

**ARTICLES OF AMENDMENT**

**THE PITTSBURGH WATER AND SEWER AUTHORITY**

To The Secretary of the Commonwealth  
Harrisburg, Pennsylvania

In compliance with the Municipality Authorities Act, 53 Pa C.S.A. § 5601 et seq., as amended (the "Act"), The Pittsburgh Water and Sewer Authority (the "Authority") hereby certifies that:

1. The name of the Authority is: The Pittsburgh Water and Sewer Authority
2. The location of the registered office of the Authority is: 1200 Penn Avenue, Pittsburgh, Pennsylvania 15222 .
3. The Authority was formed under the Act. The original Articles of Incorporation were approved and filed by the Secretary of the Commonwealth of Pennsylvania on February 17, 1984 and an Amendment to Articles of Incorporation was approved and filed by the Secretary of the Commonwealth of Pennsylvania on December 11, 1989.
4. The amendment to the Articles of Incorporation was adopted by the Council of the City of Pittsburgh (the "Council"), by Resolution duly adopted on April 29, 2008, a certified copy of which is attached hereto as Exhibit "A" and made a part hereof. The Council's Resolution approved the Resolution of the Board of the Authority adopted March 14, 2008, as presented to the Council, a copy of which is attached hereto as Exhibit "B" and made a part hereof.
5. The amendment to the Articles of Incorporation adopted by the Council is as follows: "The Authority will have a term of existence until May 21, 2045."

IN WITNESS WHEREOF, The Pittsburgh Water and Sewer Authority has caused these Articles of Amendment to be signed by its duly authorized officers and its corporate seal to be affixed this 30<sup>th</sup> day of April 2008.

Attest:

By: Henry C. Blum

Secretary

[SEAL]

THE PITTSBURGH WATER AND  
SEWER AUTHORITY

By: [Signature]

Chairman



Exhibit A  
**City of Pittsburgh**  
**Certified Copy**

510 City-County Building  
414 Grant Street  
Pittsburgh, PA 15219

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State of Pennsylvania

Bill No: 2008-0301

I, Linda M. Johnson-Wasler, the duly appointed Clerk of Council of the City of Pittsburgh, do hereby certify that the foregoing is a true and correct copy of:

Resolution No. 199

Resolution adopting an Amendment to the Articles of Incorporation of the Pittsburgh Water and Sewer Authority to extend its term of existence to May 21, 2045.

**WHEREAS**, the Pittsburgh Water and Sewer Authority (the "Authority") is an authority created by the City of Pittsburgh under the Pennsylvania Municipal Authorities Act, 53 Pa C.S.A. § 5601 *et seq.*; and

**WHEREAS**, an authority created under the Act may amend its Articles of Incorporation from time to time to increase its term of existence to a date not exceeding (50) years from the date of approval by the Secretary of the Commonwealth of the Articles of Amendment; and

**WHEREAS**, the Authority's Articles of Incorporation were approved on February 17, 1984, by the Secretary of the Commonwealth; and

**WHEREAS**, the Authority has, by Resolution of its Board duly adopted on March 14, 2008, approved an amendment (the "Amendment") of its Articles of Incorporation to extend its term of existence to May 21, 2045 in order to ensure that its term covers the duration of certain bond obligations to be issued in June, 2008; and

**WHEREAS**, Section 5605(b) of the Act also requires the municipality to approve the amendment by resolution.

**Be it resolved that the Council of the City of Pittsburgh hereby enacts as follows:**

**Section 1.** The Amendment to extend the term of existence of the Pittsburgh Water and Sewer Authority as set forth in the Resolution adopted by the Authority Board, a certified copy of which is attached hereto as Exhibit A is hereby approved and adopted.

**Section 2.** The Authority shall comply with the requirements of law regarding execution of the Articles of Amendment and the advertisement and filing thereof with the Secretary of the Commonwealth of Pennsylvania, all in accordance with the provisions of the Act.

Finally, that any Ordinance or Resolution or part thereof conflicting with the provisions of this Resolution, is hereby repealed so far as the same affects this Resolution.

Mayor's Approval Date: April 29, 2008

**IN WITNESS WHEREOF, I have hereunto set my hand this 29th day of April, A.D. 2008.**



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**Linda M. Johnson-Wasler, City Clerk**

**April 29, 2008**

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**Effective Date**

EXHIBIT A

NEW BUSINESS  
RESOLUTION NO. 39 of 2008

**ADOPTING AMENDMENT TO ARTICLES OF  
INCORPORATION OF THE PITTSBURGH WATER AND  
SEWER AUTHORITY**

**WHEREAS**, The Pittsburgh Water and Sewer Authority (the "Authority") is a body corporate and politic existing under the laws of the Commonwealth of Pennsylvania pursuant to the Municipality Authorities Act of 1945, as amended (the "Act"), having been duly organized by the City of Pittsburgh, Pennsylvania (the "City"); and

**WHEREAS**, the Authority filed Articles of Incorporation with the Commonwealth of Pennsylvania on February 17, 1984; and

**WHEREAS**, the Act (53 P.S. § 305) provides a procedure for amending the Articles of Incorporation through the adoption of a resolution setting forth the proposed amendment and directing that it be submitted to the governing authorities of the City for approval.

**NOW, THEREFORE, BE IT RESOLVED**, by The Pittsburgh Water and Sewer Authority that:

1. In accordance with the Act, 53 P.S. § 305, the Authority hereby proposes and approves the incorporation of Section VII to its Articles of Incorporation (City of Pittsburgh Resolution No. 36, approved February 8, 1984 and effective February 14, 1984), as permitted by 53 Pa.C.S.A. § 5605(a)(2) to read as follows:

Section VII. The Authority will have a term of existence until May 21, 2045.

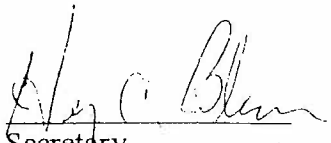
2. The Board of The Pittsburgh Water and Sewer Authority hereby directs that this amendment be submitted to the governing authorities of the City of Pittsburgh which shall adopt or reject such amendment by resolution or ordinance.

3. The proper officers of the Authority are hereby authorized to execute this Resolution and to take all such other action as may be required or which they may deem appropriate to amend the Articles of Incorporation.

Adopted by at least a majority of the members of Authority this 14<sup>th</sup> day of March, 2008.

Attest:

THE PITTSBURGH WATER AND  
SEWER AUTHORITY


  
Secretary

by   
Chairman

[SEAL]

I, the undersigned officer of The Pittsburgh Water and Sewer Authority, DO HEREBY CERTIFY that the foregoing is a true and correct copy of a Resolution duly and unanimously adopted by the Board of the Authority at a public meeting of the Authority held the 14<sup>th</sup> day of March, 2008, after notice thereof had been duly given as required by law, at which meeting a quorum was present and voting and is now in full force and effect on the date of this certification.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Authority this 14<sup>th</sup> day of March, 2008.

  
Secretary

(SEAL)

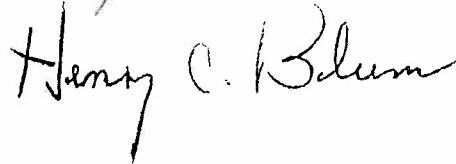


EXHIBIT B

NEW BUSINESS  
RESOLUTION NO. 39 of 2008

**ADOPTING AMENDMENT TO ARTICLES OF  
INCORPORATION OF THE PITTSBURGH WATER AND  
SEWER AUTHORITY**

**WHEREAS**, The Pittsburgh Water and Sewer Authority (the "Authority") is a body corporate and politic existing under the laws of the Commonwealth of Pennsylvania pursuant to the Municipality Authorities Act of 1945, as amended (the "Act"), having been duly organized by the City of Pittsburgh, Pennsylvania (the "City"); and

**WHEREAS**, the Authority filed Articles of Incorporation with the Commonwealth of Pennsylvania on February 17, 1984; and

**WHEREAS**, the Act (53 P.S. § 305) provides a procedure for amending the Articles of Incorporation through the adoption of a resolution setting forth the proposed amendment and directing that it be submitted to the governing authorities of the City for approval.

**NOW, THEREFORE, BE IT RESOLVED**, by The Pittsburgh Water and Sewer Authority that:

1. In accordance with the Act, 53 P.S. § 305, the Authority hereby proposes and approves the incorporation of Section VII to its Articles of Incorporation (City of Pittsburgh Resolution No. 36, approved February 8, 1984 and effective February 14, 1984), as permitted by 53 Pa.C.S.A. § 5605(a)(2) to read as follows:

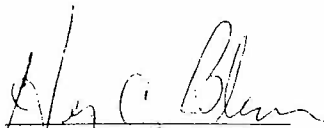
Section VII. The Authority will have a term of existence until May 21, 2045.

2. The Board of The Pittsburgh Water and Sewer Authority hereby directs that this amendment be submitted to the governing authorities of the City of Pittsburgh which shall adopt or reject such amendment by resolution or ordinance.
3. The proper officers of the Authority are hereby authorized to execute this Resolution and to take all such other action as may be required or which they may deem appropriate to amend the Articles of Incorporation.

Adopted by at least a majority of the members of Authority this 14<sup>th</sup> day of March, 2008.

Attest:

THE PITTSBURGH WATER AND  
SEWER AUTHORITY

  
Secretary

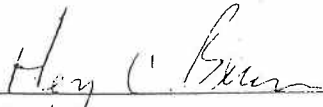
by 

Chairman

[SEAL]

I, the undersigned officer of The Pittsburgh Water and Sewer Authority, DO HEREBY CERTIFY that the foregoing is a true and correct copy of a Resolution duly and unanimously adopted by the Board of the Authority at a public meeting of the Authority held the 14<sup>th</sup> day of March, 2008, after notice thereof had been duly given as required by law, at which meeting a quorum was present and voting and is now in full force and effect on the date of this certification.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Authority this 14<sup>th</sup> day of March, 2008.

  
Secretary

(SEAL)

