SPECIAL MEETING AGENDA
WESTMORELAND COUNTY INDUSTRIAL DEVELOPMENT AUTHORITY

THURSDAY, NOVEMBER 5, 2026, at 3:00 PM

1. Roll Call:

Bruce J. Corna	_____	Tony Pauly	_____
Daniel J. Howard, Jr.	_____	Victoria A. Ridenour	_____
John P. Kline	_____	Edward A. Sobota	_____
Jennifer Miele	_____	Thomas L. Sochacki	_____
Peter Cooper	_____		

Also present: James J. Conte, Esquire _____
Rebecca S. Lewis _____
_____
_____
_____
_____

2. Actions to be taken:

A. Consideration and adoption of procedural rules for time limits for public comments by any single individual – 3 minutes – and public comments made by a person on behalf of a group of individuals – 5 minutes.

Motion by:_____ Seconded by:_____
Approved:_____ Not approved:_____
Comments:

B. Public Comments

C. Consideration and adoption of Resolutions of the Board of the Westmoreland County Industrial Development Authority determining that undr4etaking a project for Sand Hill Materials, Inc., is a public purpose under the Act; authorizing the proper officers of the Authority to enter into an agreement with Wells Fargo Equipment Finance, Inc., providing for a loan for the benefit of the foregoing; authorizing the issuance of one or more tax-exempt and/or taxable revenue bonds and/or notes of the Authority in the maximum aggregate principal amount of $10,000,000; directing the execution and delivery of the Authority's bonds and/or notes; authorizing the approval and/or execution

of various documents; authorizing the taking of all necessary action; repealing inconsistent resolutions; and providing an effective date. The proposed form of Resolutions to be adopted is attached as Exhibit A.

Motion by:_____ Seconded by:_____
Approved:_____ Not approved:_____
Comments:

4. Adjournment.

   a. Motion to adjourn: _____ Seconded by:_____
   Vote:_____ Adjournment at _____ p.m.

WESTMORELAND COUNTY INDUSTRIAL DEVELOPMENT AUTHORITY

RESOLUTIONS OF THE BOARD OF THE WESTMORELAND COUNTY INDUSTRIAL DEVELOPMENT AUTHORITY DETERMINING THAT UNDERTAKING A PROJECT FOR SAND HILL MATERIALS, INC. IS A PUBLIC PURPOSE UNDER THE ACT; AUTHORIZING THE PROPER OFFICERS OF THE AUTHORITY TO ENTER INTO AN AGREEMENT WITH WELLS FARGO EQUIPMENT FINANCE, INC. PROVIDING FOR A LOAN FOR THE BENEFIT OF THE FOREGOING; AUTHORIZING THE ISSUANCE OF ONE OR MORE TAX-EXEMPT AND/OR TAXABLE REVENUE BONDS AND/OR NOTES OF THE AUTHORITY IN THE MAXIMUM AGGREGATE PRINCIPAL AMOUNT OF $10,000,000; DIRECTING THE EXECUTION AND DELIVERY OF THE AUTHORITY'S BONDS AND/OR NOTES; AUTHORIZING THE APPROVAL AND/OR EXECUTION OF VARIOUS DOCUMENTS; AUTHORIZING THE TAKING OF ALL NECESSARY ACTION; REPEALING INCONSISTENT RESOLUTIONS; AND PROVIDING AN EFFECTIVE DATE.

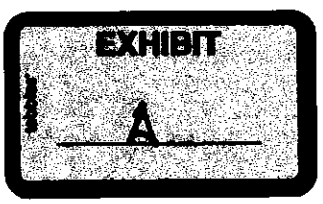
WHEREAS, Westmoreland County Industrial Development Authority (the "Authority") was created and exists under the Pennsylvania Economic Development Financing Law, as amended (the "Act") for the public purposes of, inter alia, promoting industrial, commercial and other economic development, maintaining and increasing employment opportunities in the County of Westmoreland (the "County") and the Commonwealth of Pennsylvania (the "Commonwealth") and otherwise promoting the health, welfare and safety of the residents of the Commonwealth by promoting economic activity and efficiency; and

WHEREAS, it is in the best interests of the County and the Commonwealth and the residents thereof to encourage the acquisition, construction, improvement, equipping, expansion and operation of manufacturing facilities and thereby to create and increase employment opportunities; and

WHEREAS, Sand Hill Materials, Inc. ("Company") has requested that the Authority provide assistance in the financing of all or a portion of a project to (i) purchase, construct and/or acquire an asphalt plant and related equipment, including but not limited to, a crusher screener, conveyor systems, mixing systems and control systems, all to be located in East Huntingdon Township, Westmoreland County, Pennsylvania and (ii) pay transaction and issuance costs (all of the foregoing being referred to as the "Project"); and

WHEREAS, the Project will be financed by Wells Fargo Equipment Finance, Inc. (the "Lender") with a loan to the Company (the "Borrower") in the principal amount not to exceed $10,000,000 through the issuance of the Bonds (defined below) by the Authority and the purchase thereof by the Lender (the "Loan"); and

WHEREAS, the Project will be accomplished by the issuance of one or more series of the Authority's Revenue Bonds and/or Notes, Series of 2026 (Sand Hill Materials Project) (or such other designation acceptable to the Authority) (collectively, the "Bonds") in the maximum aggregate principal amount of $10,000,000 having such terms, bearing interest at the rate or rates and maturing on such dates as shall be set forth in the Bonds and/or in the Loan, Bond Purchase and/or Financing Agreement (or other similar agreement) among the Authority, the Borrower and/or the Lender (the "Agreement"); and



WHEREAS, the Loan is expected to be guaranteed by Anthony Liberoni, Carolann Liberoni and/or A. Liberoni, Inc. (collectively, the "Guarantor"); and

WHEREAS, the Borrower and/or the Guarantor (and the Authority, if requested) are expected to enter into one or more continuing covenants agreement(s), security agreement(s), guaranty agreement(s), and/or other similar agreements with the Lender (collectively, the "Other Lender Documents"); and

WHEREAS, the Borrower has delivered to the Authority a completed financing application and appendix (the "Application") in respect of the Project; and

WHEREAS, in connection with the foregoing, it will be necessary and advisable for the Authority to (a) approve the Application and submit the Application to the Pennsylvania Department of Community and Economic Development (the "Department"); (b) authorize or ratify certain actions in connection with Section 147(f) of the Internal Revenue Code of 1986, as amended (the "Code"); (c) authorize the submission of a Preliminary Allocation Request seeking an allocation of the volume cap pursuant to Section 146 of the Code; (d) authorize the execution and delivery of, and/or approval or acknowledgment of, the Agreement, the Other Lender Documents and the Bonds; and (e) authorize the execution of such additional documents, certificates and instruments and the taking of such other actions in connection with the foregoing as are necessary to complete the financing of the Project by the Authority.

NOW, THEREFORE, BE AND IT HEREBY IS RESOLVED BY THE BOARD OF WESTMORELAND COUNTY INDUSTRIAL DEVELOPMENT AUTHORITY THAT:

Section 1. The Board of the Authority does hereby find, determine and declare, that undertaking the Project is a public purpose as set out in the Act in that it will, among other things, promote economic development and maintain and/or increase employment opportunities in the County and the Commonwealth.

Section 2. The Project, as described in the foregoing recitals, and the Application submitted to the Authority by the Borrower, are hereby approved. The Chairman or the Vice Chairman of the Authority is authorized to submit the Application to the Department in order to obtain its approval of the Project. The Authority, including by its Solicitor, is authorized to conduct any public hearings and to obtain the necessary approval of the applicable elected official of the County to the extent required under Section 147(f) of the Code. The advertisement of the TEFRA Hearing in accordance with Section 147(f) of the Code is hereby ratified and approved.

Section 3. The Authority hereby authorizes the financing of up to $10,000,000 for the Project through the Loan by the Lender of up to $10,000,000 for the purposes of the Project.

Section 4. In order to provide for the issuance of the Bonds and the Loan by the Lender, and to establish the terms and conditions upon which the Bonds are to be issued and the Loan is to be made, the Authority shall execute and deliver the Agreement and the Bonds in the form approved by the officer or officers of the Authority executing the same upon the advice of the Authority's Solicitor (such advice and approval to be conclusively evidenced by such officer's or officers' execution of the Agreement) and in the forms acceptable to the Borrower,

the Lender, the Authority Solicitor and Bond Counsel. The Chairman or the Vice Chairman of the Authority is authorized and directed to execute the Agreement and the Bonds which are hereby authorized to be issued, in the name and on behalf of the Authority, and, if requested, the Secretary or the Assistant Secretary of the Authority is authorized and directed to affix the seal of the Authority to the Agreement and the Bonds when so executed and to attest the same, and said officers or any of them are authorized and directed to deliver the Bonds to the Lender, and deliver the Agreement to the Lender and to the Borrower.

Section 5. The Bonds shall be in an aggregate maximum principal amount not to exceed $10,000,000, shall bear interest at the taxable and/or tax-exempt rates determined by the Lender as set forth in the Agreement and the Bonds, shall mature and shall contain such other terms as may be set forth in the Agreement and/or the Bonds, and shall be payable solely out of funds paid to or for the Authority pursuant to the Agreement by the Borrower.

Section 6. The proper officers of the Authority are hereby authorized and directed to use the proceeds of the Bonds pursuant to the Agreement, to the extent permitted by the Act and the Code, and otherwise provide the proceeds thereof to the Borrower for payment of the costs of the Project.

Section 7. Any authorization or direction given to or power conferred on the Chairman or the Secretary of the Authority shall be deemed to be given to or conferred upon the Vice Chairman or Assistant Secretary of the Authority, respectively, as if such officers had been specifically named in such grant of authorization.

Section 8. The officers of the Authority are hereby authorized and directed to execute and deliver such other certificates and instruments and such other documents and to do all such other acts, upon the advice of its Solicitor, as are reasonably necessary or appropriate to consummate the transactions contemplated by this Resolution and the Agreement, including, but not limited to, the execution and delivery of, or approval and/or acknowledgement of, the Other Lender Documents, if requested.

Section 9. All prior resolutions of the Authority or parts of such resolutions not in accord with this Resolution are hereby repealed insofar as they conflict herewith.

Section 10. The Bonds will be special and limited obligations of the Authority, payable solely from the revenues receivable by or for the Authority in connection with the Project, and other funds pledged therefor. The Bonds will not constitute a debt of the Commonwealth, the County or any political subdivision of either thereof, and neither the Commonwealth, the County, nor any political subdivision of either thereof, including the Authority, will be liable thereon. The Authority has no taxing power.

No recourse under or upon any obligation, covenant or agreement made with respect to the Project or the Bonds may be had against any past, present or future member, officer or employee of the Authority or any successor of the Authority under any rule of law, statute or constitutional provision, it being expressly agreed and understood that all obligations relating to the Project and the Bonds are solely corporate obligations of the Authority and that no personal liability whatsoever will be attached to, or be incurred by, such members, officers or employees

of the Authority or any successor of the Authority by reason of any obligation, covenant or agreement relating to the Project or the Bonds.

Section 11. The Authority hereby authorizes payment from the proceeds of the Bonds of all costs and expenses incurred in connection with the preparation, issuance and sale of the Bonds, as may be set forth in a certificate to be signed by a proper officer of the Authority and approved by the Company.

Section 12. Buchanan Ingersoll & Rooney PC shall be Bond Counsel in respect of the issuance of the Bonds for the Project.

Section 13. The Board of the Authority hereby finds and determines that all formal actions relative to the adoption of this Resolution were taken in an open meeting, and that all deliberations of the Board, and of its committees, if any, which resulted in formal action, were in meetings open to the public and pursuant to notice in compliance with applicable legal requirements.

Section 14. The Authority hereby authorizes the submission of a Preliminary Allocation Request seeking an allocation of the volume cap for the Project pursuant to Section 146 of the Code and authorizes the submission of a Final Allocation Request following the closing of the Loan.

Section 15. The authority to issue the Bonds by the Authority as provided in this Resolution is conditioned upon (a) receipt of the approval of the Application under the Act by the Secretary for the Department of Community and Economic Development of the Commonwealth of Pennsylvania as referenced in Section 2 above, and (b) the granting of the Preliminary Allocation Request referenced in Section 14 above seeking an allocation of volume cap for the Project.

Section 16. This Resolution shall become effective immediately. The consummation of the transactions contemplated hereby shall be subject to receipt of the approvals referred to in Section 15 hereof.

[Remainder Of Page Intentionally Left Blank]

DULY ADOPTED by the Board of Westmoreland County Industrial Development Authority on October 19, 2026.

ATTEST:

WESTMORELAND COUNTY
INDUSTRIAL DEVELOPMENT
AUTHORITY

_____
(Assistant) Secretary

By_____
(Vice) Chairman

(SEAL)