

**RESOLUTION NO. 2 of 2009**  
**TOWNSHIP OF SOUTH FAYETTE**

DECLARATION OF OFFICIAL INTENT TO REIMBURSE GENERAL FUNDS USED FOR  
THE ACQUISITION AND RENOVATION OF THE STAR CITY THEATER WITH  
REIMBURSEMENTS OF TEMPORARY ADVANCES MADE FOR CAPITAL  
EXPENDITURES TO BE MADE FROM SUBSEQUENT TAX EXEMPT BORROWINGS

WHEREAS, Treasury Regulation § 1.150-2 (the “Reimbursement Regulations”), issued pursuant to Section 150 of the Internal Revenue Code of 1986, as amended, (the “Code”) prescribes certain requirements by which proceeds of tax exempt bonds, notes certificates or other obligations included in the meaning of “bonds” under Section 150 of the Code (“Obligations”) used to reimburse advances made of Capital Expenditures (as hereinafter defined) paid before the issuance of such Obligation may be deemed “spent” for purposes of Sections 103 and 141 to 150 of the Code and therefore, not further subject to any other requirements or restrictions under those sections of the Code; and

WHEREAS, such Reimbursement Regulations require that the Issuer (as hereinafter defined) make a Declaration of Official Intent (as hereinafter defined) to reimburse any Capital Expenditure paid prior to the issuance of the Obligations intended to fund such Capital Expenditure and require that such Declaration of Official Intent be made no later than sixty (60) days after payment of the Capital Expenditure and further require that any Reimbursement Allocation (as hereinafter defined) of the proceeds of such Obligations to reimburse such Capital Expenditures occur no later than eighteen (18) months after the later of the date the Capital Expenditure was paid or the date the property acquired with the Capital Expenditure was placed into service, except that any such Reimbursement Allocation must be made no later than three (3) years after such Capital Expenditure was paid; and

WHEREAS, the Township of South Fayette (the “Issuer”) desires to ensure compliance with the Reimbursement Regulations;

NOW THEREFORE, be it resolved by the Issuer that:

Section 1. Definitions. The following definitions apply to the terms used herein:

“Allocation” means written evidence that proceeds of Obligations issued subsequent to the payment of a Capital Expenditure are to reimburse the Issuer for such payments.

“Authorized Officer” means the President, Vice President or Secretary of the Board of Commissioners of the Issuer and any person with authority at the time to exercise the functions of that particular office.

“Capital Expenditure” means any expense for an item that is properly depreciable or amortizable or is otherwise treated as a capital expenditure for purposes of the Code.

“Declaration of Official Intent” means a written declaration that the Issuer intends to fund Capital Expenditures with an issue of Reimbursement Bonds and reasonably expects to be reimbursed from the proceeds of such an issue.

“Issuer” means the Township of South Fayette.

“Reimbursement” means the reimbursement to the Issuer of money temporarily advanced from other funds, including moneys borrowed from other sources, by the Issuer to pay for Capital Expenditures before the issuance of Obligations intended for such Capital Expenditures. To “reimburse” means to make such restoration.

“Reimbursement Bonds” means Obligations that are issued to reimburse the Issuer for Capital Expenditures, and for certain other expenditures permitted by the Reimbursement Regulations, previously paid for by the Issuer.

“Reimbursement Regulations” means Treasury Regulations § 1.150-2 and any amendments thereto or superseding regulations, whether proposed, temporary or final form, as applicable, prescribing conditions under which the proceeds of Obligations may be allocated to reimburse the Issuer for Capital Expenditures and certain other expenses paid prior to the issuance of the Obligations such that the proceeds of such Obligations will be treated as “spent” for purposes of Sections 103 and 141 to 150 of the Code.

#### Section 2. Authorization to Make Declarations of Official Intent and Allocations.

Any Authorized Officer is hereby authorized to make Declarations of Official Intent, which satisfy the Reimbursement Regulations, on behalf of the Issuer, with respect to Capital Expenditures to be paid by the Issuer from moneys temporarily available that are reasonably expected to be reimbursed (in accordance with applicable authorizations, policies and practices) from the proceeds of Reimbursement Bonds and to make timely Allocations, which satisfy the Reimbursement Regulations, of the proceeds of such Reimbursement Bonds to reimburse prior Capital Expenditures, and to take or cause to be taken any other actions that may be appropriate to satisfy the Reimbursement Regulations, or any other Treasury Regulations, so that the proceeds used for reimbursement will be treated as “spent” on the prior Capital Expenditures for purposes of Sections 103 and 141 to 150 of the Code. All Declarations of Official Intent and Allocations heretofore made on behalf of the Issuer are hereby ratified and adopted.

#### Section 3. Declaration of Official Intent.

The Issuer hereby makes a declaration pursuant to the Reimbursement Regulations of intent to reimburse itself with the proceeds of Obligations in the approximate amount not to exceed \$6,000,000 for the purposes of acquiring real estate, renovating, constructing and

equipping the Star City Theater to be used as a civic center and municipal government facility as part of its capital improvement plan.

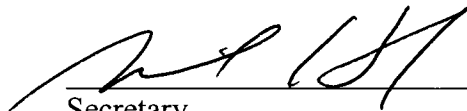
The undersigned has been authorized by the Issuer to sign this Resolution on behalf of the Board of Commissioners.

TOWNSHIP OF SOUTH FAYETTE

By   
President, Board of Commissioners

(SEAL)

Attest:

  
Secretary

Date of Resolution: February 16, 2009