

INSTRUMENT OF CONVEYANCE

THIS CONVEYANCE, made this 31st day of July, 2002, from the MUNICIPALITY OF MONROEVILLE, a Home Rule Charter, (the "MUNICIPALITY") organized and existing under the Constitution and laws of the Commonwealth of Pennsylvania, particularly under Act 22, formerly the Municipality Authorities Act of 1945, as amended, (the "Act") to the MONROEVILLE MUNICIPAL AUTHORITY, a body corporate and politic, (the "AUTHORITY") organized and existing under the Constitution and laws of the Commonwealth of Pennsylvania, particularly the Municipality Authorities Act of 1945, as amended, (the "Act").

WITNESSES THAT:

NOW THEREFORE, pursuant to Act 22, formerly the Municipality Authorities Act of 1945, the MUNICIPALITY hereby conveys to the AUTHORITY for the sum total of THIRTEEN MILLION DOLLARS AND 00/100 (\$13,000,000.00) its full legal and equitable right, title and interest in and to all of the following projects and property, whether real, personal, intellectual or intangible, together with the rights to construct, operate, and maintain the sanitary sewer plant/s and sanitary sewer tributary system within the MUNICIPALITY OF MONROEVILLE and future appurtenant municipalities, including:

1. The entire MUNICIPALITY, including the sewer tributaries and any equitable ownership or property rights in the MUNICIPALITY OF MONROEVILLE sewage treatment facilities and sanitary tributary system located in the MUNICIPALITY OF MONROEVILLE, including without limiting the generality of the foregoing, all lands, right-of-ways, easements and similar interests in real property together with all and singular the rights, hereditaments and appurtenances belonging or in any way appertaining thereto, together with all buildings, laboratories, improvements, meters, machinery, tanks, pipes, pipe lines, treatment works and systems, pumps, pumping stations, transportation equipment, trucks, vehicles, machinery and other assets or fixtures; and
2. All equipment, materials, goods, merchandise, appliances, tools or supplies which have been acquired for the purpose of consumption or use in the operation and maintenance of the MUNICIPALITY OF MONROEVILLE Sewer System; and
3. All accounts, funds and other monies related to the MUNICIPALITY OF MONROEVILLE Sewer System ; and

4. All files, information, books, books of account and other management documents, resolutions, rules and regulations and records relative to the MUNICIPALITY OF MONROEVILLE Sewer System; and
5. All of the franchise, permits, licenses, rights, easements, grants, privileges, immunities, rights of way, any and all rights and privileges appurtenant to any and all of the real and personal property comprising the MUNICIPALITY OF MONROEVILLE Sewer System and the appurtenances thereof as used or useful in the connection therewith, including, but not limited to all the sewer permits numbers issued by the Department of Environmental Protection, including the Sanitary Water Board Permits and Water Quality Management Permits, which may be issued for any and all of the facilities contained in the MUNICIPALITY OF MONROEVILLE Sewer System.
6. All other property and enforcement powers used or useful in the construction, operation and maintenance of the MUNICIPALITY OF MONROEVILLE Sewer System.

The MUNICIPALITY hereby covenants and agrees to execute proper deeds, once prepared, for all items of real property for which conveyance by deed is appropriate, and to submit such executed and acknowledged deeds to the AUTHORITY for recording. Simultaneously with the execution of this Conveyance, the MUNICIPALITY immediately transfers possession of those execution of this Conveyance, the MUNICIPALITY immediately transfers possession of those items of personal property for which possession is determinative of ownership, including a transfer of all of its monies.

IN WITNESS WHEREOF, this document has been executed in the name of the MUNICIPALITY by its Chairman, duly authorized, and attested by its Secretary on this 31 day of July, 2002.

MUNICIPALITY OF MONROEVILLE

Michael W. Bond, Municipal Manager

[SEAL]

Attest:

BM
Secretary Atty for Municipality of Monroeville