, including, if necessary or desirable, any statements required to qualify any portion of the debt from the appropriate debt limit as self-liquidating or subsidized debt.

SECTION 4. The Bonds shall be designated as the Municipality's "General Obligation Refunding and Improvement Bonds, Series of 1977", shall be issued in the denomination of \$5,000 each, shall be in coupon form, registrable as to principal only, and shall be dated as of September 15, 1977, and shall bear interest from such date, payable at the office of the paying agent (as provided by Section 12 hereof) on March 1 and September 1 of each year, commencing March 1, 1978, at the rate or rates of interest as may be specified in the accepted proposal for the purchase of the Bonds and as hereinafter provided in Section 5 set forth.

SECTION 5. The Bonds shall be numbered and shall mature on March 1 of the years and in the amounts as follows:

<u>Bonds Numbered</u> <u>MLGU-</u> <u>(inclusive)</u>	<u>Principal</u> <u>Amount</u>	<u>Interest Rate</u>	<u>Maturity Date</u> <u>(March 1)</u>
	\$ 75,000	3.50	1978
	90,000	3.90	1979
	110,000	4.10	1980
	120,000	4.30	1981
	155,000	4.50	1982
	175,000	4.70	1983
	195,000	4.90	1984
	195,000	5.00	1985
	95,000	5.10	1986
	100,000	5.25	1987
	105,000	5.40	1988
	110,000	5.50	1989
	120,000	5.60	1990
	535,000	5.875	1994
	1,645,000	5.95	2003

In compliance with Section 602(b) of the Debt Act, nine hundred sixty thousand dollars of the principal of the Series shall mature or be subject to mandatory redemption in each of the years 1978 through 2003, inclusive, such amount (\$960,000) representing one-quarter of the aggregate principal amount of the bond issue being amortized on the level annual debt service plan; the balance shall mature or be subject to mandatory redemption in the years 1978 through 2003 in such a manner as to bring debt service on all outstanding debts of the same classification of the Municipality more nearly into an over-all level annual debt service plan; said balance attributable to each of the projects shall mature on or before a date upon which three-quarters of the remaining useful life of the project expires.

Pursuant to 1103(b) of the Debt Act, the Note Refunding Bonds (the "Note Refunding Project") will not increase the amount of principal payable (after provisions for earlier mandatory calls) in any year or years after the latest stated maturity date of the note being refunded (August 12, 1980) over the amount payable in each such year, computed to the nearest whole multiple of \$5,000, as if the note originally issued for the project was payable at six (6%) per cent on the level annual debt service plan with the final maturity at the last stated maturity date proposed for the Note Refunding Bonds (March 1, 1985).

SECTION 6. The form of the General Obligation Refunding and Improvement Bonds, Series of 1977 (the "Bonds") and of the coupons to be thereto attached shall be substantially as provided by Section 18 hereof. The Bonds shall be executed on behalf of the Municipality by the Mayor or the Deputy Mayor and shall have a facsimile of the corporate seal of the Municipality affixed thereto, duly attested by the Municipal Manager (or any Acting Municipal Manager appointed for such purpose) and the coupons annexed to the Bonds shall bear the facsimile signature of the Treasurer or the Assistant Treasurer of the Municipality, and the said officers are hereby authorized to execute the Bonds and coupons as aforesaid. The Bonds shall be authenticated, by the manual execution of a duly authorized officer of the Sinking Fund Depository and Paying Agent of the Certificate of Authentication endorsed thereon. No Bond shall be

valid until such certificate of authentication shall have been duly executed by the Paying Agent and such authentication shall have been duly executed by the Paying Agent and such authentication shall be conclusive and the only proof that any Bond has been issued pursuant to this Ordinance and entitled to any benefits conferred thereon under the provisions of this Ordinance. To the extent that any one signature on a Bond (including the signature of the officer of the Paying Agent) is manual, all other signatures may be by facimile. The Mayor or Deputy Mayor and the Municipal Manager or Acting Municipal Manager are hereby authorized and directed to deliver the Bonds to the purchasers and receive payment therefor on behalf of the Municipality after sale of the same in the manner required by law. The officers and officials of the Municipality are hereby authorized and directed to execute and deliver such other documents and to take such other action as may be necessary or appropriate in order to effectuate the issuance and sale of the Bonds, all in accordance with this Ordinance.

SECTION 7. The Bonds maturing on March 1 of the years 1994 and 2003 are subject to mandatory redemption in part by lot at 100% of principal amount pursuant to the following schedule:

<u>Redemption Date</u> <u>(March 1)</u>	<u>Principal Amount</u> <u>to be Redeemed</u>
1991	\$125,000
1992	130,000
1993	135,000
1995	150,000
1996	165,000
1997	175,000
1998	185,000
1999	195,000
2000	205,000
2001	220,000
2002	230,000

Any such redemption shall be upon notice of redemption published once a week for two successive weeks (the first publication to be at least 30 but no more than 45 days before the redemption date) in a newspaper of general circulation in Pittsburgh, Allegheny County, Pennsylvania, and by mailing copies of such notice as provided in Section 8 below. If notice of redemption shall have been duly published and if funds for the payment of the principal of the Bonds so called for redemption and the interest thereon to the date of redemption shall have been deposited with the Paying Agent, interest on such Bonds shall cease to accrue after such redemption date.

SECTION 8. The Bonds maturing after March 1, 1988 shall be subject to redemption prior to maturity, at the option of the Municipality, as a whole on March 1, 1988 or on any date thereafter, or, in part, in inverse order of maturity and within a maturity by lot, on March 1, 1988 or on any interest payment date thereafter, such redemption to be made at the applicable Optional Redemption Price shown below as a percentage of the principal amount plus interest accrued to the redemption date:

<u>Optional</u> <u>Redemption Price</u>	<u>Redemption Period</u>
100%	March 1, 1988 and thereafter

Any redemption under the preceding provisions shall be made upon notice of redemption published once a week for two successive weeks (the first publication to be at least 30 days but not more than 45 days before the redemption date) in a newspaper of general circulation in Pittsburgh, Allegheny County, Pennsylvania. If notice of redemption shall have been duly published and if funds for the payment of the principal of the Bonds so called for redemption and the interest thereon to the date of redemption shall have been deposited with the Paying Agent, interest on such Bonds called for redemption shall cease to accrue after said redemption date.

When a notice of redemption is first published as provided above in this Section and in Section 7, the Municipality shall mail or cause to be mailed a similar notice at least 30 days prior to the redemption date to the registered owners of Bonds to be redeemed at their registered addresses, to the holders of all unregistered Bonds to be redeemed who have filed their names and addresses with the Registrar appointed by Section 12 hereof for the purpose of receiving such notices and to the Daily Bond Buyer, Moody's Investors Service, Inc. and Standard & Poor's Corporation, but failure to mail any such notice or any defect in the mailing thereof or in the notice itself, will not affect the validity of the redemption. Such notices of redemption shall contain the applicable CUSIP numbers pertaining to the Bonds called for redemption (if then generally in use), but shall state that no representation is made as to the correctness of such numbers either as printed on the Bonds or as contained in the notice and that reliance may be placed on the identification numbers printed on the Bonds prefixed "MLGU-."

SECTION 9. The Municipality hereby declares that, as provided in the Debt Act, the Bonds, their transfer, the income derived therefrom, including any gains made on the sale thereof (other than the underwriting spread in a distribution) shall at all times be free from taxation within the Commonwealth of Pennsylvania but this exemption does not extend to underwriting profits or to gift, succession or inheritance taxes or to any other taxes not levied or assessed directly on the Bonds, the receipt of income therefrom, or the realization of gain on the sale thereof.

SECTION 10. The Bonds are hereby declared to be general obligations of the Municipality of Monroeville. The Municipality hereby covenants with the holders from time to time of the Bonds and coupons outstanding pursuant to this Ordinance that it will include the amount of the debt service (as specified, subject to appropriate adjustment in the event of the optional redemption of Bonds prior to maturity, in this Section), on said Bonds for each fiscal year in which such sums are payable in its budget for that year and shall appropriate such amounts to the payment of such debt service and shall 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 therein and in the coupons thereto appertaining, according to the true intent and meaning thereof, and for such budgeting, appropriation and payment, the Municipality does hereby pledge its full faith, credit and taxing power. The amount of the debt service which the Municipality hereby covenants to pay in each of the following years is as follows:

<u>Date</u>	<u>Amount</u>	<u>Date</u>	<u>Amount</u>
3-1-78	\$170,982.01	3-1-91	\$189,654.38
9-1-78	102,764.38	9-1-91	60,982.50
3-1-79	192,764.38	3-1-92	190,982.50
9-1-79	101,009.38	9-1-92	57,163.75
3-1-80	211,009.38	3-1-93	192,163.75
9-1-80	98,754.38	9-1-93	53,198.13
3-1-81	218,754.38	3-1-94	198,198.13
9-1-81	96,174.38	9-1-94	48,938.75
3-1-82	251,174.38	3-1-95	198,938.75
9-1-82	92,686.88	9-1-95	44,476.25
3-1-83	267,686.88	3-1-96	209,476.25
9-1-83	88,574.38	9-1-96	39,567.50
3-1-84	283,574.38	3-1-97	214,567.50
9-1-84	83,796.88	9-1-97	34,361.25
3-1-85	278,796.88	3-1-98	219,361.25
9-1-85	78,921.88	9-1-98	28,857.50
3-1-86	173,921.88	3-1-99	223,857.50
9-1-86	76,499.38	9-1-99	23,056.25
3-1-87	176,499.38	3-1-00	228,056.25
9-1-87	73,874.38	9-1-00	16,957.50
3-1-88	178,874.38	3-1-01	236,957.50
9-1-88	71,039.38	9-1-01	10,412.50
3-1-89	181,039.38	3-1-02	240,412.50
9-1-89	68,014.38	9-1-02	3,570.00
3-1-90	188,014.38	3-1-03	123,570.00
9-1-90	64,654.38		

As provided in the Debt Act, the foregoing covenant shall be specifically enforceable.

SECTION 11. There is hereby established a Sinking Fund to be known as "Municipality of Monroeville, General Obligation Refunding and Improvement Bonds, Series of 1977, Sinking Fund," ("Sinking Fund") into which the Municipality covenant to deposit, and into which the Treasurer is hereby authorized and directed to deposit, (i) on or before March 1 and September 1 in each of the years 1978 through 2003, inclusive, amounts sufficient to pay the interest then due on Bonds outstanding, and (ii) on or before March 1 in each of the years 1978 to and including 2003 an amount sufficient to pay the principal on the Bonds maturing on that date as provided in Section 5 hereof or an amount equal to the principal on Bonds subject to mandatory redemption on that date as provided in Section 7 hereof; provided, however in the case of deposit of principal and interest on Bonds subject to mandatory redemption such deposit shall be made at least forty-five (45) days prior to the appropriate March 1 date. All sums in the Sinking Fund shall be applied exclusively to the payment of said principal and interest covenanted to be paid by Section 10 hereof as the same shall from time to time become due and payable and the balance of said moneys over and above the sum so required shall remain in the Sinking Fund, such balance to be applied to reduction of future required deposits or to the redemption of Bonds before maturity as provided in Section 7 hereof, subject, however, to withdrawal for investment or deposit at interest as authorized by law, which investments or deposits and the interest thereon shall be held exclusively for the purposes of the Sinking Fund as aforesaid.

The Sinking Fund shall be kept in a separate account at Pittsburgh National Bank, Principal Office, Pittsburgh, Pennsylvania, the Sinking Fund Depository provided for in Section 12 hereof. The Sinking Fund Depository without further authorization than as herein contained, shall pay from the moneys in the Sinking Fund, the interest on and the principal of Bonds, as and when the same shall become due, to the bearer thereof, or if registered as provided in the form of the Bond approved herein, to the registered owner thereof.

Notwithstanding the foregoing, in the case of optional redemption as provided for in Section 8 hereof, the Treasurer is hereby authorized and directed to deposit to the credit of the Sinking Fund at least forty-five (45) days before the designated optional redemption date the principal of the Bonds so called for redemption and interest thereon to the date of redemption.

SECTION 12. The Municipal Manager (or the Acting Municipal Manager appointed for the purpose) is hereby authorized and directed to contract with Pittsburgh National Bank, Principal Office, Pittsburgh, Pennsylvania, for its services as registrar ("Registrar"), sinking fund depository (the "Sinking Fund Depository") and as paying agent (the "Paying Agent"), and for the opening of a clearing fund, and to contract with the Pittsburgh National Bank, Miracle Mile Office for its services as depository for the Bond proceeds in the Municipality of Monroeville 1977 Construction Fund ("1977 Construction Fund") until such time or times as the Municipality shall withdraw such funds for the payment of costs (as such term is used in the Debt Act) of the aforementioned projects.

SECTION 13. All moneys derived from the sale of the Bonds shall be deposited in accordance with the terms of an Escrow Deposit Agreement substantially in the form presented to this meeting with the Sinking Fund Depository and Paying Agent appointed hereunder and shall be and hereby are appropriated substantially to the purposes of refunding the 1975 Series Bonds by making the required irrevocable deposits of the necessary moneys into the Sinking Fund, Borough of Monroeville, General Obligation Improvement Bonds, Series A of 1975, pursuant to the said Escrow Deposit Agreement and paying the costs of the other projects for which the Bonds were issued and paying the costs and expenses of preparing, issuing and marketing the Bonds, and shall not be used for any other purposes, except as to any insubstantial amounts of money which may remain after fulfilling the purposes set forth herein, which minor amounts of said remaining moneys shall promptly upon their determination be deposited in the Sinking Fund for the Bonds to remain uninvested and to be used for the payment of interest on the Bonds.

SECTION 14. The Escrow Deposit agreement presented to this meeting is hereby approved and the Mayor or Deputy Mayor is hereby authorized to execute said agreement with such changes therein as he may approve, such approval to be conclusively evidenced by his execution thereof, and the Municipal Manager or Acting Municipal Manager is authorized to affix the seal of the Municipality thereto and to attest the same, and any of said officers are authorized to deliver said agreement to Pittsburgh National Bank.

SECTION 15. The Municipality hereby covenants with the holders from time to time of the Bonds that it will make no use of the proceeds of the Bonds which, if such use had been reasonably expected on the date of issuance of the Bonds, would have caused the Bonds to be "arbitrage bonds" within the meaning of Section 103(c) of the Internal Revenue Code of 1954, as amended, and the regulations thereunder and that it will comply with the requirements of said Section and the said regulations throughout the terms of the Bonds.

SECTION 16. The Bonds are hereby awarded at negotiated sale to Henry Fisher Municipals (the "Purchasers"), at \$3,729,375, being 97.5% of the aggregate principal amount of the issue, plus accrued interest to the date of delivery, in accordance with the sealed written proposal of such firm for the purchase of the same, as presented and read at this meeting, the Bonds to bear interest at such rate or rates set forth therein and in Section 5 hereof. Said proposal shall be filed with the records of the Municipality. The proper officers and officials are authorized and directed to sign a copy of such proposal and return it to the purchasers of the Bonds. The average annual debt service on such Bonds is \$273,160.71.

SECTION 17. The action of the proper officers in advertising a summary of this Resolution, as required by law, is ratified and confirmed. The advertisement of a notice of the enactment of the Resolution is hereby directed, the same to appear within seven (7) days after final enactment. The Municipal Manager is hereby directed to post and keep posted said notice of such enactment on the door at the Municipal Manager's Office, Municipal Building, 2700 Monroeville Boulevard, Monroeville, Pennsylvania 15146, commencing on the day of the advertisement of such notice and for the ensuing seven (7) days.

SECTION 18. The form of the Bonds and the coupons thereto annexed shall be substantially as follows:

[FORM OF GENERAL OBLIGATION REFUNDING AND IMPROVEMENT SERIES OF 1977 BOND]

UNITED STATES OF AMERICA
COMMONWEALTH OF PENNSYLVANIA
ALLEGHENY COUNTY

GENERAL OBLIGATION REFUNDING AND IMPROVEMENT BONDS, SERIES OF 1977

No. MLGU-II

\$5,000

Municipality of Monroeville, County of Allegheny, Commonwealth of Pennsylvania (the "Municipality"), for value received, promises to pay to the bearer hereof, or if this Bond is registered as hereinafter provided, to the registered owner hereof, on the first day of March, _____, upon surrender hereof, the principal sum of Five Thousand and No/100)\$5,000.00) Dollars and to pay interest thereon from the date hereof until payment of such principal sum has been made or provided for upon redemption or at maturity, at the annual rate of _____ (%) percent, payable semi-annually on March 1 and September 1 of each year, commencing March 1, 1978, but with respect to interest accruing at or prior to maturity, only upon presentation and surrender of the coupons for interest hereto appertaining as they severally mature.

The principal of and interest on this Bond are payable in such coin or currency of the United States of America as, at the respective times of payment, is legal tender for the payment of public and private debts, at the principal office of Pittsburgh National Bank, Pittsburgh, Pennsylvania ("Paying Agent"). Should this Bond be presented for payment at maturity and payment not be made in accordance with the terms hereof, the principal sum hereof shall thereafter (without prejudice to the right of the holder hereof to pursue any other remedy available at law or in equity) bear interest until paid at the highest rate permitted by law, but not in excess of the rate stated above, plus 2% per annum on the unpaid principal hereof.

The Bond is one of a duly authorized issue of General Obligation Refunding and Improvement Bonds, Series of 1977 (hereinafter called the "Bonds") of the Municipality in the denomination of \$5,000 each, all of like date and tenor, except as to date of maturity, rate of interest and provisions for redemption and all issued in accordance with the Local Government Unit Debt Act of the Commonwealth of Pennsylvania, approved July 12, 1972, as amended (the "Act"), without the assent of the electors, pursuant to an Ordinance (the "Ordinance") of the Municipal Council of the Municipality adopted August 4, 1977. The Bonds have been issued for the purpose of refunding the Municipality's General Obligation Improvement Bonds, Series A of 1975, and its capital improvement Note, dated as of August 12, 1975, and for the purpose of providing funds to pay the cost of the Municipality's 1977 Fire Apparatus Project and the 1977 Management Information and Communications Equipment Project.

As provided in the Act, this Bond, its transfer, the income herefrom including any gains made on the sale hereof (other than the underwriting spread in a distribution) shall at all times be free from taxation within the Commonwealth of Pennsylvania, but this exemption does not extend to underwriting profits or to gift, succession or inheritance taxes or to any other taxes not levied or assessed directly on this Bond, the receipt of income herefrom, or the realization of gain on the sale hereof.

Bonds maturing on March 1 of the years 1994 and 2003 are subject to mandatory redemption in part in the order of maturity and by lot within a maturity, at 100% of a principal amount pursuant to the following schedule:

<u>Redemption Date</u> <u>(March 1)</u>	<u>Principal Amount</u> <u>to be Redeemed</u>
1991	\$125,000
1992	130,000
1993	135,000
1995	150,000
1996	165,000
1997	175,000
1998	185,000
1999	195,000
2000	205,000
2001	220,000
2002	230,000

Bonds maturing on and after March 1, 1989, are subject to redemption prior to maturity, at the option of the Municipality as a whole on March 1, 1988, or on any date thereafter, or, in part, in inverse order of maturity and within any maturity by lot, on March 1, 1988, or on any interest payment date thereafter, at the applicable Optional Redemption Price shown below as a percentage of the principal amount plus interest accrued to the redemption date:

<u>Optional</u> <u>Redemption Price</u>	<u>Redemption Period</u>
100%	March 1, 1988 and thereafter

Any redemption under the preceding provisions shall be made upon notice of redemption published once a week for two (2) successive weeks (the first publication to be at least 30 but not more than 45 days before the redemption date) in a newspaper of general circulation in Pittsburgh, Allegheny County, Pennsylvania, and mailed postage prepaid to all registered owners of Bonds to be redeemed as their addresses appear in the Registry Book, to holders of all unregistered Bonds to be redeemed who have filed their names and addresses with the Registrar (mentioned below) for the purpose of receiving such notice; provided, however, that if notice by publication is duly given, failure to mail such notice or any defect in the notice so mailed or in the mailing thereof shall not affect the validity of the proceedings for such redemption, and provided further, that if the Municipality shall have duly published notice of redemption and shall have provided funds for the payment of the principal of the Bonds so called for redemption and interest thereon to the date of redemption, interest on such Bonds shall cease to accrue after said redemption date.

This Bond is transferable by delivery, except when it is registered as to principal upon the Bond Registry Book of the Municipality to be kept at the principal office of the Paying Agent in Pittsburgh, Pennsylvania, and such registration has been noted hereon by the Paying Agent as Registrar. After such registration, no transfer hereof shall be valid unless made at said office by the registered owner in person or by his duly authorized attorney and similarly noted hereon, and entered in the Bond Registry Book; but this Bond may be discharged from registration and its transferability by delivery may be restored by like transfer to bearer, and shall continue subject to successive registrations or transfers to bearer at the option of the holder or holders from time to time. Such registration shall not affect the transferability by delivery of the interest coupons hereto appertaining.

The Municipality and the Paying Agent may treat the bearer of this Bond, if it is not registered as to principal or if it is registered as to principal, the registered owner, as the absolute owner hereof, and the bearer of any interest coupons appertaining hereto as the absolute owner thereof for all purposes, whether or not this Bond or such coupon shall be overdue, and neither the Municipality nor the Paying Agent shall be affected by any notice to the contrary.

The Municipality, 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 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 numbers prefixed "MLGU," printed hereon.

No recourse shall be had for the payment of the principal of or interest on this Bond, or for any claim based hereon or on the Ordinance against any member, officer or employee, past, present or future, of the Municipality or of any successor body, as such, either directly or through the Municipality 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 or employees is released as a condition of and as consideration for the issuance of this Bond and the coupons appertaining hereto.

It is hereby certified that the approval of the Department of Community Affairs of the Commonwealth of Pennsylvania for the Municipality 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 Municipality is within every debt and other limit prescribed by the Constitution and the statutes of the Commonwealth of Pennsylvania; that the Municipality has established with the Paying Agent as 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; and that for the prompt and full payment of all obligations of this Bond, the full faith, credit and taxing power of the Municipality are hereby irrevocable pledged.

Neither this Bond not any coupon for interest hereon shall be entitled to any benefit under the Ordinance not be valid or become obligatory for any purpose until this Bond shall have been authenticated by the Paying Agent, by execution of the certificate endorsed hereon.

IN WITNESS WHEREOF, Municipality of Monroeville has caused this Bond to be signed in its name by the manual or facsimile signature of the Mayor or Deputy Mayor and its corporate seal or facsimile thereof to be hereunto affixed, duly attested by the manual or facimile signature of the Municipal Manager and has caused coupons for interest bearing the facsimile signature of its Treasurer to be attached hereto, all as of September 15, 1977.

ATTEST:

MUNICIPALITY OF MONROEVILLE

S/ Marshall W. Bond
Municipal Manager

S/ R. E. Droske
Mayor

[FORM OF COUPON]

COUPON NO.

§

On the _____ day of _____, _____, unless the Bond herein mentioned shall have been duly called for previous redemption and payment of the redemption price made or provided for, Municipality of Monroeville, County of Allegheny, Pennsylvania, will pay to the bearer, upon surrender hereof, at the principal office of Pittsburgh National Bank, Pittsburgh, Pennsylvania, the amount shown hereon in such coin or currency of the United States of America which, at the time of payment, is legal tender for the payment of public and private debts, being interest then due on its General Obligation Refunding and Improvement Bond, Series of 1977, dated September 15, 1977, and numbered MLGU-

Treasurer

(FORM OF PAYING AGENT'S AUTHENTICATION CERTIFICATE)

Paying Agent's Authentication Certificate

This Bond is one of the General Obligation Refunding and Improvement Bonds, Series of 1977, described in the within-mentioned Ordinance.

The Text of Opinion printed herein is the text of the opinion of Messrs. Jacobs, Frobouck and Stabile, Pittsburgh, Pennsylvania, an executed counterpart of which, dated and delivered on the date of original delivery of and payment for the General Obligation Refunding and Improvement Bonds, Series of 1977, is on file with the undersigned.

PITTSBURGH NATIONAL BANK
PAYING AGENT

BY _____
Authorized Officer

[FORM OF REGISTRATION]

PROVISIONS FOR REGISTRATION

NOTHING SHALL BE WRITTEN BELOW ON THIS BOND EXCEPT BY THE REGISTRAR

Date of Registry	:	In Whose Name Registered	:	Registrar
	:		:	

SECTION 19. The Municipality pursuant to the Escrow Deposit Agreement shall and hereby does irrevocably authorize and direct all necessary action to be taken and payments to be made on its behalf in order to refund all of the 1975 Series Bonds as hereunder contemplated.

SECTION 20. The Municipality hereby irrevocably calls for redemption on March 1, 1985, all of the 1975 Series Bonds then outstanding except for the 1975 Series Bonds maturing on March 1, 1986, at the redemption price of 100% of the principal amount thereof, together with unpaid interest thereon accrued to the redemption date, and the Municipality hereby authorizes and directs the payment of the outstanding 1975 Series Bonds, including the interest thereon, maturing on and before March 1, 1985, and on March 1, 1986, said redemption and payment to be made in accordance with this Ordinance and the Escrow Deposit Agreement.

SECTION 21. The Municipality hereby appoints Haynes and Miller to perform various accounting functions and yield verifications and to furnish an arbitrage legal opinion, and Hosack, Specht, Muetzel & Wood to perform accounting functions and to prepare a borrowing base certificate and debt statement and further appoints John D. Finnegan, Esquire, the Municipality Solicitor, as Counsel to the Municipality and Messrs. Jacobs, Frobouck and Stabile, as Bond Counsel, for purposes of rendering any and all necessary opinions with respect to the Bonds and the refunding of the 1975 Series Bonds authorized hereunder.

SECTION 22. The Mayor or Deputy Mayor and the Municipal Manager or Acting Municipal Manager are directed to file all necessary documentation with the Pennsylvania Department of Community Affairs so that the nonelectoral debt incurred hereunder through issuance of the Bonds may be considered in part as interest on the Bonds and therefore not considered as nonelectoral debt in the computation of the debt limits of the Municipality, and the balance approved as nonelectoral debt of the Municipality, and so that the 1975 Series Bonds being refunded hereunder shall no longer be deemed to be outstanding for purposes of determining the net debt of the Municipality. It is therefore hereby estimated that the portion of the Bonds that is to be hereafter considered as interest on the Bonds and therefore, pursuant to Section 1102 of the Debt Act, not to be considered as electoral or nonelectoral debt in the computation of the debt limits of the Municipality shall be \$276,869 and that net nonelectoral debt of the Municipality is to be incurred hereby shall be approximately \$3,548,131 which, together with all presently existing net debt of the Municipality, will not be in excess of the debt limitations as set forth in the Debt Act.

SECTION 23. The officers of the Municipality are hereby authorized and directed to execute and deliver such other documents and to take such other action as may be necessary or appropriate in order to effectuate the execution and delivery of the Escrow Deposit Agreement and the issuance and sale of the Bonds, all in accordance with this Ordinance.

SECTION 24. The Municipality hereby certifies that the investment of the moneys pursuant to the Escrow Deposit Agreement and this Ordinance for the refunding of the 1975 Series Bonds shall be made solely in United States Treasury Certificates of Indebtedness, Treasury Notes, and/or Treasury Bonds--State and Local Government Series.

SECTION 25. The Mayor or Deputy Mayor and the Municipal Manager or Acting Municipal Manager are hereby authorized and directed to sign an Officer's Certificate pursuant to the Escrow Deposit Agreement setting forth the necessary payments of the fees and expenses of the issuance of the Bonds and other payments on account of costs of the projects approved hereby and directing the transfer of any excess balance in the Escrow Fund under the Escrow Deposit Agreement to the Sinking Fund for the Bonds.

SECTION 26. The Municipality hereby authorizes and directs C. Willis Ritter, Esquire, or David R. Miller, Esquire, or Karen E. Ludwig, and/or the Purchasers or their respective representative, to subscribe, on behalf of, and as agent for, the Municipality, for Treasury Certificates of Indebtedness--State and Local Government Series, or any appropriate combination of the above, of the United States Government, all in accordance with the Escrow Deposit Agreement.

The Mayor or Deputy Mayor and Municipal Manager or Acting Municipal Manager are hereby authorized to execute and deliver written directions to one of the above named persons and/or the Purchasers to purchase said obligation of the United States on behalf of the Municipality.

The above named persons and/or the Purchasers are hereby authorized to certify and deliver an unsigned copy of this Ordinance upon subscription of the above-mentioned securities and/or to deliver an executed or certified, by the Municipal Manager or Acting Municipal Manager, copy of this Ordinance upon subscription for the above-mentioned securities, or thereafter.

SECTION 27. Preliminary Official Statement prepared with respect to the Bonds is hereby authorized to be issued. The Mayor or Deputy Mayor and Municipal Manager are hereby authorized to execute the final Official Statements relating to Bonds provided that said Official Statements shall have been approved by counsel to the Municipality.

SECTION 28. All resolutions or Ordinances or parts thereof not in accordance with this Ordinance are hereby repealed insofar as they conflict herewith.

ORDAINED AND ENACTED into law, by the Municipal Council of the Municipality of Monroeville, this fourth (4th) day of August, 1977.

(SEAL)

ATTEST:

MUNICIPALITY OF MONROEVILLE

S/ Marshall W. Bond
Municipal Manager

BY S/ R. E. Droske
Mayor

Entered in Legal Book August 12, 1977

ESCROW DEPOSIT AGREEMENT

THIS AGREEMENT, dated as of _____, 1977, between the Municipality of Monroeville, Allegheny County, Pennsylvania, as the "Municipality", Pittsburgh National Bank, Pittsburgh, Pennsylvania, as the "Trustee", and Pittsburgh National Bank, Pittsburgh, Pennsylvania, as the "Trustee", as the "Trustee" and Paying Agent (the "Trustee") under the Ordinance, dated February 12, 1975, of the Municipality, and Pittsburgh National Bank, Pittsburgh, Pennsylvania as trustee (the "Trustee") hereunder.

WITNESSETH:

WHEREAS, the Municipality has previously issued, under Ordinance, dated as of February 12, 1975, ("Original Ordinance") and sold \$3,120,000 principal amount of its General Obligation Improvement Bonds, Series A of 1975 (the "Original Bonds"), of which \$3,050,000 principal amount are presently outstanding and

WHEREAS, the Municipality has decided to provide for the refunding and retirement of the Original Bonds by issuing the Municipality of Monroeville, General Obligation Refunding and Improvement Bonds, Series of 1977 (the "Refunding Bonds") in the aggregate principal amount of \$3,825,000 dated as of September 15, 1977 (the "Bond Refunding Project"); and

WHEREAS, the Municipality has irrevocably called for redemption on March 1, 1985, all of the outstanding Original Bonds which mature after said date except the Original Bonds maturing on March 1, 1986, and has deposited with the Depository, from the proceeds of the Refunding Bonds, moneys sufficient to pay the redemption price of the Original Bonds to be redeemed on such date and to meet all principal and interest requirements on the Original Bonds prior thereto and on the Original Bonds maturing March 1, 1986, to maturity.

NOW, THEREFORE, the parties hereto, intending to be legally bound hereby, covenant and agree as follows:

SECTION 1. The trustee hereunder is hereby irrevocably designated by the Municipality as the sole and exclusive agent of the Municipality to disburse the moneys deposited herewith in the Municipality's 1977 Refunding Account and the Municipality hereby irrevocably directs the Trustee to make the necessary transfers to the "Sinking Fund, Borough of Monroeville, General Obligation Improvement Bonds, Series A of 1975", previously established under the Original Ordinance, in order to make all payments of principal of and interest on the Original Bonds from the date hereof through and including March 1, 1985, inclusive, when due, including the \$60,000, aggregate principal amount of such Original Bonds which mature on March 1, 1985, to make all payments of principal of and interest on the Original Bonds maturing on March 1, 1986, when due, and to redeem on March 1, 1985, all other Original Bonds which will be outstanding on such date except for the Original Bonds maturing on March 1, 1986, as aforesaid.

SECTION 2. Upon the execution of this Escrow Deposit Agreement, the Trustee shall, pursuant to an Officers' Certificate executed by the Mayor or Deputy Mayor, the Treasurer and the Municipal Manager of the Municipality, from the 1977 Refunding Account, (1) make payment of all required fees and expenses incurred in connection with the issuance of the Refunding Bonds, (2) make payment to Pittsburgh National Bank in final payment of the 1975 Note as defined in the bond ordinance for the Refunding Bonds, adopted on August 4, 1977 (the "1977 Ordinance"), (3) make payments, if any, for costs of the 1977 Fire Apparatus Project and the 1977 Management Information and Communications Equipment Project as defined in the 1977 Ordinance, (4) transfer other amounts required for the payment of costs of the projects mentioned in (3) above to the 1977 Construction Fund, (5) make the required investments in Government Obligations as hereinafter defined and provided for, and (6) and transfer any balance remaining in the 1977 Refunding Account into the Sinking Fund, as defined in the 1977 Ordinance.

SECTION 3. Concurrently with the execution of this Escrow Deposit Agreement, the Trustee shall apply the sum of \$3,179,700 to the purchase of the obligations described in Exhibit A attached hereto and shall retain said obligations in the 1977 Refunding Account in trust for the holders of the Original Bonds in accordance with the terms and provisions of this Escrow Deposit Agreement. The United States obligations described in Exhibit A are hereinafter referred to as the "Government Obligations". The Trustee agrees to make no other investment of the \$3,179,700 or the interest earned thereon, other than the purchase of the obligations listed on Exhibit A.

SECTION 4. The Trustee agrees to apply the total principal amount of the Government Obligations as the same becomes due, and to apply the interest earned on said principal amount, as said interest is earned, to the payment of all interest on and maturing principal of the Original Bonds from the date hereof through and including March 1, 1985, including the \$60,000 aggregate principal amount of such Original Bonds which mature on March 1, 1985, to the payment of all interest and maturing principal of the Original Bonds maturing on March 1, 1986, and to the redemption on March 1, 1985, of all other Original Bonds outstanding on such date. Pittsburgh National Bank, as Trustee and Depository hereby acknowledges the irrevocable deposit in the 1977 Refunding Account of the sum of \$3,179,700 which together with the investment earnings thereon in the amount of \$1,378,191.32, and the amount of \$100 deposited in the 1977 Refunding Account and to remain uninvested therein totalling \$4,557,991.32, will be sufficient to effect the payment and redemption of all outstanding Original Bonds on or before March 1, 1985, except the Original Bonds maturing on March 1, 1986, which will be paid on March 1, 1986, and which amounts shall be applied as follows:

- | | |
|---|------------|
| (a) Principal Amount of Original Bonds
to be paid at Maturity (3/1/78 to
3/1/85 and 3/1/86) | - \$ |
| (b) Principal Amount of Original Bonds
to be redeemed 3/1/85) | - \$ |
| (c) Total Interest to be Paid on the
Original Bonds to Applicable
Maturity or Refunding Dates | - \$ _____ |

TOTALS:

The Municipality hereby directs the Trustee to accumulate the interest earned on such Government Obligations and, on or before March 1 and September 1 of each year, beginning March 1, 1978, to and including March 1, 1985, to make payment, from such interest and principal of the Government Obligations, of the interest and principal of the Original Bonds as such interest and principal shall become due and to effect the redemption of the outstanding Original Bonds which mature after March 1, 1985, on March 1, 1985, except the Original Bonds maturing on March 1, 1986, the principal and interest of which shall be paid when due.

SECTION 5. Pittsburgh National Bank, as Depository and as Trustee, hereby recognizes the receipt from the 1977 Refunding Account of a check in the amount of \$3,500 as payment of the fee of Pittsburgh National Bank, in its capacity as Depository and Trustee hereunder, including the cost of paying for the costs of Pittsburgh National Bank, to be incurred in connection with the paying of the interest on and the principal of, and the redeeming of the Original Bonds and the estimated advertising costs for redeeming all of the Original Bonds to be redeemed on March 1, 1985, all pursuant to the directions set forth herein.

SECTION 6. The Depository acknowledges receipt of a Certified Copy of an Ordinance dated as of August 4, 1977, of the Municipality irrevocably calling all Original Bonds maturing after March 1, 1985, for redemption on such date, except the Original Bonds maturing on March 1, 1986, and hereby agrees to cause notice of such call for redemption to be published once a week, for two consecutive weeks, the first publication to be at least 30 days before the redemption date, in a newspaper of general circulation in the City of Pittsburgh, Allegheny County, Pennsylvania, in accordance with the requirements set forth in the form of the Original Bonds and the requirements set forth in the Original Ordinance, such notice to be substantially in the form attached hereto and marked Exhibit B. When said Notice of Redemption is first published as provided above, the Depository shall mail a similar notice at least 30 days prior to the redemption date to all registered owners of Original Bonds to be redeemed at their registered addresses and also to Standard and Poor's Corporation, Moody's Investors Service, Inc., and to the Daily Bond Buyer, or their respective successors, if any. Such Notices shall contain the applicable CUSIP Numbers pertaining to the Original Bonds called for redemption (if then generally in use), but shall state that no representation is made as to the correctness of such numbers either as printed on the Original Bonds or as contained in the Notice and the reliance may be placed only on the identification numbers printed on the bonds prefixed "MLGU-". The Depository agrees to publish and mail the Notice, to be substantially in the form attached hereto and marked Exhibit B in accordance with Section 8 of the Original Ordinance. In addition, the Depository shall, as soon hereafter as possible, cause a copy of the Notice attached hereto as Exhibit C to be published in a newspaper of general circulation in the City of Pittsburgh, Allegheny County, Pennsylvania, and shall mail to all registered owners of the Original Bonds, at their registered addresses, a copy of the Notice attached hereto as Exhibit C. The Municipality hereby further directs the Depository to take all other steps necessary to comply with the provisions of the Original Ordinance, so that all Original Bonds presently outstanding will be properly paid at the time of maturity or redemption as aforesaid.

SECTION 7. On March 1, 1986, after payment of the principal of, interest on and redemption price of all of the Original Bonds, all remaining moneys and securities in the "Sinking Fund, Borough of Monroeville, General Obligation Improvement Bonds, Series A of 1975" or the 1977 Refunding Account shall be transferred by the Trustee and/or Depository to the Sinking Fund as defined by and created under the 1977 Ordinance of the Municipality, dated as of August 4, 1977, for application in accordance therewith.

SECTION 8. No investment shall be made of the balance transferred pursuant to Section 2 hereof upon execution of this Escrow Deposit Agreement to the Sinking Fund created by the 1977 Ordinance; and no investment shall be made of the remaining moneys transferred to said fund from either the "Sinking Fund, Borough of Monroeville, General Obligation Improvement Bonds, Series A of 1975" or the 1977 Refunding Account pursuant to Section 7 hereof.

SECTION 9. The instructions and directions hereby given by the Municipality are irrevocable and under no circumstances may the Municipality withdraw, modify or cancel the same. The holders of the Original Bonds shall have an express lien on all amounts representing principal and all amounts representing interest on the Government Obligations in the 1977 Refunding Account until used and applied in accordance herewith.

IN WITNESS WHEREOF, the parties hereto have each caused this Agreement to be executed by thier duly authorized officers and their corporate seals to be hereunto affixed and attested as of the date first above written.

ATTEST:

MUNICIPALITY OF MONROEVILLE

S/ Marshall W. Bond
Municipal Manager

BY S/ R. E. Droske
Mayor

(SEAL)

ATTEST:

PITTSBURGH NATIONAL BANK, AS DEPOSITARY

Vice President

(SEAL)

ATTEST:

PITTSBURGH NATIONAL BANK, AS TRUSTEE

Vice President

(SEAL)