RESOLUTION NO. 10 OF 2026

RESOLUTION OF THE BOARD OF COMMISSIONERS OF NEWPORT TOWNSHIP AUTHORIZING THE SALE BY THE NEWPORT TOWNSHIP SEWER AUTHORITY OF ITS SANITARY COLLECTION AND CONVEYANCE SYSTEM AND RELATED FACILITIES TO THE WYOMING VALLEY SANITARY AUTHORITY

The Board of Commissioners (the "Board') of Newport Township (the "Township"), a municipality and public instrumentality of the Commonwealth of Pennsylvania, hereby approves and adopts the following recitals and resolutions:

1. THE TRANSACTION

WHEREAS, the Newport Township Sewer Authority ("Newport Sewer"), a municipal authority and public instrumentality of the Commonwealth of Pennsylvania previously created by the Township pursuant to the Municipality Authorities Act, *53 Pa. C.S. §5601 et seq.*, owns and operates (i) a sanitary collection and conveyance system and related facilities that provides sanitary wastewater service to various customers within Newport Township, Pennsylvania, as more particularly described in the Asset Purchase Agreement (defined below) (collectively, the "System"); and

WHEREAS, the Wyoming Valley Sanitary Authority ("WVSA") is a municipal authority and public instrumentality of the Commonwealth of Pennsylvania and owns and operates (i) a sanitary collection and conveyance system and related facilities that provides sanitary wastewater service to various customers within Luzerne County, including the City of Nanticoke, Pennsylvania which is located adjacent to Newport Township; and

WHEREAS, Newport Sewer has approached WVSA and expressed its interest in selling the System to WVSA (the "Transaction"); and

WHEREAS, Newport Sewer, in reliance upon the representations, warranties and covenants of the WVSA, desires to sell, transfer and convey to WVSA all of the assets of the System (other than the Excluded Assets), and in connection therewith, WVSA has agreed to assume certain ongoing obligations and liabilities of Newport Sewer (other than Excluded Liabilities) related to such acquired assets, all on the terms and conditions set forth in this Agreement; and

WHEREAS, WVSA desires to purchase and acquire the System from Newport Sewer pursuant to the terms of an Asset Purchase Agreement between WVSA and the Newport Township Sewer Authority and Newport Township (together with all schedules and exhibits referred to therein, the "APA"); and

WHEREAS, the Board, on behalf of the Township, wishes for Newport Sewer to enter into the following agreements to which it is a party or continue to perform its respective obligations thereunder, as applicable, in connection with the Transaction: (a) the APA and (b) a Bill of Sale and Assignment and Assumption Agreement between WVSA and Newport Sewer (collectively, the "Acquisition Documents"); and

WHEREAS, in connection with the consummation of the transactions contemplated by the Acquisition Documents, WVSA will be required to enter into, execute and deliver certain other certificates, documents, assignments, agreements, deeds, and instruments as specified within or contemplated under the Acquisition Documents (collectively with the Acquisition Documents, the "Transaction Documents"); and

WHEREAS, the Board, on behalf of the Township, has determined that it is in the best interest of Newport Sewer (i) to undertake the Transaction contemplated by the Transaction Documents, and (ii) to enter into the Transaction Documents to which it is or will be a party in connection with the Transaction.

2. APPROVAL OF THE TRANSACTION AND TRANSACTION DOCUMENTS

NOW, THEREFORE, BE IT RESOLVED, by the Board of Commissioners of Newport Township, that it is deemed advisable and in the best interests of Newport Sewer to enter into the Transaction, to execute and deliver the Transaction Documents in such form as the officers and legal counsel of Newport Sewer may deem necessary, advisable or appropriate, and to perform its obligations under the Transaction Documents. All documents are subject to final approval and revision by the Township's solicitor and Transaction counsel.

RESOLVED FURTHER, that entry by Newport Sewer into the Transaction and the execution and delivery of the Transaction Documents, in such form as the officers of Newport Sewer may deem necessary, advisable or appropriate, and the performance Newport Sewer's obligations thereunder, in the name of and on behalf of Newport Sewer be, and the same hereby are, specifically ratified, approved, and confirmed by the Township.

RESOLVED FURTHER, that any officer of the Township and Board Chair and Secretary (collectively, the "Authorized Officers" and each, an "Authorized Officer") be, and each of them acting alone hereby is, authorized, empowered, and directed to take all necessary and appropriate actions (or to cause such necessary or appropriate actions to be taken) in the name of and on behalf of the Township to (a) negotiate, execute, and deliver (or cause to be negotiated, executed, and delivered) the forms, terms and provisions of the Transaction Documents, and all certificates and/or other documents and instruments to be delivered in connection therewith in the nature of and on behalf of the Township, in each case, with such changes and modifications thereto as may be approved by the Authorized Officer or Authorized Officers, upon advice of the Township's solicitor and Transaction counsel, executing the same, such approval to be conclusively evidenced by his, her or their execution and delivery thereof; (b) execute, deliver, record, and/or file all additional documents and instruments and to do all other acts as may be required or as they, or any of them acting alone, may deem necessary or appropriate to carry out and perform, to give effect to, or to cause the Township to comply with, the terms of the Transaction Documents, and to honor and discharge its obligations thereunder; and (c) take any additional actions as they shall deem necessary or advisable in carrying out the purpose and intent of this resolution and the Transaction.

RESOLVED FURTHER, that (a) the forms, terms and provisions of the Transaction Documents, (b) each of the transactions contemplated thereby, and (c) the performance by Newport Township of all of their obligations pursuant thereto, in each case, be, and they hereby are, in all respects, authorized, ratified, approved, and adopted.

RESOLVED FURTHER, that the Authorized Officers be, and each of them acting along hereby is, authorized, empowered, and directed to execute and deliver the Transaction Documents, and to take all other actions and incur all other obligations required by each such document as such Authorized Officer may deem necessary in connection with the consummation of the transactions contemplated thereby.

RESOLVED FURTHER, that any officer of Newport Township, acting at the direction of an Authorized Officer be, and each of them acting alone hereby is, authorized and empowered to receive or cause to be received the purchase price and other amounts payable under the Transaction Documents, as and when due and payable.

RESOLVED FURTHER, that the omission from these resolutions of any agreement, document or other arrangement contemplated by any of the agreements, documents or instruments described in the foregoing resolutions or any action to be taken in accordance with any requirement of any of the agreements, documents or instruments described in the foregoing resolutions shall in no manner derogate from the authority of each Authorized Officer to take all actions necessary, desirable, advisable or appropriate to consummate, effectuate, carry out or further the transactions contemplated by, and the intent and purpose of, the foregoing resolutions.

RESOLVED FURTHER, that all acts and things previously done by any Authorized Officer of Newport Township on or prior to the date hereof, in the name of and on behalf of Newport Township, in connection with the Transaction, are in all respects hereby ratified, approved, confirmed, and adopted as acts and deeds by and on behalf of the Township .

RESOLVED FURTHER, that these resolutions shall be effective upon adoption and shall supersede in all respects any and all prior resolutions of the Board inconsistent herewith.

RESOLVED at a regular meeting of the Newport Township Board of Commissioners held on June 8, 2026.

ATTEST:

NEWPORT TOWNSHIP BOARD
OF COMMISSIONERS

Joseph Hillan, Secretary

Paul Czapracki, Chairman,