

Baldwin-Whitehall School District,
Allegheny County, Pennsylvania

RESOLUTION APPROVING A LEASE AGREEMENT (THE "LEASE") BETWEEN THE STEEL VALLEY AREA SCHOOL AUTHORITY ("AUTHORITY"), AS LESSOR, AND THE STEEL CENTER FOR CAREER AND TECHNICAL EDUCATION JOINT BOARD ("JOINT BOARD") OF THE STEEL CENTER FOR CAREER AND TECHNICAL EDUCATION ("STEEL CENTER") AND EACH OF ITS ELEVEN PARTICIPATING SCHOOL DISTRICTS, INCLUDING THIS SCHOOL DISTRICT, AS LESSEES, UNDER WHICH STEEL CENTER'S BUILDING(S) AND FACILITIES, INCLUDING IMPROVEMENTS, WILL BE LEASED FROM THE AUTHORITY; AUTHORIZING THE EXECUTION OF THE LEASE ON BEHALF OF THIS SCHOOL DISTRICT; AUTHORIZING OTHER APPROPRIATE ACTION IN CONNECTION WITH A CAPITAL PROJECT OF STEEL CENTER; AND DIRECTING AND AUTHORIZING THE TAKING OF ALL RELATED NECESSARY AND APPROPRIATE ACTION RELATING THERETO.

WHEREAS, Steel Center and its Joint Board were created by Baldwin-Whitehall School District, Bethel Park School District, Brentwood Borough School District, Clairton City School District, Duquesne City School District, Elizabeth Forward School District, South Allegheny School District, South Park School District, Steel Valley School District, West Jefferson Hills School District and West Mifflin School District (collectively, the "Participating Districts"), under a Jointure Agreement originally dated January 24, 1966, as thereafter amended and supplemented including most recently by the Seventh Amendment to Jointure Agreement dated June 13, 2018 among each of the Participating Districts (collectively, the "Joint Agreement"), pursuant to the Pennsylvania Public School Code, and is governed by the Joint Board, which is comprised of all members of the Boards of School Directors of all of the Participating Districts; and

WHEREAS, Steel Center and the Joint Board, acting through the Joint Operating Committee of the Joint Board (the "Operating Committee"), operate educational facilities (the "Steel Center Facilities") providing vocational and technical educational programs to students of the Participating Districts and other eligible students, and intend to construct additions and improvements to the Steel Center Facilities (the "Project"); and

WHEREAS, the Authority was created by the Steel Valley School District under the Municipality Authorities Act, for the purpose of acquiring, holding, constructing, improving, maintaining, operating and leasing public school buildings and other school projects acquired, constructed or improved for public school purposes; and

WHEREAS, at the request of Steel Center, the Authority is prepared to issue revenue bonds in the maximum aggregate principal amount of Thirty Million Dollars (\$30,000,000.00), to be designated generally as the School Lease Revenue Bonds (Steel Center for Career and Technical Education Project), Series of 2022 (the "Bonds"), the proceeds of which will pay the costs and expenses of the Project, along with the costs of issuance of the Bonds; and

WHEREAS, in order to secure the Bonds, the Authority has determined to enter into the Lease, as lessor, with the Joint Board and each of the Participating Districts, as lessees, under the terms of which the Joint Board and each of the Participating Districts will pay specified lease rentals to the Authority the sum of which will be not less than the semi-annual debt service due on the Bonds; and

WHEREAS, the Board of School Directors of this School District intends to enter into additional documents in connection with the issuance and securing of the Bonds (the "Bond Documents").

NOW THEREFORE, BE IT DULY ADOPTED, by the Board of School Directors of this School District, as follows:

SECTION 1. This School District reaffirms its consent to the Project and with the other Participating Districts and the Joint Board, as lessees, shall enter into the Lease with the Authority, with respect to the Steel Center Facilities and the Project. The Lease sets forth terms, conditions, provisions, covenants and agreements to be observed by the Joint Board and each of the Participating Districts in relation to the Steel Center Facilities and the Project, and provides that lease rentals payable by this School District shall not constitute statutory indebtedness but will be payable from its general revenues as an operational expense, subject to annual appropriations and the Articles of Agreement.

SECTION 2. The Lease shall be substantially in the form presented to this meeting, which form is approved. Appropriate officers of this School District are authorized and directed to execute, to attest, to acknowledge and to deliver the Lease on behalf of this School District, as appropriate, subject to such changes and insertions as may be approved by said executing officer(s), which approval shall be conclusively evidenced by the execution thereof as aforesaid.

SECTION 3. The Operating Committee, on behalf of Steel Center and acting as disclosure agent of the Participating Districts, shall execute a Continuing Disclosure Certificate (the "Disclosure Agreement") in connection with the issuance of the Bonds. A copy of the Disclosure Agreement shall be filed with the Secretary of the Board of School Directors of this School District and shall be and hereby is made part of this Resolution. The administration of this School District shall timely furnish the information contemplated by the Disclosure Agreement to the Joint Board for dissemination to the extent not otherwise disseminated under comparable disclosure agreements executed in connection with bond issues of this School District.

SECTION 4. The Board of School Directors of this School District authorizes and approves the preparation, use and distribution on its behalf of the Official Statement, both preliminary and final, to be prepared in connection with the marketing and sale of the Bonds. Officers of the Authority are authorized to designate as a "deemed final" Official Statement, as contemplated by Rule 15c 2-12 of the United States Securities and Exchange Commission, a Preliminary Official Statement to be prepared for the Bonds, on behalf of this School District. This School District will supply financial information reasonably requested by the financial advisor and underwriter of the Bonds to comply with the disclosure requirements under federal law.

SECTION 5. Officers of this School District are authorized and directed to execute appropriate Bond Documents and to do all other acts as may be necessary and proper to carry out this Resolution, the undertakings of this School District under the Lease and in furtherance of the issuance of the Bonds and of the Project.

SECTION 6. This Resolution shall become effective immediately. All other resolutions or parts of resolutions inconsistent herewith shall be and the same are hereby repealed. In the event any provision, section, sentence, clause or part of this Resolution shall be held to be invalid, such invalidity shall not affect or impair any remaining provision, section, sentence, clause or part of this Resolution, it being the intent of this School District that such remainder shall be and shall remain in full force and effect.

DULY ADOPTED, this _____ day of _____, 2022, by the Board of School Directors of this School District, in lawful session duly assembled.

Baldwin-Whitehall School District

By: _____
(Vice) President, Board of School Directors

Attest: _____
Secretary

[SEAL]

CERTIFICATE

I, the undersigned, Secretary of the Board of School Directors of the Baldwin-Whitehall School District, Allegheny County, Pennsylvania (the "Board"), certifies that the foregoing is a true and correct copy of a Resolution which duly was adopted by an affirmative vote of a majority of the nine members of the Board at a meeting duly convened and held by the Board, at which meeting a quorum was present; that said Resolution duly has been recorded in the minutes of the Board; and that said Resolution is in full force and effect, without amendment, alteration or repeal, as of the date of this Certificate.

IN WITNESS WHEREOF, I set my hand and affix the official seal of the Board, this _____ day of _____, 2022.

Secretary

(SEAL)

CERTIFICATE
OF
INCUMBENCY AND SIGNATURES

We, the undersigned, certify that the following persons hold the offices set forth opposite their names of the Board of the Baldwin-Whitehall School District, Allegheny County, Pennsylvania (the "School District"), as of the date of this Certificate:

[President]	-	President of the Board of School Directors
[Vice President]	-	Vice President of the Board of School Directors
[Secretary]	-	Secretary of the Board of School Directors

We, said officers of the School District, further certify that our respective signatures are as follows:

[President]

[Vice President]

[Secretary]

Signed and dated this _____ day of _____, 2022.