

SUMMARY OF RESOLUTION

Authorization to Enter into a Revolving Credit Facility with PNC Bank, National Association to Finance Working Capital Cash Flow Deficits

Port Authority of Allegheny County (Authority) receives annual operating grants from the Commonwealth of Pennsylvania (Commonwealth) and the County of Allegheny, Pennsylvania (County). The Authority anticipates that it will experience temporary working capital cash flow deficits as a result of the timing of receipt of the operating grants from Commonwealth and County.

Consistent with the Authority's Board-adopted Procurement Policy and Procedures for Competitive Negotiations for Professional and Technical Services, a request for proposals to fund the anticipated working cash flow deficits was submitted to financial institutions, and thereafter, the Authority received three proposals. After evaluation of the proposals, the Authority determined that the proposal submitted by PNC Bank, National Association (PNC) was the highest rated proposal from a responsive proposer, and which is in the best financial interests of the Authority.

During FY 2010, the Authority entered into a revolving credit facility with PNC, in an amount that was not to exceed \$25,000,000, which was secured by certain operating grant funds received from Commonwealth. The revolving credit facility expires on June 30, 2010.

The Authority desires to enter into another revolving credit facility in an amount not to exceed \$25,000,000 with PNC, which would be secured by and would be payable from certain operating grant funds received from Commonwealth. The term of the financing would not exceed 13 months. The revolving credit facility would only be used as and when working capital deficits occur.

RESOLUTION

WHEREAS, Port Authority of Allegheny County (Authority) receives annual operating grants from the Commonwealth of Pennsylvania (Commonwealth) and the County of Allegheny, Pennsylvania (County); and

WHEREAS, the timing of the receipt of such grants are not expected to match the operating expenditures which the Authority is required to make. As such, the Authority requires a revolving credit facility (Working Capital Credit Facility) to fund working cash flow deficits; and

WHEREAS, in order to obtain a qualified firm to provide Working Capital Credit Facility, a request for proposals detailing the required scope of services was prepared and submitted in 2009; and

WHEREAS, three proposals were received and evaluated by the Authority; and

WHEREAS, the proposal submitted by PNC Bank, National Association (PNC) was determined to be the highest rated proposal from a responsive proposer for providing Working Capital Credit Facility, and the Authority entered into Working Capital Credit Facility for FY 2010 with PNC; and

WHEREAS, the Authority desires to again enter into Working Capital Credit Facility with PNC for the 2011 fiscal year in an amount not to exceed \$25,000,000 and with a term not to exceed 13 months, in order to finance any working capital cash flow deficits resulting from the timing of the receipt of the grants from Commonwealth and County; and

WHEREAS, Working Capital Credit Facility will be secured by a pledge of certain operating grant funds to be received from Commonwealth.

NOW, THEREFORE, BE IT RESOLVED, that the chief executive officer and/or chief financial officer be, and they hereby are, authorized to negotiate the terms of Working Capital Credit Facility with PNC, in a form approved by counsel, and thereafter, the chief executive officer and/or chief financial officer are hereby authorized to execute such documents and instruments, and to take such other actions as may be necessary and proper to complete Working Capital Credit Facility and effectuate the intent of this resolution.