

RESOLUTION NO. 2025-03

A RESOLUTION OF THE BOROUGH OF SCOTTTDALE, COUNTY OF WESTMORELAND, COMMONWEALTH OF PENNSYLVANIA, DISSOLVING THE WESTMORELAND FAYETTE MUNICIPAL SANITARY AUTHORITY AND AUTHORIZING THE DELIVERY OF REQUIRED DOCUMENTS TO THE COMMONWEALTH OF PENNSYLVANIA IN FURTHERANCE OF SAME

WHEREAS, the Borough of Scottdale (hereafter the "Borough") along with the Township of East Huntingdon, the Borough of Everson and the Township of Upper Tyrone, formed and reformed the Westmoreland Fayette Municipal Sanitary Authority ("hereafter "WFMSA") to provide sanitary sewer services within their geopolitical boundaries; and

WHEREAS, in furtherance of same, the WFMSA constructed and maintained facilities to provide such sanitary sewer services to and within the aforesaid municipalities; and

WHEREAS, the Borough, WFMSA, Township of East Huntingdon, Borough of Everson and Township of Upper Tyrone entered into an Asset Purchase Agreement with the Municipal Authority of Westmoreland County (hereafter the "MAWC"), effective July 19, 2023, which approved the MAWC's purchase of all assets of the WFMSA, the terms of such Asset Purchase Agreement being incorporated herein by reference thereto; and

WHEREAS, Paragraph 2.01.B of the Asset Purchase Agreement provides in pertinent part:

"MAWC agrees (i) that, the foregoing notwithstanding, the amount of the "cash and cash equivalents" retained as "retained assets" for payment over to the Boroughs hereafter shall not be less than \$2,450,000.00; (ii) that a resolution authorizing the WFMSA's dissolution shall be passed within thirty (30) days of receipt of any approvals required for the MAWC's assumption of those assumed liabilities set forth in Exhibit "C" hereafter, or eighteen (18) months from the date of this Agreement's entry, whichever occurs first; and (iii) the amount of cash and cash equivalents shall be distributed to the Boroughs consistent with the aforesaid Asset Distribution Agreement within ten (10) days thereafter."

WHEREAS, the Borough has been advised that although the MAWC has yet to obtain final approval for its assumption of all “assumed liabilities”, the MAWC has deposited the balance of the purchase price due in the WFMSA’s account for distribution to the Borough of Scottdale and the Borough of Everson pursuant to the terms of an Asset Distribution Agreement executed between them; and

WHEREAS, the Borough believes it is necessary for the Borough to pass a Resolution dissolving, or authorizing the dissolution, of the WFMSA and the transmission and filing of documents by the WFMSA with the Commonwealth of Pennsylvania to finally dissolve same.

NOW, THEREFORE, WITH THE FOREGOING RECITALS BEING INCORPORATED HEREIN BY REFERENCE THERETO, THE COUNCIL OF SCOTSDALE BOROUGH, WESTMORELAND COUNTY, PENNSYLVANIA HEREBY RESOLVES AS FOLLOWS:

1. THAT, the dissolution of the Westmoreland Fayette Municipal Sanitary Authority be and is hereby approved;
2. THAT, all actions taken by the WFMSA to voluntarily dissolve the authority consistent with the terms of the Asset Purchase Agreement, Asset Distribution Agreement and the laws of the Commonwealth of Pennsylvania, including, but not limited to, the passage of a Dissolution Resolution and delivery of a Certificate of Dissolution to the Commonwealth of Pennsylvania, be and are hereby authorized and approved;
3. THAT, the WFMSA, or the representatives of the MAWC operating on its behalf, are authorized to submit a certified copy of this resolution to the Commonwealth of Pennsylvania to effect the formal and final dissolution of the WFMSA;
4. THAT, the Borough Manager shall deliver certified copies of this Resolution to the WFMSA and MAWC forthwith upon its approval; and
5. THAT, in the event other documents are required to be executed by the Borough to carry out the dissolution of the WFMSA or further the purpose and intent of this Resolution, the President of Borough Council and the Borough Secretary are hereby

authorized to sign same on behalf of the Borough and deliver them to the WFMSA or MAWC consistent with the terms of the Asset Purchase Agreement and/or Asset Distribution Agreement referenced herein.

THIS RESOLUTION IS APPROVED AND ADOPTED BY THE COUNCIL OF THE BOROUGH OF SCOTTDALE AT A PUBLIC MEETING HELD THE 18 DAY OF MARCH 2025 AND SHALL BE EFFECTIVE IMMEDIATELY.

ATTEST:


Secretary


THE BOROUGH OF SCOTTDALE


President of Council

BOROUGH SECRETARY'S CERTIFICATION

I, the undersigned, Secretary of the Borough of Scottdale, do hereby certify that the foregoing is a true and correct copy of Resolution No. 2025-03, approved and adopted by the Council of Scottdale Borough on the date set forth above and that same continues in full force and effect.

DATE: 3/18/2025

By: 
Secretary of Scottdale Borough