

**THE TOWNSHIP OF WHITPAIN
MONTGOMERY COUNTY, PENNSYLVANIA**

RESOLUTION No. 1068

WHEREAS, the Township of Whitpain, Montgomery County, Pennsylvania (the “Township”) intends to issue its general obligation bonds or notes (hereinafter referred to as the “Bonds”) to provide funds to: finance certain capital projects of the Township (the “Projects”); and

WHEREAS, the Township anticipates that it will finalize the scope of the Projects in the near future; and

WHEREAS, it will be necessary for the Township to develop and implement a plan of finance and financing timeline for the Projects; and

WHEREAS, given the volatile and uncertain nature of the municipal bond market, it is in the best interest of the Township to maintain maximum flexibility as to the timing of its financing plan for the Projects; and

WHEREAS, it is necessary and desirable that the Township now engage its professional financial advisors to assist with the development and structuring of the financing plan so that such plan may eventually be implemented to best serve the Township and take advantage of the most favorable municipal market conditions.

NOW THEREFORE, BE IT RESOLVED, by the Board of Supervisors of the Township of Whitpain, Montgomery County, Pennsylvania as follows:

1. The Township hereby appoints and/or authorizes, as appropriate, Janney Montgomery Scott, LLC as investment banker and underwriter for the Township (“Investment Banker”), Eckert Seamans Cherin & Mellott, LLC as bond counsel for the Township (“Bond Counsel”), and the administration of the Township (“Administration”), to perform such acts on behalf of the Township which are necessary in order for the Township to issue the Bonds and undertake the Projects, including, but not limited to, the preparation of disclosure information and documentation, resolutions (including the advertisement thereof), documents, instruments and, if necessary, the advertisement of any necessary meetings.

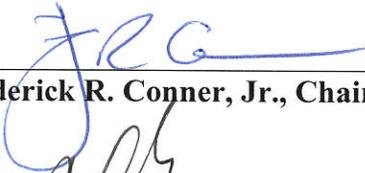
2. In the event that any one or more of the provisions contained in this resolution shall for any reason be held to be invalid, illegal or unenforceable in any respect, such invalidity, illegality or unenforceability shall not affect any other provision of this resolution, and this resolution shall be construed and enforced as if such invalid, illegal or unenforceable provision had never been contained herein or therein.

3. All resolutions or parts thereof inconsistent herewith are hereby repealed, rescinded, canceled and annulled.

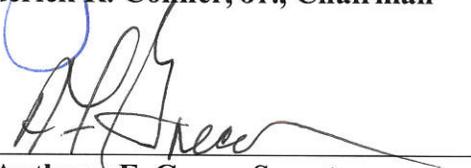
DULY ADOPTED, by the Board of Supervisors, The Township of Whitpain, Montgomery County, Pennsylvania, this 17th day of February, 2015.

WHITPAIN TOWNSHIP
BOARD OF SUPERVISORS

BY: _____


Frederick R. Conner, Jr., Chairman

Attest: _____


Anthony F. Greco, Secretary