

MUNICIPAL COUNCIL
MUNICIPALITY OF MONROEVILLE, PENNSYLVANIA

No. 2065

ORDINANCE

A ORDINANCE OF THE MUNICIPAL COUNCIL OF THE MUNICIPALITY OF MONROEVILLE, PENNSYLVANIA, AUTHORIZING AND DIRECTING ISSUANCE OF A SERIES OF GENERAL OBLIGATION BONDS, SERIES OF 1997, DATED AS OF DECEMBER 15, 1997, IN THE AGGREGATE PRINCIPAL AMOUNT OF FOUR MILLION DOLLARS (\$4,000,000) PURSUANT TO THE ACT OF THE GENERAL ASSEMBLY OF THE COMMONWEALTH OF PENNSYLVANIA, KNOWN AS THE LOCAL GOVERNMENT UNIT DEBT ACT, WITH THE PROCEEDS, TO PROVIDE FUNDS FOR AND TOWARD THE COSTS OF A PROJECT CONSISTING OF: (1) FINANCING A PORTION OF THE COSTS OF FUNDING THE MUNICIPALITY'S CAPITAL IMPROVEMENT FUND FOR THE UNDERTAKING OF CERTAIN PROJECTS INCLUDING, BUT NOT LIMITED TO, THE PLANNING, DESIGNING, CONSTRUCTING AND EQUIPPING OF A NEW MUNICIPAL BUILDING; AND (2) PAYMENT OF THE COSTS AND EXPENSES OF ISSUING SAID GENERAL OBLIGATION BONDS; FINDING A PRIVATE SALE BY NEGOTIATION TO BE IN THE BEST FINANCIAL INTERESTS OF THE MUNICIPALITY; DETERMINING THAT SUCH DEBT SHALL BE NONELECTORAL DEBT OF THE MUNICIPALITY; ACCEPTING A PROPOSAL FOR PURCHASE OF SUCH GENERAL OBLIGATION BONDS, AND AWARDING SUCH GENERAL OBLIGATION BONDS, AND SETTING FORTH RELATED PROVISIONS; PROVIDING THAT SUCH GENERAL OBLIGATION BONDS, WHEN ISSUED, SHALL BE GENERAL OBLIGATIONS OF THE MUNICIPALITY; FIXING THE SUBSTANTIAL FORM, DENOMINATIONS, NUMBERS, DATE, MATURITY DATES, INTEREST RATES, INTEREST PAYMENT DATES, REGISTRATION PROVISIONS, PLACE OF PAYMENT OF PRINCIPAL, MATURITY AMOUNT AND INTEREST AND REDEMPTION PROVISIONS; AUTHORIZING EXECUTION OF SUCH GENERAL OBLIGATION BONDS AND AUTHENTICATION THEREOF; PROVIDING COVENANTS RELATED TO PAYMENT OF DEBT SERVICE AND PLEDGING THE FULL FAITH, CREDIT AND TAXING POWER OF THE MUNICIPALITY IN SUPPORT THEREOF; CREATING A SINKING FUND AND A CLEARING ACCOUNT; APPOINTING A PAYING AGENT, A REGISTRAR, A SINKING FUND DEPOSITARY AND BOND COUNSEL; AUTHORIZING THE ACQUISITION OF BOND INSURANCE; AUTHORIZING AND DIRECTING SPECIFIED OFFICERS OF THE MUNICIPALITY TO DO, TO TAKE AND TO PERFORM CERTAIN SPECIFIED, REQUIRED, NECESSARY OR APPROPRIATE ACTS AND THINGS; RATIFYING PRIOR ADVERTISEMENT AND DIRECTING FURTHER ADVERTISEMENT; AUTHORIZING PAYMENT OF EXPENSES; RATIFYING THE PRELIMINARY OFFICIAL STATEMENT; AUTHORIZING APPROVAL OF THE FINAL OFFICIAL STATEMENT; PROVIDING COVENANTS RELATED TO CONTINUING DISCLOSURE; AND REPEALING ALL ORDINANCES OR PARTS OF ORDINANCES INSOFAR AS THE SAME SHALL BE INCONSISTENT HERewith.

Municipality of Monroeville, Pennsylvania
General Obligation Bonds, Series of 1997

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authorized and directed to execute and deliver an acceptance of the Proposal to the Underwriter. One counterpart of the Proposal shall be filed with the records of the Municipality.

Section 5. Maturity and Interest Rates

The Bonds shall bear interest at the rates per annum and shall mature on the dates and in the aggregate amounts, as set forth in the Proposal.

Section 6. Appointment of Paying Agent, Registrar and Sinking Fund Depository

The Municipal Council hereby appoints Chase Manhattan Trust Company, N.A., having a corporate trust office in the City of Pittsburgh, Allegheny County, Pennsylvania to serve as paying agent (the "Paying Agent") and Registrar with respect to the Bonds and as sinking fund depository for the Sinking Fund (hereinafter defined) created hereby. The proper officers of the Municipality are hereby authorized and directed to contract with Chase Manhattan Trust Company, N.A., for its services as Paying Agent, Registrar and Sinking Fund Depository at such initial and annual charges as shall be appropriate and reasonable for such services. The Municipality may, by ordinance, from time to time appoint a successor Paying Agent, Registrar or Sinking Fund Depository to fill a vacancy or for any other reason.

Section 7. Form of Bond, Interest Payment Dates and Record Dates

The Bonds shall be substantially in the form contained in Section 27 hereof. The Bonds are issuable as fully registered bonds without coupons, in denominations of \$5,000 and any integral multiple thereof, and shall be numbered consecutively in the order of authentication, without regard to denomination or maturity.

Each Bond shall be dated as of the date of its authentication and shall bear interest (computed on the basis of a 360-day year comprised of twelve months of 30 days) from the Interest Payment Date (hereinafter defined) next preceding the date of registration and authentication of such Bond, unless: (a) such Bond is authenticated as of an Interest Payment Date, in which event such Bond shall bear interest from said Interest Payment Date; or (b) such Bond is authenticated prior to May 15, 1998, in which event such Bond shall bear interest from December 15, 1997; or (c) such Bond is authenticated after a Record Date (hereinafter defined) and before the next succeeding Interest Payment Date, in which event such Bond shall bear interest from the next succeeding Interest Payment Date; or (d) as shown by the records of the Paying Agent, interest on such Bond shall be in default, in which event such Bond shall bear interest from the date on which interest was last paid on such Bond; interest shall be payable semiannually on June 1 and December 1 of each year, beginning June 1, 1998 (each an "Interest Payment Date"), until the principal sum thereof is paid.

Except as to distinguishing numbers, denominations, interest rates, yields and maturity dates, the Bonds and the Paying Agent's certificates of authentication shall be substantially in the forms and shall be of the tenor and purport hereinafter set forth, with insertions and variations (including CUSIP numbers) approved by the Paying Agent, as may be appropriate for different series, denominations and maturity dates.

The principal of and premium, if any, on the Bonds shall be payable to the Registered Owners thereof or their transferees upon presentation and surrender thereof at the principal corporate trust office of the Paying Agent in lawful money of the United States of America and under the terms and conditions set forth in the Bonds. Payment of interest on the Bonds shall be made by check or draft mailed by the Paying Agent to the registered owners thereof whose names and addresses appear at the close of business on the fifteenth (15th) calendar day (whether or not a business day) of the month next preceding each Interest Payment Date (the "Record Date") on the Bond Register (hereinafter defined), irrespective of any transfer or exchange of any Bonds subsequent to the Record

Date and prior to such Interest Payment Date, unless the Municipality shall be in default in payment of interest due on such Interest Payment Date. In the case of an interest payment to any registered owner of \$1,000,000 or more in aggregate principal amount of Bonds as of the close of business of the Paying Agent on the Record Date for a particular Interest Payment Date, such payment may be made by wire transfer to any designated account in a member bank of the Federal Reserve System as of the close of business on such Interest Payment Date upon written request from such registered owner, which written request is received by the Paying Agent not less than five days prior to such Record Date.

In the event of any default in payment of interest due on an Interest Payment Date, such defaulted interest shall be payable to the persons in whose names the Bonds are registered at the close of business on a special record date for the payment of such defaulted interest established by notice mailed by the Paying Agent on behalf of the Municipality to the registered owners of the Bonds not less than ten (10) days preceding such special record date. Such notice shall be mailed to the persons in whose names the Bonds are registered at the close of business on the fifth (5th) day preceding the date of mailing.

If the date for payment of the principal of, premium, if any, or interest on the Bonds occurs on a day which is not a Business Day (a "Business Day" is any day other than a Saturday, Sunday or a day on which financial institutions in the Commonwealth of Pennsylvania (the "Commonwealth") are authorized by law to be closed), the interest and/or principal due on such date shall be payable on the next succeeding Business Day, and payment on such date shall have the same force and effect as if made on the nominal date of payment.

Section 8. Bond Register, Registrations, Transfers and Book Entry System

(a) **General.** The Municipality shall cause to be kept, and the Paying Agent, as Registrar, is hereby directed to keep, at its principal corporate trust office, books for the registration, exchange and transfer of Bonds (the "Bond Register") in the manner provided herein and therein so long as Bonds shall remain outstanding. Such registrations, exchanges and transfers shall be made without charge to bondholders, except for actual costs, including postage, insurance and any taxes or other governmental charges required to be paid with respect to the same.

The Bonds shall be transferable or exchangeable by the registered owners thereof upon surrender thereof to the Paying Agent, at its principal corporate trust office, accompanied by a written instrument or instruments in form, with instructions, and with guaranty of signature satisfactory to the Paying Agent, duly executed by the registered owner thereof or his attorney-in-fact or legal representative. The Paying Agent shall enter any transfer of ownership of any of the Bonds in the Bond Register and shall authenticate and deliver in the name of the transferee or transferees a new fully registered Bond or Bonds of authorized denominations of the same series, maturity and interest rate or yield for the aggregate amount which the registered owner is entitled to receive at the earliest practicable time. Bonds may be exchanged for a like aggregate principal amount of Bonds of other authorized denominations, of the same series, maturity and interest rate or yield.

The Municipality and the Paying Agent shall not be required: (a) to issue or transfer or exchange any Bond during a period beginning at the close of business on the Record Date next preceding any Interest Payment Date and ending at the close of business on the Interest Payment Date; or (b) to issue or transfer or exchange any Bond then considered for redemption during the period beginning at the close of business on the fifteenth (15th) day next preceding any date of selection of such Bonds to be redeemed and ending at the close of business on the day on which the notice of redemption is mailed; or (c) to transfer or exchange any portion of any Bond selected for redemption until after the redemption date.

The Municipality and the Paying Agent may deem and treat the persons in whose names the Bonds shall be registered as the absolute owners thereof for all purposes, whether such Bonds shall

be overdue or not, and payment of the principal of, premium, if any, on and/or interest on the Bonds shall be made only to or upon the order of the registered owners thereof or their legal representatives, but such registration may be changed, as herein provided. All such payments shall be valid and effectual to satisfy and discharge the liability upon Bonds, to the extent of the sum or sums so paid, and neither the Municipality nor the Paying Agent shall be affected by any notice to the contrary.

(b) **Book-Entry System.**

(i) Except as provided in clause (iii) or clause (vi) of this Section 8(b), the Bonds shall be issued in "Book-Entry-Only" form, registered in the name of Cede & Co., as nominee of The Depository Trust Company, New York, New York (together with any successors and assigns, the "Securities Depository"). Payment of principal of, interest and amounts payable upon prior redemption of any of the Bonds registered as of each Record Date in the name of Cede & Co. shall be made, by the Federal Reserve System wire transfer of immediately available funds or equivalent same day funds to the account of Cede & Co. on the payment date, as applicable, for the Bonds at the address for Cede & Co. indicated on the Bond Register.

(ii) The Paying Agent may treat the Securities Depository (or its nominee) as the sole and exclusive owner of the Bonds registered in its name for the purposes of payment of the principal of, redemption price, or interest on the Bonds, selecting the Bonds or portions thereof to be redeemed, giving any notice permitted or required to be given to Bondholders, registering the transfer of Bonds, obtaining any consent or other action to be taken by the Bondholders and for all other purposes whatsoever, and the Paying Agent shall not be affected by any notice to the contrary. The Paying Agent shall not have any responsibility or obligation to any of those securities brokers and dealers, banks, trust companies, clearing corporations and certain other organizations that participate with the Securities Depository in a system under which the Securities Depository holds securities of its participants and facilitates the clearance and settlement of securities transactions in such securities through electronic book-entry changes in accounts of its participants (the "Participant"), any person claiming a beneficial ownership interest in the Bonds (a "Beneficial Owner") under or through the Securities Depository or any Participant, or any other person which is not shown on the registration books for the Bonds as being a Bondholder, with respect to the accuracy of any records maintained by the Securities Depository or any Participant with respect to any beneficial ownership interest in the Bonds; the payment by the Securities Depository or any Participant of any amount in respect of the principal of, redemption price or interest on the Bonds; any notice (or the timeliness thereof) which is permitted or required to be given to Bondholders under this Ordinance; the selection by the Securities Depository or any Participant of any person to receive payment in the event of a partial redemption of the Bonds; or any consent given by the Securities Depository as Bondholder. The Paying Agent shall pay all principal of and interest on and amounts payable on redemption of the Bonds only to or "upon the order of" (as that term is used in the Uniform Commercial Code as adopted in the Commonwealth) the Securities Depository, and all such payments shall be valid and effective to fully satisfy and discharge the obligations of the Authority with respect to the principal of, premium, if any, and interest on the Bonds to the extent of the sum or sums so paid. Except as provided in (iii) and (vi) below, no person other than the Securities Depository shall receive an authenticated or registered Bond (or other Bond for which a written request to utilize the book-entry system has been delivered) evidencing the obligation of the Municipality to make payments pursuant to this Ordinance. Upon delivery by the Securities Depository to the Paying Agent of written notice to the effect that the Securities Depository has determined to substitute a new nominee in place of Cede & Co., and subject to the provisions herein with respect to Record Dates, the word "Cede & Co." in this Ordinance shall refer to such new nominee of the Securities Depository.

(iii) At the written request of the Municipality, the Paying Agent shall notify the Securities Depository of the Municipality's desire to discontinue the book-entry system, whereupon the Securities Depository will notify the Beneficial Owners of the availability through the Securities Depository of Bond certificates. The Securities Depository may determine to discontinue providing its services with respect to the Bonds at any time by giving reasonable prior written notice to the Paying Agent and discharging its responsibilities with respect thereto under applicable law. Under such circumstances Replacement Bonds shall be issued pursuant to Section 8(b)(vii) hereof. If Replacement Bonds are so issued, the provisions of this Ordinance regarding the Paying Agent's duties as Bond Registrar and the Paying Agent's duties as paying agent shall become applicable, including, but not limited to, the transfer and exchange of such Bond certificates and the method of payment of principal of and interest on such Bond certificates.

(iv) Notwithstanding any other provision of this Ordinance to the contrary, so long as any Bond is registered in the name of Cede & Co., as nominee of the Securities Depository, all payments with respect to the principal of and interest on and amounts payable on redemption of such Bonds and all notices with respect to such Bonds shall be made and given, respectively, to the Securities Depository as provided in the letter from the Municipality to the Securities Depository with respect to the issuance of the Bonds in book-entry form (the "Representation Letter").

(v) In connection with any notice or other communication to be provided to Bondholders pursuant to this Ordinance by the Paying Agent or with respect to any consent or other action to be taken by the Bondholders, the Paying Agent shall establish a record date for such consent or other action and give the Securities Depository notice of such record date not less than 15 calendar days in advance of such record date to the extent possible. Notice to the Securities Depository shall be given only when the Securities Depository is the sole Bondholder.

(vi) Upon the written request of the Municipality that the Paying Agent substitute another securities depository company (qualified to act as such under section 12 (a) of the Securities Exchange Act of 1934) for the Securities Depository, or appoint a successor securities depository (qualified to act as such under section 12 (a) of the Securities Exchange Act of 1934) upon the discontinuance of service by the Securities Depository (both subject to the provisions of Section 8(b)(viii) hereof), the Paying Agent shall immediately request the Securities Depository to transfer its custodial records to the successor securities depository and the Bonds to the Paying Agent and to take all other actions deemed necessary or appropriate by the Paying Agent to effectuate the transfer of the services from the Securities Depository to another securities depository company.

(vii) *Replacement Bonds.* If, pursuant to Section 8(b)(iii) hereof, the Municipality determines to discontinue the book-entry system, then the Paying Agent shall notify the Securities Depository and request the Securities Depository to notify its Participants of the Municipality's determination and of the availability of certificates with respect to beneficial interests in the Bonds. The Paying Agent shall cause certificates to be prepared, at the Municipality's expense for delivery to such Beneficial Owners, or their nominees, in appropriate amounts and in accordance with the Bond registry of the Securities Depository or custodial records of the Securities Depository, making such adjustments and allowances as it may find necessary or appropriate as to the date of such certificates, accrued interest and previous calls for redemption.

In such event, all references to the Securities Depository herein shall relate only to the period of time when the Securities Depository has possession of at least one Bond and shall be applicable only to such Bond so held. Upon issuance of such replacement Bonds ("the Replacement Bonds"), all references herein to obligations imposed upon or to be performed

by the Securities Depository shall be deemed to be imposed upon and performed by the Paying Agent or alternate or successor transfer agent, to the extent applicable with respect to such Replacement Bonds.

In the event the Securities Depository resigns or the Municipality makes the determination set forth in Section 8(b)(vi) above and the Paying Agent or Beneficial Owners are unable to locate a qualified successor, then the Paying Agent shall authenticate and cause delivery of Replacement Bonds with respect to the interests of the Beneficial Owners or certificates with respect to the respective interests of the Participants, or a combination of both, all at the option of the Participants.

(viii) *Successor Securities Depository.* In the event of a change in the identity of the Securities Depository, the Paying Agent shall request any successor Securities Depository to present to the Paying Agent and the Municipality written evidence satisfactory to the Municipality with respect to its ability to discharge its responsibilities. Any such successor Securities Depository shall be a securities depository which is registered as such under the Securities and Exchange Act of 1934, as amended, or other applicable statute or regulations, and has done all things required thereby (or, if such requirements are not a requirement of applicable law with respect to the Bonds, the Authority may permit a successor Securities Depository with comparable qualifications, upon evidence satisfactory thereof being delivered to the Municipality and the Paying Agent). The Paying Agent upon its receipt of a Bond certificate for cancellation shall cause the authorization and delivery of Bond certificates to the successor Securities Depository (or its nominee) in appropriate denominations and form as authorized hereunder.

Section 9. Execution

The Bonds shall be executed in the name of and in behalf of the Municipality by the manual or facsimile signature of the Mayor, and shall have the manual or facsimile of the official seal of the Municipality affixed thereto, duly attested by the manual or facsimile signature of the Secretary; and said officers are authorized to execute, to attest and to countersign the Bonds.

Section 10. Authentication

No bond constituting one of the Bonds shall be entitled to any benefit under this Ordinance nor shall it be valid, obligatory or enforceable for any purpose until such bond shall have been authenticated by the Certificate of Authentication endorsed thereon duly signed by the Paying Agent; and the Paying Agent is authorized to register and authenticate the Bonds, in accordance with the provisions hereof.

Section 11. General Obligation Covenant

The Bonds, when issued, will be general obligations of the Municipality. The Municipality covenants to and with registered owners, from time to time, of the Bonds which shall be outstanding, from time to time, pursuant to this Ordinance, that the Municipality: (i) shall include the amount of the debt service for the Bonds, for each fiscal year of the Municipality in which such sums are payable, in its budget for that fiscal year, (ii) shall appropriate such amounts from its general revenues for the payment of such debt service, and (iii) shall duly and punctually pay or cause to be paid from its Sinking Fund (hereinafter identified) or any other of its revenues or funds the principal of each of the Bonds and the interest thereon at the dates and place and in the manner stated therein, according to the true intent and meaning thereof; and, for such budgeting, appropriation and payment, the Municipality shall and does pledge, irrevocably, its full faith, credit and taxing power.

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

The amount of debt service which the Municipality hereby covenants to pay on the Bonds in each year is shown on Exhibit B which is attached hereto and incorporated herein by reference as if set out here at length.

The Municipality covenants to make payments out of the Sinking Fund, or out of any other of its revenues or funds, at such times and in such annual amounts, as shall be sufficient for prompt and full payment of all obligations of the Bonds when due.

Section 12. Redemption

The Bonds maturing on or after June 1, 2004 shall be subject to redemption prior to maturity at the option of the Municipality, in whole or in part, in such order of maturity as is selected by the Municipality, and within maturity by lot, at any time on or after June 1, 2003 at a redemption price equal to 100% of the principal amount thereof plus interest, if any, accrued thereon from the most recent Interest Payment Date to the redemption date.

The Bonds maturing on June 1, 2012 shall be subject to mandatory redemption prior to maturity, in part, and within maturity by lot, on June 1 of the years and in the aggregate principal amounts listed below at a redemption price equal to 100% of the principal amount thereof plus interest, if any, accrued thereon from the most recent Interest Payment Date to the redemption date:

June 1, 2012 Maturity

<u>Year</u>	<u>Principal Amount</u>
2010	\$ 395,000
2011	415,000
2012*	435,000

* Maturity

In the event that less than all Bonds of any particular maturity are to be redeemed, the Bonds of such maturity to be redeemed shall be drawn by lot by the Paying Agent on behalf of the Municipality. Any such redemption shall be upon payment of the principal amount thereof, together with accrued interest to the date fixed for redemption.

If any of the Bonds is of a denomination larger than \$5,000, a portion of such Bond may be redeemed, but such Bond shall be redeemed only in \$5,000 portions of its denomination or any integral multiple thereof. For the purpose of selecting any of the Bonds for redemption, each of the Bonds subject to redemption shall be treated as representing that number of Bonds which is obtained by dividing the denomination thereof by \$5,000, each \$5,000 portion thereof being subject to redemption. In the case of partial redemption of any of the Bonds, payment of the redemption price will be made only upon surrender of such Bond in exchange for Bonds of authorized denominations in aggregate amount equal to the unredeemed portion thereof.

Notice of any redemption, as hereinbefore authorized, shall be given by the Paying Agent in the name of the Municipality by mailing a notice of any redemption of Bonds hereunder by first class mail, postage prepaid, to the holders of all Bonds to be redeemed at the registered addresses appearing in the Bond Register. Each such notice shall (i) be mailed at least 30 days and not more than 45 days prior to the redemption date, (ii) identify the Bonds to be redeemed (specifying the CUSIP numbers, if any, assigned to the Bonds), (iii) specify the redemption date and the redemption price, and (iv) state that on the redemption date the Bonds called for redemption will be payable at the principal corporate trust office of the Paying Agent, that from that date interest will cease to accrue and that no representation is made as to the accuracy or correctness of the CUSIP numbers

printed therein or on the Bonds. No defect affecting any Bond, whether in the notice of redemption or mailing thereof (including any failure to mail such notice), shall affect the validity of the proceedings for redemption for any Bond with respect to which notice was properly given.

In addition to the foregoing notice, further notice shall be given by the Paying Agent (either as a separate notice or as part of the notice above) as set out below. No defect in said further notice nor any failure to give all or any portion of such further notice shall in any manner defeat the effectiveness of a call for redemption if notice thereof is given as above prescribed.

(i) Each further notice of redemption given hereunder shall contain the information required above for an official notice of redemption plus (A) the CUSIP numbers of all Bonds being redeemed; (B) the date of issue of the Bonds as originally issued; (C) the rate of interest borne by each Bond being redeemed; (D) the maturity date of each Bond being redeemed; and (E) any other descriptive information needed to identify accurately the Bonds being redeemed.

(ii) Each further notice of redemption shall be sent at least 32 days before the redemption date by first class mail, postage prepaid, to all registered securities depositories then in the business of holding substantial amounts of obligations of types comprising the Bonds and to at least two national information services that disseminate notices of redemption of obligations such as the Bonds, including Standard & Poor's Called Bond Record and Moody's Municipal and Government Services.

On the date designated for redemption, notice having been given as aforesaid, and money for payment of the principal, premium, if any, and accrued interest being held by the Paying Agent, interest on the Bonds or portions thereof so called for redemption shall cease to accrue and the Bonds or portions thereof so called for redemption shall cease to be entitled to any benefit or security under this Ordinance, and registered owners of the Bonds or portions thereof so called for redemption shall have no rights with respect thereto, except to receive payment of the principal or compound accreted value, as applicable, to be redeemed and accrued interest thereon to the date fixed for redemption, together with the redemption premium, if any.

Section 13. Sinking Fund

(a) **Deposit.** There is hereby created, pursuant to Section 1001 of the Act, a sinking fund for the Bonds, to be known as "Municipality of Monroeville, General Obligation Bonds, Series of 1997" (the "Sinking Fund"), which Sinking Fund shall be administered in accordance with applicable provisions of the Act. The Municipality covenants, and the Treasurer of the Municipality is hereby authorized and directed, to deposit into the Sinking Fund (i) on or before June 1, 1998 and on or before each December 1 and June 1 thereafter to and including June 1, 2012, inclusive, amounts sufficient to pay the interest due on such dates on the Bonds then outstanding, and (ii) on or before June 1, 1999 and on each June 1 thereafter to and including June 1, 2012, amounts sufficient to pay the outstanding principal of the Bonds maturing or subject to mandatory sinking fund redemption on each such date. Should the amounts covenanted to be paid into the Sinking Fund be, at any time, in excess of the net amounts required at such time for the payment of debt service then due, whether by reason of funds already on deposit in the Sinking Fund or by reason of the purchase of Bonds, or for some similar reason, the amounts covenanted to be paid may be reduced to the extent of the excess.

(b) **Credit.** The Municipality may satisfy any part of its obligations with respect to Section 13(a)(ii) above by delivering to the Paying Agent, as sinking fund depository, for cancellation, Bonds owned by it maturing on the date on which such deposit is required. Upon delivery of such Bonds, the Municipality shall receive a credit against such deposit in an amount equal to the face amount of the Bonds so delivered.

(c) **Application of Funds.** All sums in the Sinking Fund shall be applied exclusively to the payment of the principal of and interest on the Bonds covenanted to be paid by Section 11 hereof as the same shall become due and payable. The balance of said moneys over and above the required sum shall remain in the Sinking Fund, such balance to be applied to the reduction of future required deposits; subject, however, to investment or deposit at interest as authorized by law and permitted by Section 14 hereof, to the extent that such investment or deposit can be made without causing the Bonds to become arbitrage bonds within the meaning of Section 148 of the Internal Revenue Code of 1986, as amended (the "Internal Revenue Code"), which investments or deposits and the interest thereon shall be held exclusively for the purposes of the Sinking Fund, as aforesaid. The Paying Agent, without further authorization other than as herein contained, shall pay from the moneys in the Sinking Fund to the registered owners, the interest and premium, if any, on and the principal of the Bonds, as and when due.

Section 14. Investment

Any moneys in the Sinking Fund created hereby not required for prompt expenditure may be invested upon the written direction of the Municipality in bonds or obligations which are direct obligations of, or are fully guaranteed as to principal and interest by, the United States of America or may be deposited in time accounts or certificates of deposit or other interest bearing accounts of any bank or bank and trust company, savings and loan association or building and loan association. To the extent that such deposits are insured by the Federal Deposit Insurance Corporation or a similar federal agency, they need not be secured. Otherwise, such deposits shall be secured as public deposits, except that moneys held by the Paying Agent as sinking fund depository may be secured as trust funds. Any such investments or deposits shall mature or be subject to redemption at the option of the owner, or be subject to withdrawal at the option of the depositor, not later than the date upon which such moneys are required to be paid to the registered owners.

Section 15. Disposition of Proceeds

All moneys derived from the sale of the Bonds shall be deposited into the Clearing Account created pursuant to Section 16 hereof and shall be and hereby are appropriated substantially to the payment of the costs of the Project, including but not limited to payment of 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 or remaining moneys shall promptly upon their determination be deposited in the Sinking Fund and used for the payment of interest on the Bonds.

Section 16. Clearing Account

The Municipality hereby establishes with the Paying Agent a special fund to be known as the "Municipality of Monroeville Series 1997 Clearing Account" (the "Clearing Account") which shall be held as a trust fund for the benefit of the Municipality until disbursed in accordance with the provisions hereof. The Municipality shall deliver the net proceeds (including accrued interest) derived from the sale of the Bonds to the Paying Agent for deposit to the Clearing Account. Upon written directions from the Municipality, signed by the proper officers of the Municipality, the Paying Agent shall pay, out of the Clearing Account, the costs and expenses of issuance of the Bonds and shall transfer the amount of accrued interest to the Sinking Fund. The written directions of the Municipality shall state the names of the respective payees, the purpose for which the expenditure has been incurred, or the purpose of the transfer, whichever is applicable, and shall contain a certification that each item of expense for which payment has been requested has been properly incurred and is then unpaid, and that each transfer which is requested is in accordance with the provisions of this Ordinance.

After making provision for the payment of the costs of issuance and the transfer to the Sinking Fund, the balance of the moneys held in the Clearing Account shall be transferred upon the written

direction of the Municipality to the Municipality's General Fund, or such other appropriate fund to which the officer issuing such written directions shall specify. Following such transfer, the Clearing Account shall be closed.

Section 17. Purchase of Bond Insurance

The Municipality hereby accepts the commitment of Financial Guaranty Insurance Company (the "Bond Insurer") to issue a municipal bond insurance policy (the "Bond Insurance Policy") insuring the timely payment of debt service on the Bonds and directs that the appropriate premium be promptly paid at settlement of the sale of the Bonds. A legend indicating the existence of such Bond Insurance Policy shall be printed on the Bonds in the form required by the Bond Insurer. If applicable, in order to have accrued interest paid by the Purchaser excluded from the calculation of the premium, the Municipality agrees to cause the amount paid as accrued interest to be invested, to the extent required by the Bond Insurer, in direct obligations of the United States of America and maintained in the Sinking Fund until applied to the first interest payment on the Bonds. All terms and conditions required by the commitment to be incorporated in this Ordinance are incorporated herein by reference as if set out in full. This Ordinance, except for disclosure matters covered by Section 28 hereof, may not be amended without the written consent of the Bond Insurer.

Section 18. Payment of Expenses

All expenses incurred in connection with the issuance of the Bonds, including the municipal bond insurance premium, shall be paid out of the proceeds derived from the issuance and sale of the Bonds and the proper officers and officials are authorized to sign and deliver requests for payment of such expenses.

Section 19. Internal Revenue Code Covenants

(a) **General.** The Municipality hereby covenants that: (i) it shall at all times do and perform all acts and things necessary or desirable in order to assure that interest paid on the Bonds shall, for purposes of federal income taxation, be and remain excludible from the gross income of the recipients thereof and that it will refrain from doing or performing any act or thing that will cause such interest not to be so excludible; (ii) it will not make any investment or other use of the proceeds (as that term is defined in Section 148 of the Internal Revenue Code and all applicable regulations promulgated thereunder) of the Bonds which would cause the Bonds to be "arbitrage bonds" (as that term is defined in Section 148 of the Internal Revenue Code and all applicable regulations promulgated thereunder), and that it will comply with the requirements of such Internal Revenue Code section and regulations throughout the term of the Bonds.

(b) **Rebate.** The Municipality hereby covenants that it will rebate to the United States Treasury Department, at the times, in the manner and in the amounts required by Section 148 of the Internal Revenue Code, income derived from investing the proceeds of the Bonds at a yield in excess of the yield on the Bonds.

(c) **Filing.** The Municipality hereby covenants to file or to cause to be filed Internal Revenue Service Form 8038-G and any other forms or information required by the Internal Revenue Code to be filed in order to permit the interest on the Bonds to be excluded from gross income for federal income tax purposes.

Section 20. Costs and Realistic Useful Life

Reasonable cost estimates have been obtained for the Project with the assistance of financial advisors and other persons qualified by experience. The cost of the Project is at least \$4,000,000 and its useful life is at least fifteen years from December 15, 1997. Therefore, the maturities of the Bonds are in accordance with Sections 602(a) of the Act.

Section 21. Advertising

The action of the officers of the Municipality in advertising a summary of this Ordinance, as required by law, is ratified and confirmed. The officers of the Municipality, or any of them, are authorized and directed to advertise a notice of adoption of this Ordinance in a newspaper of general circulation in the Municipality within fifteen (15) days after final enactment. The Municipal Manager is hereby directed to make a copy of this Ordinance available for inspection by any citizen between the hours of 9:00 a.m. and 4:00 p.m., prevailing local time, on regular business days.

Section 22. Appointment of Bond Counsel

The Municipality hereby appoints Klett Lieber Rooney & Schorling, A Professional Corporation, as Bond Counsel, for the purpose of rendering any and all necessary opinions with respect to the Bonds.

Section 23. Filing With The Department of Community and Economic Development

The officers and officials of the Municipality, which shall include their duly qualified successors in office, if applicable, are authorized and directed, as required, necessary and/or appropriate: (a) to prepare, verify, certify and file with the Department of Community and Economic Development (the "Department") the debt statement required by Section 410 of the Act; (b) to prepare and file with the Department any statements required by Article II of the Act that are necessary or desirable to qualify all or any portion of the debt of the Municipality that is subject to exclusion as self-liquidating or subsidized debt for exclusion from the appropriate debt limit of the Municipality as self-liquidating or subsidized debt; (c) to prepare and to file the application with the Department, together with a complete and accurate transcript of the proceedings for the required approval relating to the debt evidenced by the Bonds, as required by Section 411 of the Act; (d) to pay or to cause to be paid to the Department all proper filing fees required in connection with the foregoing; and (e) to take other required, necessary and/or appropriate action.

The Municipality's Director of Personnel and Finance is authorized and directed to prepare, to execute and to file the borrowing base certificate with the Department as required by Section 410 of the Act.

Section 24. General Authorization

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 effect the execution, issuance, sale and delivery of the Bonds, all in accordance with this Ordinance.

Section 25. Official Statements

The Preliminary Official Statement prepared with respect to the Bonds is hereby approved. Additionally, the Municipality deems the Preliminary Official Statement to be final for the purposes of Securities and Exchange Commission Rule 15c2-12(b)(1), except for certain information which has been omitted in accordance with such rule and which will be supplied in the final Official Statement. The Director of Finance and the Controller of the Municipality are hereby authorized to execute and approve a final Official Statement relating to the Bonds provided that the form thereof has been approved by the Municipality Solicitor. The distribution of the Preliminary Official Statement is hereby ratified and the Underwriter are hereby authorized to use the Preliminary Official Statement and the final Official Statement in connection with the offer and sale of the Bonds.

Proper officials of the Municipality are authorized and directed to deliver the Bonds, but only after the Department has certified its approval pursuant to Section 804 of the Act.

Section 26. Severability

In the event any provision, section, sentence, clause or part of this Ordinance shall be held to be invalid, such invalidity shall not affect or impair any remaining provision, section, sentence, clause or part of this Ordinance, it being the intent of the Municipality that such remainder shall be and shall remain in full force and effect.

Section 27. Bond Form

The form of the Bonds, the form of the Paying Agent's Certificates to be endorsed thereon and the form of Assignment shall be respectively and substantially as follows, with appropriate insertions and variations:

[FACE OF BOND]

**UNITED STATES OF AMERICA
COMMONWEALTH OF PENNSYLVANIA
MUNICIPALITY OF MONROEVILLE, PENNSYLVANIA
GENERAL OBLIGATION BOND, SERIES of 1997**

No. _____

\$ _____

INTEREST RATE

MATURITY DATE

CUSIP

REGISTERED OWNER:

PRINCIPAL AMOUNT:

The **MUNICIPALITY OF MONROEVILLE, ALLEGHENY COUNTY, PENNSYLVANIA** (the "Municipality"), a political subdivision existing under laws of the Commonwealth of Pennsylvania (the "Commonwealth"), for value received, promises to pay to the registered owner named above, or registered assigns, on the maturity date stated above, unless this General Obligation Bond, Series of 1997 (the "Bond") shall have previously been called for redemption and payment of the redemption price made or provided for, upon presentation and surrender hereof, the principal amount specified hereon, and to pay semiannually on June 1 and December 1 of each year, beginning June 1, 1998 (each an "Interest Payment Date") to the registered owner hereof, interest on said principal sum, at the rate per annum stated hereon, from the Interest Payment Date next preceding the date of authentication of this Bond, unless this Bond is authenticated as of an Interest Payment Date, in which event this Bond shall bear interest from such Interest Payment Date, or unless this Bond is authenticated prior to May 15, 1998, in which event this Bond shall bear interest from December 15, 1997, or unless, as shown by the records of the Paying Agent (hereinafter identified), interest on this Bond shall be in default, in which event this Bond shall bear interest from the date on which interest was last paid on this Bond, until said principal sum is paid.

The interest on this Bond, which is payable by check drawn on Chase Manhattan Trust Company, N.A., (the "Paying Agent"), the principal corporate trust office of which is located in the Municipality of Monroeville, Allegheny County, Pennsylvania, as paying agent, or its successor, and the principal of this Bond, which is payable upon surrender, are payable in lawful money of the United

States of America at the principal corporate trust office of the Paying Agent. Payment of the interest hereon shall be made to the registered owner hereof whose name and address shall appear, at the close of business on the fifteenth (15th) day (whether or not a business day) of the month next preceding each Interest Payment Date (the "Record Date"), on the registration books maintained by the Paying Agent, irrespective of any transfer or exchange of this Bond subsequent to such Record Date and prior to such Interest Payment Date, unless the Municipality shall be in default in payment of interest due on such Interest Payment Date. In the case of an interest payment to any registered owner of \$1,000,000 or more in aggregate principal amount of Bonds as of the close of business of the Paying Agent on the Record Date for a particular Interest Payment Date, such payment may be made by wire transfer to any designated account in a member bank of the Federal Reserve System as of the close of business on such Interest Payment Date upon written request from such registered owner, which written request is received by the Paying Agent not less than five days prior to such Record Date. In the event of any default in payment of interest due on such Interest Payment Date, such defaulted interest shall be payable to the person in whose name this Bond is registered at the close of business on a special record date for the payment of such defaulted interest established by notice mailed by the Paying Agent to the registered owner of this Bond not less than ten (10) days preceding such special record date. Such notice shall be mailed to the person in whose name this Bond is registered at the close of business on the fifth (5th) day preceding the date of mailing.

This Bond is one of a series of bonds of the Municipality, known generally as "Municipality of Monroeville, Pennsylvania General Obligation Bonds, Series of 1997" (the "Bonds"), stated to mature on June 1 of each of the years 1999 through 2012, both inclusive, in the aggregate principal amount of Four Million Dollars (\$4,000,000).

The Bonds have been authorized for issuance in accordance with provisions of the Local Government Unit Debt Act (the "Act") of the Commonwealth and by virtue of a duly adopted ordinance (the "Ordinance") of the Municipal Council. The Act, as such shall have been in effect when the Bonds were authorized, and the Ordinance shall constitute a contract between the Municipality and registered owners, from time to time, of the Bonds.

The Municipality has covenanted, in the Ordinance, to and with registered owners, from time to time, of the Bonds that shall be outstanding, from time to time, pursuant to the Ordinance, that the Municipality: (i) shall include the amount of the debt service for the Bonds, for each fiscal year of the Municipality in which such sums are payable, in its budget for that fiscal year, (ii) shall appropriate such amounts from its general revenues for the payment of such debt service, and (iii) shall duly and punctually pay or cause to be paid from the sinking fund established under the Ordinance or any other of its revenues or funds, the principal of each of the Bonds and the interest thereon at the dates and place and in the manner stated therein, according to the true intent and meaning thereof; and, for such budgeting, appropriation and payment, the Municipality has pledged and does pledge, irrevocably, its full faith, credit and taxing power.

OTHER TERMS AND PROVISIONS OF THIS BOND ARE CONTINUED ON THE REVERSE HEREOF AND SUCH CONTINUED TERMS AND PROVISIONS SHALL FOR ALL PURPOSES HAVE THE SAME EFFECT AS THOUGH FULLY SET FORTH AT THIS PLACE.

This Bond shall not be entitled to any benefit under the Ordinance nor shall it be valid, obligatory or enforceable for any purpose until this Bond shall have been authenticated by the Paying Agent.

IN WITNESS WHEREOF, the Municipality has caused this Bond to be executed in its name by the facsimile signature of the Mayor of the Municipality, and a facsimile of its seal to be affixed hereto and the facsimile signature of the Secretary of the Municipality to be affixed hereto in attestation thereof, all as of December 15, 1997.

MUNICIPALITY OF MONROEVILLE

By _____
Mayor

ATTEST:

Secretary
(SEAL)

CERTIFICATE OF AUTHENTICATION

This Bond is one of the Bonds described in the within mentioned Ordinance. The text of the Opinion printed upon this Bond is a true and correct copy of the text of the opinion issued by Klett Lieber Rooney & Schorling, A Professional Corporation, dated and delivered on the date of the original delivery of and payment for such Bonds, an executed counterpart of which is on file with the undersigned.

Paying Agent

By: _____
Authorized Representative

Date of Authentication:

[REVERSE SIDE OF BOND]

The Bonds are issuable only in the form of registered bonds, without coupons, in the denominations of \$5,000 principal amount or any integral multiple thereof. The Municipality and the Paying Agent shall not be required (a) to issue or transfer or exchange any Bond during a period beginning at the close of business on the Record Date next preceding any Interest Payment Date and ending at the close of business on the Interest Payment Date; or (b) to issue or transfer or exchange any Bond then considered for redemption during a period beginning at the close of business on the fifteenth (15th) day next preceding any date of selection of Bonds to be redeemed and ending at the close of business on the day on which the applicable notice of redemption is mailed; or (c) to transfer or exchange any portion of any Bond selected for redemption until after the redemption date.

Bonds may be exchanged for a like aggregate principal amount of Bonds of other authorized denominations, of the same series, maturity and interest rate.

This Bond may be transferred or exchanged by the registered owner hereof upon surrender of this Bond to the Paying Agent, at its principal corporate trust office, accompanied by a written instrument or instruments in form, with instructions, and with guaranty of signature satisfactory to the Paying Agent, duly executed by the registered owner of this Bond or his attorney-in-fact or legal representative. The Paying Agent shall enter any transfer of ownership of this Bond in the books for the registration, exchange and transfer of Bonds (the "Bond Register") and shall authenticate and deliver in the name of the transferee or transferees a new fully registered Bond or Bonds of authorized denominations of the same maturity and interest rate for the aggregate amount which the registered owner is entitled to receive at the earliest practicable time. The Municipality and the Paying Agent may deem and treat the registered owner hereof as the absolute owner hereof (whether or not this Bond shall be overdue) for the purpose of receiving payment of or on account of principal hereof, premium, if any, and interest due hereon and for all other purposes, and the Municipality and the Paying Agent shall not be affected by any notice to the contrary.

Optional Redemption. The Bonds maturing on or after June 1, 2004 shall be subject to redemption prior to maturity at the option of the Municipality, in whole or in part, in such order of maturity as is selected by the Municipality, and within maturity by lot, at any time on or after June 1, 2003 at a redemption price equal to 100% of the principal amount thereof plus interest, if any, accrued thereon from the most recent Interest Payment Date to the redemption date.

Mandatory Redemption. The Bonds maturing on June 1, 2012 shall be subject to mandatory redemption prior to maturity, in part, and within maturity by lot, on June 1 of the years and in the aggregate principal amounts listed below at a redemption price equal to 100% of the principal amount thereof plus interest, if any, accrued thereon from the most recent Interest Payment Date to the redemption date:

The Bonds maturing on June 1, 2012 shall be subject to mandatory redemption prior to maturity, in part, and within maturity by lot, on June 1 of the years and in the aggregate principal amounts listed below at a redemption price equal to 100% of the principal amount thereof plus interest, if any, accrued thereon from the most recent Interest Payment Date to the redemption date:

June 1, 2012 Maturity

<u>Year</u>	<u>Principal Amount</u>
2010	\$ 395,000
2011	415,000
2012*	435,000

* Maturity

In the event that less than all Bonds of any particular maturity are to be redeemed, the Bonds of such maturity to be redeemed shall be drawn by lot by the Paying Agent on behalf of the Municipality. Any such redemption shall be upon payment of the principal amount thereof, together with accrued interest to the date fixed for redemption.

If any of the Bonds is of a denomination larger than \$5,000, a portion of such Bond may be redeemed, but such Bond shall be redeemed only in \$5,000 portions of its denomination or any integral multiple thereof. For the purpose of selecting any of the Bonds for redemption, each of the Bonds subject to redemption shall be treated as representing that number of Bonds which is obtained by dividing the denomination thereof by \$5,000, each \$5,000 portion thereof being subject to redemption. In the case of partial redemption of any of the Bonds, payment of the redemption price will be made only upon surrender of such bond in exchange for Bonds of authorized denominations in aggregate amount equal to the unredeemed portion thereof.

Notice of any redemption, as hereinbefore authorized, shall be given by the Paying Agent in the name of the Municipality by mailing a notice of any redemption of Bonds hereunder by first class mail, to the holders of all Bonds to be redeemed at the registered addresses appearing in the Bond Register. Each such notice shall (i) be mailed at least 30 days and not more than 45 days prior to the redemption date, (ii) identify the Bonds to be redeemed (specifying the CUSIP numbers, if any, assigned to the Bonds), (iii) specify the redemption date and the redemption price, and (iv) state that on the redemption date the Bonds called for redemption will be payable at the principal corporate trust office of the Paying Agent, that from that date interest will cease to accrue and that no representation is made as to the accuracy or correctness of the CUSIP numbers printed therein or on the Bonds. No defect affecting any Bond, whether in the notice of redemption or mailing thereof (including any failure to mail such notice), shall affect the validity of the proceedings for redemption for any Bond with respect to which notice was properly given.

It hereby is certified that: (i) all acts, conditions and things required to be done, to happen or to be performed as conditions precedent to and in issuance of this Bond or in creation of the debt of which this Bond is evidence have been done, have happened or have been performed in due and regular form and manner, as required by law; and (ii) the debt represented by this Bond, together with any other indebtedness of the Municipality, is not in excess of any limitation imposed by the Act upon the incurring of debt by the Municipality.

The Municipality, in the Ordinance, has established a sinking fund with the Paying Agent, as the sinking fund depository, into which funds for the payment of the principal of and the interest on the Bonds shall be deposited not later than the date fixed for the disbursement thereof. The Municipality has covenanted, in the Ordinance, to make payments from such sinking fund or from any other of its revenues or funds, at such times and in such annual amounts, as shall be sufficient for prompt and full payment of all obligations of this Bond.

(FORM OF ASSIGNMENT)

ASSIGNMENT

FOR VALUE RECEIVED, the undersigned hereby sells, assigns and transfers unto _____ (please print or typewrite name, address and social security number or taxpayer identification number of transferee) the within Bond and all rights thereunder, and hereby irrevocably constitutes and appoints _____ Attorney to transfer the within Bond on the books kept for registration of substitution in the premises.

Assignor(s)

NOTICE: The signature(s) to this assignment must correspond with the name(s) as it appears upon the face of the within Bond in every particular, without alteration or enlargement or any change whatever.

Signature Guaranteed:

NOTICE: Signature(s) must be guaranteed by a member firm of a major stock exchange or a commercial bank or trust company.

[END OF BOND FORM]

Section 28. Disclosure Covenants

In accordance with Rule 15c2-12 promulgated under the Securities and Exchange Commission Act of 1934, as amended and supplemented from time to time, the Municipality hereby covenants, for the benefit of the beneficial owners of the Bonds, to provide to each nationally recognized municipal securities information repository ("NRMSIR") and to the appropriate information depository of the Commonwealth of Pennsylvania, if any ("SID"), annual audited financial statements presented in conformity with generally accepted accounting principles, together with updates of the tabular information appearing in the final Official Statement (to the extent not included in the financial statements) under the headings "Comparative Statement Of Revenues, Expenditures and Changes in Fund Balance – All Funds," "General Fund Balance Sheets All Fund Types and Account Groups," "Taxes and Taxing Powers of the Municipality" (except "- General," "-Limitation on Mercantile and Business Privilege Taxes," and "-Real Estate Tax Collection Procedures") commencing with the financial statements and tabular information for the fiscal year ending December 31, 1998. Such financial statements and tabular information shall be provided within 180 days following the end of each fiscal year. If such financial statements are not audited, the Municipality shall also provide audited General Purpose Financial Statements when and if available.

The Municipality hereby also covenants, for the benefit of the beneficial owners of the Bonds, to provide to each NRMSIR or to the Municipal Securities Rulemaking Board ("MSRB"), and to the SID (A) prompt notice of a failure to provide the required financial statements or tabular information in a timely manner and (B) prompt notice of any of the following events with respect to the Bonds, if material:

- (i) delinquency in payment when due of any principal of or interest on the Bonds;
- (ii) occurrence of any other default;
- (iii) modifications of the rights of the holders of the Bonds;
- (iv) giving of a notice of optional or unscheduled redemption of any Bonds;
- (v) defeasance of the Bonds or any portion thereof;
- (vi) any change in any rating on the Bonds;
- (vii) (A) receipt of an opinion of nationally recognized bond counsel to the effect that interest on the Bonds is not tax-exempt; or (B) any event adversely affecting the tax-exempt status of the Bonds, including but not limited to:
 - (1) Any audit, investigation or other challenge of the tax-exempt status of the Bonds by the Internal Revenue Service or in any administrative or judicial proceeding; or
 - (2) The issuance of any regulation, decision or other official pronouncement by the Internal Revenue Service or other official tax authority or by any court adversely affecting the tax-exempt status of the Bonds or bonds of the same type as the bonds or financing structures of the same type as financed by the Bonds.
- (viii) any unscheduled draw on any reserve fund reflecting financial difficulties;
- (ix) Any unscheduled draw on the Bond Insurance Policy reflecting financial difficulties;

(x) Any change in the provider of the Bond Insurance Policy, or any failure by the Insurer to perform on the Bond Insurance Policy; and

(xi) The release, substitution or sale of property securing repayment of the Bonds (including property leased, mortgaged or pledged as such security).

These covenants, or any part thereof, may be revised from time to time as permitted or required by applicable law, without the consent of the Bondholders, and may be terminated upon the economic defeasance of all outstanding Bonds, or other arrangement, whereby the Municipality is released from any further obligation with respect to the Bonds. These covenants may also be terminated, without the consent of the Bondholders, at such time as continuing disclosure is no longer required by applicable law. The Municipality shall promptly notify each NRMSIR, the MSRB and the SID of any revision or termination of the disclosure covenants. The sole remedy for a breach by the Municipality of its covenants to provide financial statements, tabular information and notices of material events shall be an action to compel performance of such covenants. Under no circumstances may monetary damage be assessed or recovered, nor shall any such breach constitute a default under the Bonds or a failure to comply with any provision of the Bonds for purposes of the Act.

The authorized officers of the Municipality are hereby authorized in the name and on behalf of the Municipality to revise or terminate, in whole or in part, any covenants set forth in this Section 28, provided that any such action is permitted or required by applicable law and has been approved by the Municipality Solicitor.

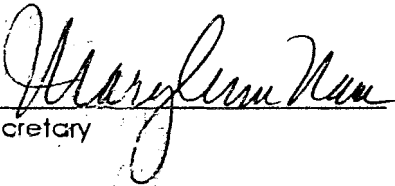
Section 29. Repealer

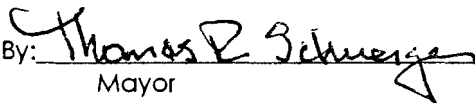
All ordinances or parts of ordinances, insofar as the same shall be inconsistent herewith, shall be and the same expressly are repealed.

Resolved and enacted into law by the Municipal Council of the Municipality of Monroeville, Pennsylvania, in lawful session assembled, this ninth day of December, 1997.

ATTEST:

MUNICIPALITY OF MONROEVILLE


Secretary

By: 
Mayor

[SEAL]

Recorded in Ordinance Book, Vol. 30, Page 466, this 19 day of December 1997.
Effective: December 19, 1997

Municipality of Monroeville, Pennsylvania
General Obligation Bonds, Series of 1997

CERTIFICATE

I, the undersigned, Secretary of the Municipality of Monroeville, Allegheny County, Pennsylvania (the "Municipality"), hereby certify that the foregoing and attached is a true copy of a Ordinance which was duly enacted at a meeting of the Municipal Council of the Municipality on December 9, 1997, at which a quorum was present and acting throughout, after due notice to the members of the Municipal Council and to the public and which was at all times open to the public; that the same was duly recorded in the Municipality's Ordinance Book and that a summary thereof was published as required by law in a newspaper of general circulation in the Municipality. I further certify that the Municipality met the advance notice requirements of Act No. 175 of the 1984 Pennsylvania General Assembly by advertising the date of the meeting and posting a notice of said meeting at the public meeting place of the Board. I further certify that the total number of members of the Municipal Council is nine and that the vote upon said Ordinance was called and duly recorded upon the minutes of the Municipal Council and that the members of the Municipal Council voted in the manner following:

	<u>Yes</u>	<u>No</u>	<u>Abstain</u>	<u>Absent</u>
Thomas R. Schuerger, Mayor	—	—	—	—
John H. Doyle, Deputy Mayor	<u>X</u>	—	—	—
James H. Brown	<u>X</u>	—	—	—
Joan M. Lynch	<u>X</u>	—	—	—
Charles Mohan	<u>X</u>	—	—	—
Joanne R. Sedlak	<u>X</u>	—	—	—
Jack Speelman	—	<u>X</u>	—	—

WITNESS my hand and seal of the Municipality of Monroeville this 9 day of December, 1997.


Secretary

[SEAL]

**Municipality of Monroeville, Pennsylvania
General Obligation Bonds, Series of 1997**

EXHIBIT A

***PROPOSAL OF THE UNDERWRITER INCLUDING
INTEREST RATES, AMOUNTS, PRICE AND MATURITIES
OF THE BONDS***

**Municipality of Monroeville, Pennsylvania
General Obligation Bonds, Series of 1997**

EXHIBIT B

DEBT SERVICE REQUIREMENTS ON THE BONDS