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COUNTY OF DAUPHIN
Commonwealth of Pennsylvania

ORDINANCE
NO. 2 - 2013

AN ORDINANCE

OF THE BOARD OF COMMISSIONERS OF THE COUNTY OF DAUPHIN, PENNSYLVANIA (THE "COUNTY") AUTHORIZING AND DIRECTING ISSUANCE OF GENERAL OBLIGATION DEBT, AS PERMITTED BY AND PURSUANT TO THE LOCAL GOVERNMENT UNIT DEBT ACT, 53 Pa.C.S. § 8001 *ET SEQ.*, AS AMENDED (THE "DEBT ACT"), CONSTITUTING THE COUNTY'S GENERAL OBLIGATION BONDS, SERIES OF 2013 (FEDERALLY TAXABLE) IN THE AGGREGATE PRINCIPAL AMOUNT OF \$15,905,000 (THE "BONDS"), WITH THE PROCEEDS THEREOF TO BE APPLIED FOR AND TOWARD THE FOLLOWING PROJECT, AS SUCH TERM IS DEFINED IN THE DEBT ACT: (A) THE REFUNDING OF ALL OF THE OUTSTANDING PRINCIPAL AMOUNT OF THE COUNTY'S GENERAL OBLIGATION NOTES, SERIES C OF 2004 (TAX-EXEMPT) (AS A SERIES, THE "2004 SERIES C NOTES," AS REFUNDED, THE "REFUNDED 2004 SERIES C NOTES," AND AS A PROJECT THE "2004 SERIES C NOTES REFUNDING PROJECT"); (B) THE REFUNDING OF ALL OF THE OUTSTANDING PRINCIPAL AMOUNT OF THE COUNTY'S GENERAL OBLIGATION NOTES, SERIES D OF 2004 (FEDERALLY TAXABLE) (AS A SERIES, THE "2004 SERIES D NOTES" AND TOGETHER WITH THE 2004 SERIES C NOTES, THE "2004 NOTES," AS REFUNDED THE "REFUNDED 2004 SERIES D NOTES," AND TOGETHER WITH THE REFUNDED 2004 SERIES C NOTES, THE "REFUNDED 2004 NOTES," AND AS A PROJECT THE "2004 SERIES D REFUNDING PROJECT" AND TOGETHER WITH THE 2004 SERIES C NOTES REFUNDING PROJECT, THE "2013 REFUNDING PROJECT,"); AND (C) PAYING THE COSTS AND EXPENSES ASSOCIATED WITH THE ISSUANCE OF THE BONDS, THE FOREGOING BEING REFERRED TO, COLLECTIVELY, AS THE "2013 PROJECT"; DETERMINING THAT THE BONDS SHALL BE SOLD AT A PRIVATE SALE BY NEGOTIATION; ACCEPTING A PROPOSAL FOR THE PURCHASE OF THE BONDS, AND AWARDING THE BONDS AND SETTING FORTH RELATED PROVISIONS; PROVIDING FOR PRINCIPAL AMORTIZATION, MATURITIES AND INTEREST RATES FOR THE BONDS; APPOINTING A PAYING AGENT, REGISTRAR AND SINKING FUND DEPOSITORY; PROVIDING FOR THE TERMS OF THE BONDS INCLUDING DATED DATE, MATURITY DATES AND DENOMINATIONS, AND INTEREST PAYMENT DATES; PROVIDING FOR THE REGISTRATION AND TRANSFER OF THE BONDS; SETTING FORTH REDEMPTION PROVISIONS AND PROCEDURES; PROVIDING THAT THE BONDS, WHEN ISSUED, SHALL BE FEDERALLY TAXABLE GENERAL OBLIGATIONS OF THE COUNTY; AUTHORIZING THE EXECUTION, AUTHENTICATION AND DELIVERY OF THE BONDS; AUTHORIZING ISSUANCE OF THE BONDS IN BOOK-ENTRY

ONLY FORM; COVENANTING TO PAY DEBT SERVICE AND PLEDGING THE FULL FAITH, CREDIT AND TAXING POWER FOR THE PAYMENT OF THE BONDS; CREATING A SINKING FUND IN CONNECTION WITH THE ISSUANCE OF THE BONDS AS REQUIRED BY THE DEBT ACT; APPROPRIATING PROCEEDS OF THE BONDS; AMENDING OR RATIFYING, AS APPROPRIATE, THE USEFUL LIVES OF PRIOR CAPITAL PROJECTS FUNDED OR REFUNDED WITH PROCEEDS OF THE 2004 SERIES C NOTES AND THE 2004 SERIES D NOTES; RATIFYING PRIOR ADVERTISEMENT AND DIRECTING FURTHER ADVERTISEMENT; AUTHORIZING AND DIRECTING THE PREPARATION AND EXECUTION OF A TRANSCRIPT OF PROCEEDINGS, INCLUDING A DEBT STATEMENT AND BORROWING BASE CERTIFICATE, AND THE FILING THEREOF, WITH THE PENNSYLVANIA DEPARTMENT OF COMMUNITY AND ECONOMIC DEVELOPMENT; AUTHORIZING AND DIRECTING OFFICERS AND OFFICIALS OF THE COUNTY TO EXECUTE AND DELIVER DOCUMENTS AND TO TAKE ACTION AS MAY BE NECESSARY RELATING TO THE ISSUANCE AND DELIVERY OF THE BONDS; RATIFYING THE PRELIMINARY OFFICIAL STATEMENT AND THE DISTRIBUTION THEREOF AND AUTHORIZING THE APPROVAL AND DISTRIBUTION OF A FINAL OFFICIAL STATEMENT AND THE USE THEREOF IN CONNECTION WITH THE SALE OF THE BONDS; CREATING A CLEARING ACCOUNT; SETTING FORTH CERTAIN COVENANTS RELATING TO PROVISIONS FOR THE REDEMPTION OF SAID REFUNDED 2004 NOTES; AUTHORIZING THE IRREVOCABLE DEPOSIT OF PROCEEDS OF THE BONDS INTO THE ESCROW FUNDS HEREBY AUTHORIZED FOR THE REFUNDED 2004 NOTES, THAT WILL BE SUFFICIENT TO PAY THE PRINCIPAL OF AND INTEREST ACCRUED ON THE REFUNDED 2004 NOTES, AND ANY PREPAYMENT PENALTY, IF APPLICABLE, WHEN DUE ON THE REDEMPTION DATE SET THEREFOR AND AUTHORIZING THE DELIVERY OF ESCROW AGREEMENTS TO AN ESCROW AGENT, HEREIN APPOINTED, FOR THE REFUNDED 2004 NOTES; AUTHORIZING THE PAYMENT OF EXPENSES; PROVIDING GUIDELINES FOR PERMITTED INVESTMENTS; PROVIDING FOR THE AUTHORIZATION OF OFFICERS; APPROVING THE FORM FOR THE BONDS; RATIFYING AND CONFIRMING AUTHORIZATION TO THE COUNTY SOLICITOR AND BOND COUNSEL; COVENANTING TO PROVIDE CONTINUING DISCLOSURE; PROVIDING FOR SEVERABILITY OF PROVISIONS AND REPEALING INCONSISTENT ORDINANCES.

ENACTED MARCH 13, 2013

WHEREAS, The County of Dauphin, Commonwealth of Pennsylvania (the "County"), is a county of the third class existing under the laws of the Commonwealth of Pennsylvania (the "Commonwealth") and is a Local Government Unit, as defined in the Local Government Unit Debt Act, 53 Pa.C.S. § 8001 *et seq.*, as amended and supplemented (the "Debt Act"); and

WHEREAS, Pursuant to an ordinance enacted on April 21, 2004 (the "2004 Ordinance"), the Board of Commissioners of the County heretofore incurred debt, evidenced by (i) the County's General Obligation Notes, Series C of 2004 (Tax-Exempt) in the aggregate principal amount of \$22,915,000 (the "2004 Series C Notes") the proceeds of which provided funds to be applied, *inter alia*, for and toward the advance refunding of the County's outstanding General

Obligation Bonds, Series of 1998 and a portion of the County's General Obligation Bonds, Second Series of 2001 (the "2001 Second Series Bonds"); and (ii) the County's General Obligation Notes, Series D of 2004 (Federally Taxable) in the aggregate principal amount of \$14,805,000 (the "2004 Series D Notes") the proceeds of which provided funds to be applied, *inter alia*, for and toward the current refunding of the County's General Obligation Bonds, Series of 1999; and

WHEREAS, The County has determined that the 2004 Series C Notes, presently outstanding in the principal amount of \$3,380,000, are scheduled to mature, as serial notes, on March 1 in each of the years 2023 and 2024 (collectively, the "Outstanding 2004 Series C Notes"); and

WHEREAS, The County has determined that the 2004 Series D Notes, presently outstanding in the principal amount of \$11,575,000, are scheduled to mature, as serial notes, on March 1 in each of the years 2014 through, and including, 2017, and as a term note on March 1, 2019, said maturity being subject to mandatory sinking fund redemption payment in 2018 (collectively, the "Outstanding 2004 Series D Notes, and together with the Outstanding 2004 Series C Notes the "Outstanding 2004 Notes"); and

WHEREAS, The County has determined that all of \$14,955,000 remaining principal amount of the Outstanding 2004 Notes (i) are, by their respective terms, subject to redemption at the option of the County on March 1, 2014 or on any date thereafter, (ii) were applied in 2004 to advance refund prior debt of the County, and (iii) may not be advance refunded with proceeds of a tax-exempt debt issuance; and

WHEREAS, Manufacturers and Traders Trust Company, serves as paying agent for the 2004 Notes (the "2004 Notes Paying Agent"); and

WHEREAS, The Board of Commissioners of the County has determined to undertake a project, as such term is defined in the Debt Act, consisting of the refunding, defeasance and redemption of all of the Outstanding 2004 Notes (hereinafter referred to as the "Refunded 2004 Notes" and the undertaking of this refunding as the "2013 Refunding Project"), and together with the payment of the cost of issuing, the debt hereafter incurred to pay the 2013 Refunding Project are herein referred to, collectively, as the "2013 Project"; and

WHEREAS, The Board of Commissioners of the County desires to undertake the 2013 Refunding Project in order to reduce the total debt service from that of the Refunded 2004 Notes pursuant to Section 8241(b)(1) of the Debt Act; and

WHEREAS, The County intends to issue a series of federally taxable, non-electoral general obligation bonds in the aggregate principal amount of \$15,905,000, in accordance with the terms of this Ordinance and the Debt Act, in order to fund the costs of the 2013 Project, which series is defined as the County of Dauphin General Obligation Bonds, Series of 2013 (Federally Taxable), in the aggregate principal amount of \$15,905,000 (the "Bonds"), for the purpose of funding the 2013 Project; and

WHEREAS, The County has heretofore appointed Susquehanna Group Advisors, Inc., Harrisburg, Pennsylvania, to serve as financial advisor to the County with respect to the development of a financing plan for the 2013 Refunding Project and with respect to the issuance of debt by the County to finance the 2013 Refunding Project (the "Financial Advisor"); and

WHEREAS, The County has heretofore appointed RBC Capital Markets LLC, Lancaster, Pennsylvania, as underwriter with respect to the issuance of the Bonds (the "Purchaser"); and

WHEREAS, The County has heretofore authorized Eckert Seamans Cherin & Mellott, LLC, of Harrisburg, Pennsylvania, to act as its bond counsel with respect to legal matters associated with the financing of the 2013 Project; and

WHEREAS, The Purchaser has presented to the County a written contract as its proposal for the purchase of the Bonds (the "Bond Purchase Proposal") which the County, in consultation with the Financial Advisor, has determined is in the best financial interest of the County; and

WHEREAS, The County desires to approve and authorize the 2013 Project, issuance of the Bonds, acceptance of the Bond Purchase Proposal, the form of bond for the Bonds, the appointment of a paying agent for the Bonds, to award the Bonds to the Purchaser and to incur federally taxable, non-electoral general obligation debt, in the maximum aggregate principal amount of \$15,905,000 pursuant to this Ordinance and the provisions of the Debt Act, to authorize the 2013 Refunding Project, to approve and authorize an escrow agreement, and an escrow fund thereunder, for the Refunded 2004 Notes, the appointment of the 2004 Notes Paying Agent as the escrow agent therefor, and to authorize such further provisions as are required by law for the issuance of general obligation debt and further actions by its officers and professional advisors consistent with this Ordinance, the Debt Act, and all other applicable law.

NOW, THEREFORE, BE AND IT HEREBY IS ORDAINED by the Board of Commissioners of the County of Dauphin that:

SECTION 1. The 2013 Project.

The County hereby authorizes and approves the undertaking as a project, as defined in and established by the Debt Act, the 2013 Project. The description of the 2013 Project contained in the recitals to this Ordinance are hereby incorporated into this Section by reference as if set out at length. The foregoing recitals and all terms defined therein are incorporated herein, and such defined terms may hereafter be used as if set out at length.

SECTION 2. Incurrence of Indebtedness and Purpose.

For the purpose of providing funds for and toward the payment of costs, as such term is used in the Debt Act, of the 2013 Project, and the payment of the costs and expenses related to the issuance of the series of debt obligations, the incurring of federally taxable, non-electoral debt by the County in the principal amount of \$15,905,000 is hereby authorized. Such debt shall be evidenced by the issue of a series of obligations, consisting of federally taxable, non-electoral, general obligation bonds of the County. The series shall be designated as the "County of Dauphin, General Obligation Bonds, Series of 2013 (Federally Taxable)," or such similar designation as is appropriate, in the aggregate principal amount of \$15,905,000 (the "Bonds"). The debt evidenced by the Bonds is being incurred for the principal purpose of financing the 2013 Refunding Project. The County estimates that the 2013 Refunding Project will be completed with the redemption of the Refunded 2004 Notes on March 1, 2014. The purpose of the 2013 Refunding Project, pursuant to Section 8241(b)(1) of the Debt Act, is to reduce total debt service over the remaining life of the Bonds as compared to the outstanding debt on the Refunded 2004 Notes.

SECTION 3. Approval of Private Sale By Negotiation.

After considering the advantages and disadvantages of the manners of sale of the Bonds permitted by the Debt Act and of current market conditions, the Board of Commissioners hereby determines that a private sale by negotiation is in the best financial interest of the County.

SECTION 4. Acceptance of Bond Purchase Proposal.

The Bond Purchase Proposal presented by the Purchaser to the Board of Commissioners at the meeting at which this Ordinance has been enacted is hereby accepted. Sale of the Bonds is hereby awarded and sold to the Purchaser at a negotiated sale at the price stated on Schedule A, which is attached hereto and incorporated herein by reference as if set out here at length. The Chairman, or Vice Chairman, of the Board of Commissioners and the Chief Clerk, or the Chief Clerk, being proper officers of the County ("Proper Officers"), are authorized and directed to execute, attest and affix the Seal of the County to the accepted Bond Purchase Proposal, and thereafter, to deliver or cause the delivery of the accepted Bond Purchase Proposal to the Purchaser. Hereinafter, the Bond Purchase Proposal shall be referred to as the "Bond Purchase Agreement." One counterpart of the accepted Bond Purchase Agreement shall be filed with the records of the County.

SECTION 5. Maturities, Interest Rates and Original Issue Discount.

The Bonds shall bear interest, shall mature and shall be sold as set forth on Schedule A, attached hereto and incorporated herein by reference.

SECTION 6. Appointment of Paying Agent, Registrar and Sinking Fund Depository.

Manufacturers and Traders Trust Company, is hereby appointed Paying Agent ("Paying Agent") and Registrar ("Registrar") for the Bonds and Sinking Fund Depository ("Sinking Fund Depository") for the Bonds Sinking Fund created hereby. If provided by the Paying Agent, the Chairman or the Vice Chairman, or any other Proper Officer of the County designated by either of the foregoing officers, is hereby authorized and directed to contract with Manufacturers and Traders Trust Company, authorized to do business and having an office in the Commonwealth and having a corporate trust office in Buffalo, New York, for its services as Sinking Fund Depository, Paying Agent and Registrar at such initial and annual charges as shall be appropriate and reasonable for such services. Otherwise, this Resolution shall constitute a contract between the County and the Paying Agent. The County may, by resolution, from time to time appoint a successor Paying Agent, Sinking Fund Depository or Registrar to fill a vacancy or for any other reason. Acceptance of this appointment by the Paying Agent constitutes the Paying Agent's representation to the County that it is authorized to conduct business, and has an office, in the Commonwealth of Pennsylvania.

SECTION 7. Forms of Bond, Interest Payment Dates and Record Dates.

The Bonds shall be issued in fully registered form without coupons and shall be numbered in such manner as may be satisfactory to the County and the Paying Agent. Pursuant to recommendations promulgated by the Committee on Uniform Security Identification Procedures, "CUSIP" numbers may be printed on the Bonds. Each Bond shall be dated as of April 17, 2013, the date of issue and delivery thereof, and shall be issued in denominations of \$5,000 or any whole multiple thereof.

The Bonds shall bear interest payable initially on September 1, 2013 and on each March 1 and September 1 (each, an "Interest Payment Date") thereafter, from the Interest Payment Date, as the case may be, next preceding the date of registration and authentication of each

Bond, unless: (a) such Bond is registered and authenticated as of an Interest Payment Date, in which event such Bond shall bear interest from such Interest Payment Date; or (b) such Bond is registered and authenticated after a Record Date (hereinafter defined) and before the succeeding Interest Payment Date, in which event such Bond shall bear interest from such succeeding Interest Payment Date; or (c) such Bond is registered and authenticated on or prior to the Record Date (hereinafter defined) preceding September 1, 2013 in which event such Bond shall bear interest from April 17, 2013; or (d) as shown by the records of the Paying Agent, interest on such Bond shall be in default, in which event such Bond shall bear interest from the date on which interest was last paid on such Bond until the principal sum hereof is paid on a special interest payment date set therefor by the Paying Agent (the "Special Interest Payment Date").

If the date for payment of the principal of, premium, if any, or interest on any Bond shall be a Saturday, Sunday, legal holiday or a day on which banking institutions in the Commonwealth are authorized or required by law or executive order to close, then the date of such payment shall be the next succeeding day which is not a Saturday, Sunday, legal holiday or a day on which banking institutions are authorized or required to close, and payment on such subsequent day shall have the same force and effect as if made on the nominal date established for such payment.

The term "Record Date" with respect to any Interest Payment Date shall mean the fifteenth (15th) day (whether or not a business day) next preceding such Interest Payment Date. The person in whose name any Bond is registered at the close of business on any Record Date with respect to any Interest Payment Date shall be entitled to receive the interest payable on such Interest Payment Date notwithstanding the cancellation of such Bond upon any transfer or exchange thereof subsequent to such Record Date and prior to such Interest Payment Date, except if and to the extent that the County defaults in the payment of the interest due on such Interest Payment Date, in which case such defaulted interest shall be paid to the persons in whose names outstanding Bonds are registered at the close of business on a special record date established by the Paying Agent, notice of which shall have been mailed to all registered owners of Bonds not less than fifteen (15) days prior to such Special Record Date, but not more than thirty (30) days, prior to the Special Interest Payment Date. Such notice shall be mailed to the persons in whose names the Bonds are registered at the close of business of the fifth (5th) business day preceding the date of mailing.

SECTION 8. Bond Register, Registrations and Transfer.

The County shall cause to be kept at the designated corporate trust office of the Paying Agent a register ("Bond Register") in which, subject to such reasonable regulations as it may prescribe, the County shall provide for the registration of Bonds and the registration of transfers and exchanges of Bonds. No transfer or exchange of any Bond shall be valid unless made at such office and registered in the Bond Register.

Upon surrender of any Bond at the designated corporate trust office of the Paying Agent for registration of transfer, the County shall execute and the Paying Agent shall authenticate and deliver in the name of the transferee or transferees, a new Bond or Bonds of any authorized denomination, of the same interest rate and maturity and series, and in the same aggregate principal amount as the Bond so surrendered.

Any Bond shall be exchangeable for other Bonds of the same maturity and interest rate and series, in any authorized denomination, in an aggregate principal amount equal to the principal amount of the Bond or Bonds presented for exchange. Upon surrender of any Bond

for exchange at the designated corporate trust office of the Paying Agent, the County shall execute and the Paying Agent shall authenticate and deliver in exchange therefor the Bond or Bonds which the owner making the exchange shall be entitled to receive.

All Bonds issued upon any registration of transfer or exchange shall be valid obligations of the County, evidencing the same debt and entitled to the same benefits under this Ordinance as the Bonds surrendered for such registration of transfer or exchange.

Every Bond presented or surrendered for registration of transfer or exchange shall be duly endorsed, or be accompanied by a written instrument of transfer, in form and with guaranty of signature satisfactory to the County and the Registrar, duly executed by the registered owner thereof or his duly authorized agent or legal representative.

No service charge shall be made for any transfer or exchange of any Bond, but the County may require payment of a sum sufficient to cover any tax or other governmental charge that may be imposed in connection with any transfer or exchange of Bonds.

The County and the Paying Agent shall not be required to: (a) issue, or register the transfer or exchange of, any Bond during the period beginning at the opening of business on a Record Date for interest payments and ending at the close of business on such interest payment date, (b) issue, or register the transfer or exchange of, any Bond during the period beginning at the opening of business on the 15th day next preceding any date of selection of Bonds to be redeemed and ending at the close of business on the date the notice of redemption shall be mailed, (c) issue, or register the transfer or exchange of, any Bond during the period beginning at the opening of business on the first business day next succeeding the business day the Paying Agent determines the registered owners of the Bonds to receive notice of any Special Record Date and the close of business on the Special Record Date, or (d) register the transfer or exchange of any Bond after it has been selected or called for redemption, in whole or in part, until after the date fixed for redemption.

No transfers or exchanges shall be valid for any purposes hereunder except as provided above. Any newly issued Bond delivered upon any transfer or exchange of outstanding Bonds shall be valid general obligations of the County, evidencing the same debt as the Bonds surrendered. The County and the Paying Agent may treat the registered owner of any Bond as the absolute owner thereof for all purposes, whether or not such Bond shall be overdue, and any notice to the contrary shall not be binding upon the County of the Paying Agent.

Section 9. Execution and Authentication; Book-Entry-Only Registration.

(a) Execution and Authentication. The Bonds shall be executed on behalf of the County by the Chairman or Vice Chairman of the Board of Commissioners, and shall have a manual or facsimile of the corporate seal of the County affixed thereto, duly attested by the Chief Clerk of the County and said officers are hereby authorized and directed to execute, attest and seal the Bonds. The Bonds shall be authenticated by the manual execution of the Certificate of Authentication by a duly authorized officer of the Paying Agent. No Bond shall be valid until such Certificate of Authentication shall have been duly executed by the Paying Agent and such authentication shall be conclusive and the only proof that any Bond has been issued pursuant to this Ordinance and is entitled to any benefits conferred thereon under the provisions of this Ordinance. To the extent that any one signature on a Bond (including the signature of the officer of the Paying Agent) is manual, all other signatures may be by facsimile. The Chairman or Vice Chairman of the Board of Commissioners, the Chief Clerk of the County or

any of such officers is hereby authorized and directed to deliver the Bonds to the Purchaser and receive payment therefore on behalf of the County after sale of the same in the manner required by law and this Ordinance.

(b) Book-Entry-Only Registration.

(i) Letter of Representations. The County authorizes and approves the purchase or subsequent registration of the Bonds by the Purchaser as book-entry-only obligations with The Depository Trust Company, New York, New York ("DTC"). Proper officers of the County are authorized and directed to execute DTC's Letter of Representations, if applicable, in substantially the form submitted to the County concurrent with its consideration of this Ordinance, and such other documents as shall be necessary to complete the sale or subsequent registration of the Bonds as book-entry-only obligations.

(ii) Book-Entry-Only System.

(A) The Bonds shall be issued in the form of one fully registered bond for the principal amount of each maturity, which Bond shall be registered in the name of Cede & Co., as nominee of DTC. Except as provided in paragraph (G) below, all of the Bonds shall be registered in the name of Cede & Co., as nominee of DTC; provided that if DTC shall request that the Bonds be registered in the name of a different nominee, the Paying Agent shall exchange all or any portion of the Bonds for an equal aggregate principal amount of Bonds, registered in the name of such nominee or nominees of DTC. No person other than DTC or its nominee shall be entitled to receive from the County or the Paying Agent either a Bond or any other evidence of ownership of any Bond, or any right to receive any payment in respect thereof unless DTC or its nominee shall transfer record ownership of all or any portions of the Bonds on the Bond Register maintained by the Paying Agent pursuant to Section 8 hereof, in connection with discontinuing the book-entry system as provided in paragraph (G) below or otherwise.

(B) So long as the Bonds or any portion thereof are registered in the name of DTC or any nominee thereof, all payments of the principal or redemption price of or interest on such Bonds shall be made to DTC or its nominee in immediately available funds on the dates provided for such payments in this Ordinance and in the Bonds. Each such payment to DTC or its nominee shall be valid and effective to discharge fully all liability of the County or the Paying Agent with respect to the principal or redemption price of or interest on such Bonds to the extent of the sum or sums so paid. In the event of the redemption of less than all of the Bonds outstanding of any maturity, the Paying Agent shall not require surrender by DTC or its nominee of the Bond or Bonds so redeemed, but DTC (or its nominee) may retain such Bond or Bonds and make an appropriate notation on each bond certificate as to the amount of such partial redemption; provided that DTC shall deliver to the Paying Agent, upon request, a written confirmation of such partial redemption and thereafter the records maintained by the Paying Agent shall be conclusive as to the amount of the Bonds of such maturity which have been redeemed.

(C) The County and the Paying Agent may treat DTC (or its nominee) as the sole and exclusive owner of the Bonds registered in its name for the purposes of payment of the principal or redemption price of or interest on the Bonds, selecting the Bonds or portions thereof to be redeemed, giving any notice permitted or required to be given to registered owners under this Ordinance and the Bonds, registering the transfer of Bonds, obtaining any consent or other action to be taken by registered owners and for all other purposes whatsoever; and neither the County nor the Paying Agent shall be affected by any notice to the contrary. Neither the County

nor the Paying Agent shall have any responsibility or obligation to any participant in DTC, any person claiming a beneficial ownership interest in any Bond under or through DTC or any such participant, or any other person which is not shown on the registration records maintained by the Paying Agent as being a registered owner, with respect to either: (1) the Bonds; or (2) the accuracy of any records maintained by DTC or any such participant; or (3) the payment by DTC or any such participant of any amount in respect of the principal or redemption price of or interest on the Bonds; or (4) any notice which is permitted or required to be given to registered owners under this Ordinance or the Bonds; or (5) the selection by DTC or any such participant of any person to receive payment in the event of a partial redemption of any Bond; or (6) any consent given or other action taken by DTC as registered owner.

(D) So long as the Bonds or any portion thereof are registered in the name of DTC or any nominee thereof, all notices required or permitted to be given to the registered owners of the Bonds under this Ordinance or the Bonds shall be given to DTC as provided in the representation letter to be delivered to DTC, in form and content satisfactory to DTC and the County.

(E) In connection with any notice or other communication to be provided to registered owners pursuant to this Ordinance or the Bonds by the County or the Paying Agent with respect to any consent or other action to be taken by registered owners, DTC shall consider the date of receipt of notice requesting such consent or other action as the record date for such consent or other action, provided that the County or the Paying Agent may establish a special record date for such consent or other action. The County or the Paying Agent shall give DTC notice of such special record date not less than fifteen (15) calendar days in advance of such special record date to the extent possible.

(F) Any successor Paying Agent shall, in its written acceptance of its duties under this Ordinance, agree to take any actions necessary from time to time to comply with the requirements of the representation letter.

(G) The book-entry system for registration of the ownership of the Bonds may be discontinued at any time if either: (1) after notice to the County and the Paying Agent, DTC determines to resign as securities depository for the Bonds; or (2) after notice to DTC and the Paying Agent, the County determines that a continuation of the system of book-entry transfers through DTC (or through a successor securities depository) is not in the best interests of the County. In either of such events (unless in the case described in clause (2) above, the County appoints a successor securities depository), the Bonds shall be delivered in registered certificate form to such persons, and in such maturities and principal amounts, as may be designated by DTC, but without any liability on the part of the County or the Paying Agent for the accuracy of such designation. Whenever DTC requests the County and the Paying Agent to do so, the County and the Paying Agent shall cooperate with DTC in taking appropriate action after reasonable notice to arrange for another securities depository to maintain custody of certificates evidencing the Bonds.

SECTION 10. General Obligation Covenant.

The Bonds are hereby declared to be general obligations of the County. The County hereby covenants with the registered owners from time to time of the Bonds outstanding pursuant to this Ordinance that it will include the amount of the debt service as specified in this Section on the Bonds for each fiscal year in which such sums are payable, in its budget for that year, will appropriate such amounts for such payments and will duly and punctually pay or cause to be paid the principal of the Bonds and the interest thereon on the dates, at the places

and in the manner stated therein, according to the true intent and meaning thereof, and for such budgeting, appropriation and payment, the County does hereby pledge its full faith, credit and taxing power. The amount of the debt service, which the County hereby covenants to pay on the Bonds in each year, is shown on Schedule B, which is attached hereto and incorporated herein by reference as if set out here at length. As provided in the Debt Act, the foregoing covenants are specifically enforceable.

SECTION 11. Redemption Provisions.

(a) Optional Redemption. The Bonds are subject to redemption prior to maturity at the option of the County as shown on Schedule C, which Schedule C is attached hereto and incorporated herein.

(b) Mandatory Redemption. The Bonds are not subject to mandatory redemption prior to their scheduled maturities.

(c) Notice. Notice of any redemption shall be given by mailing a notice of redemption by first class mail, postage prepaid, not less than 30 nor more than 60 days prior to the redemption date to the registered owners of the Bonds to be redeemed at the addresses which appear in the Bond Register, provided, however, that neither failure to mail such notice nor any defect in the notice so mailed or in the mailing thereof with respect to any one Bond shall affect the validity of the proceedings for the redemption of any other Bond. If the County shall have duly given notice of redemption and shall have deposited with the Paying Agent funds for the payment of the redemption price of the Bonds so called for redemption, with accrued interest thereon to the date fixed for redemption, interest on such Bonds shall cease to accrue after such redemption date.

(d) CUSIP Numbers. Notices of redemption shall contain the applicable CUSIP numbers pertaining to the Bonds called for redemption (if then generally in use), and also shall contain the serial identification numbers printed on the Bonds. The County, however, makes no representation as to the accuracy of such CUSIP numbers either printed on the Bonds or as contained in any redemption notice.

(e) Selection by Lot. If less than all Bonds maturing on any one date are to be redeemed at any time, the Paying Agent shall select by lot the Bonds to be redeemed at such time.

(f) Portions of Bonds. Any portion of any Bond of a denomination larger than \$5,000 may be redeemed, but only in the principal amount of \$5,000 or any integral multiple thereof. Prior to selecting Bonds for redemption, the Paying Agent shall assign numbers to each \$5,000 portion of any Bond of a denomination larger than \$5,000 and shall treat each portion as a separate Bond in the denomination of \$5,000 for purposes of selection for redemption. Upon surrender of any Bond for redemption of a portion thereof, the Paying Agent shall authenticate and deliver to the registered owner thereof a new Bond or Bonds of the same maturity and in any authorized denominations requested by the registered owner in an aggregate principal amount equal to the unredeemed portion of the Bond surrendered.

SECTION 12. 2013 Bonds Sinking Fund.

(a) Deposit. There hereby is established with the Sinking Fund Depository a sinking fund to be known as County of Dauphin, General Obligation Bonds, Series of 2013 (Federally

Taxable) Sinking Fund (the "2013 Bonds Sinking Fund").

The County covenants to deposit, and the Treasurer is hereby authorized and directed to deposit, as follows into the 2013 Bonds Sinking Fund (A) on or before each Interest Payment Date, so long as the Bonds remain outstanding, amounts sufficient to pay the interest due on such dates on the Bonds then outstanding, and (B) on or before March 1, 2014, and on or before each March 1 thereafter, so long as the Bonds remain outstanding, amounts sufficient to pay the principal of the Bonds due on each such date at maturity or pursuant to the mandatory redemption requirements hereof.

Should the amounts covenanted to be paid into the 2013 Bonds Sinking Fund be, at any time, in excess of the net amounts required at such time for the payment of interest and principal of the Bonds, whether by reason of funds already on deposit in the 2013 Bonds Sinking Fund, or by reason of the purchase of any Bonds, or for some similar reason, the amounts covenanted to be paid may be reduced to the extent of the excess.

(b) Credit for Bonds Delivered. The County may satisfy any part of its obligations with respect to subsection (a) above by delivering to the Paying Agent and Sinking Fund Depository, for cancellation, Bonds, as appropriate, maturing or subject to mandatory redemption, as applicable, on the date on which such deposit is required. The County shall receive credit against such deposit for the face amount of the Bonds so delivered, provided that such Bonds are delivered to and received by the Paying Agent and Sinking Fund Depository (i) on or before the maturity date of the Bonds, as applicable, for which credit is requested, in the case of a deposit required for the payment of Bonds, as applicable, at maturity, or (ii) in the case of a deposit required to be made on a Mandatory Redemption Date, with respect to the Bonds, no later than 60 days prior to the Mandatory Redemption Date for which credit is requested.

(c) Application of Funds. All sums in the 2013 Bonds Sinking Fund shall be applied exclusively to the payment of principal and interest covenanted to be paid by Section 11 hereof as the same from time to time become due and payable and the balance of said moneys over and above the sum so required shall remain in the 2013 Bonds Sinking Fund, to be applied to the reduction of future required deposits; subject, however, to investment or deposit at interest as authorized by law and as permitted by Section 24 hereof. The 2013 Bond Sinking Fund shall be kept as separate account at the aforementioned corporate trust office of the Sinking Fund Depository. The Sinking Fund Depository, without further authorization other than as herein contained, shall pay from the moneys in the 2013 Bonds Sinking Fund the interest on the Bonds, as and when due to the registered owners on the appropriate Record Date and principal of the Bonds, as and when the same shall become due, to the registered owners thereof.

SECTION 13. Disposition of Proceeds.

(a) 2013 Bonds Clearing Account. All proceeds of the Bonds derived from the sale thereof and delivered to the Paying Agent shall be deposited in the 2013 Bonds Clearing Account created pursuant to Section 20 hereof and shall be and hereby are appropriated substantially to payment of the cost of the 2013 Project, including but not limited to payment of the costs and expenses of preparing, marketing, and issuing the Bonds, and shall not be used for any other purposes, except as to any insubstantial amounts of money which may remain after fulfilling the purposes set forth herein, which minor amounts of remaining moneys shall promptly upon their determination be deposited in the 2013 Bonds Sinking Fund and used for the payment of interest on the 2013 Bonds.

(b) Use of Proceeds. Notwithstanding any other provision of this Section, proceeds of the Bonds may be used for purposes other than those enumerated in this Ordinance; provided that, the County shall have first complied with the applicable provision of the Debt Act and the Code (as hereinafter defined), respectively, regarding a change in the use of proceeds.

SECTION 14. Cost and Realistic Useful Life.

(a) With respect to the capital projects refunded with proceeds of the 2004 Series C Notes and the 2004 Series D Notes, the County affirms the estimated useful life thereof. The 2013 Refunding Project does not extend the final maturity or the weighted average maturity of the Refunded 2004 Notes.

(b) In accordance with Section 8142(b)(2) of the Debt Act, and after giving effect to the provisions of Section 8142(d) of the Debt Act, the maturities of the Bonds have been fixed so that principal of the Bonds, together with all of the County's other outstanding debt, will be amortized on an approximately level annual debt service plan. Attached hereto, and made a part hereof is a composite schedule showing the debt service for all of the County's outstanding debt issuances (the "Combined Debt Service Schedule"). The Combined Debt Service Schedule shows, first, the annual debt service for the Bonds and second, the annual debt service for all other existing debt (including electoral and lease rental debt) and the combined total debt (See Schedule C).

SECTION 15. Internal Revenue Code. The Bonds are hereby authorized for issuance as an issue not exempt from federal taxation pursuant to the Internal Revenue Code of 1986, as amended, and regulations promulgated and adopted thereunder (the "Code"). Accordingly, the County is not required to comply with Section 103, and all other applicable Sections, of the Code as they apply to the issuance of municipal debt the interest on which is exempt from federal taxation.

SECTION 16. Advertising.

The action of the officers and officials of the County in advertising a summary of this Ordinance, as required by law, is ratified and confirmed. The officers and officials of the County or any of them, are authorized and directed to advertise a notice of enactment of this Ordinance in a newspaper of general circulation in the County within 15 days after final enactment. The Chief Clerk is hereby directed to make a copy of this Ordinance available for inspection by any citizen during normal office hours.

SECTION 17. Filing with Department of Community and Economic Development.

The Chairman of the Board of Commissioners and the Chief Clerk are hereby authorized and directed to prepare, verify and file with the Department of Community and Economic Development (the "Department"), in accordance with the Debt Act, a transcript of the proceedings relating to the issuance of the Bonds including the Debt Statement and Borrowing Base Certificate required by Section 8110 of the Debt Act, and to take other necessary action, and to prepare and file all necessary documents with the Department including, if necessary or desirable, any statements required to exclude any portion of the debt evidenced by the Bonds from the appropriate debt limit as self-liquidating or subsidized debt.

SECTION 18. General Authorization.

Proper Officers and, as directed by Proper Officers, officials of the County are hereby authorized and directed to execute and deliver such other documents and to take such other

action as may be necessary or appropriate in order to effect the execution, issuance, sale and delivery of the Bonds, all in accordance with this Ordinance.

SECTION 19. Official Statement.

The Preliminary Official Statement prepared with respect to the Bonds is hereby approved. The Chairman of the Board of Commissioners is hereby authorized to execute and approve a final Official Statement relating to the Bonds provided that the final Official Statement shall have been approved by the County Solicitor. The distribution of the Preliminary Official Statement is hereby ratified and the Purchaser is hereby authorized to use the Preliminary and the final Official Statements in connection with the sale of the Bonds. The Board of Commissioners deems the Preliminary Official Statement to be final for the purposes of Securities and Exchange Commission Rule 15c2-12(b)(1), except for certain information which has been omitted in accordance with such Rule and which will be supplied with the final Official Statement.

SECTION 20. Clearing Account; Escrow Fund.

(a) **Clearing Account.** The County hereby creates with the Paying Agent a special fund to be known as the County of Dauphin 2013 Bonds Clearing Account (the "2013 Bonds Clearing Account"), which shall be held as a trust fund for the benefit of the County until disbursed in accordance with the provisions hereof. The County shall deliver the net proceeds (including accrued interest, if any) derived from the sale of the Bonds to the Paying Agent for deposit to the Clearing Account. Upon written direction from the County signed by Proper Officers of the County, the Paying Agent shall out of the 2013 Bonds Clearing Account: pay the costs and expenses of issuance allocable to the Bonds, transfer the amount of accrued interest, if any, to the 2013 Bonds Sinking Fund, and transfer proceeds of the Bonds in the amount designated by the County to the escrow fund or funds described in subsection (b) below as required to defease and redeem the Refunded 2004 Notes.

The written direction from the County shall state the specific amount to be paid from the Clearing Account, the names of the respective payees, the purpose for which the expenditure has been incurred, or the purpose of the transfer, whichever is applicable, and shall contain a certification that each item of expense for which payment has been requested has been properly incurred and is then unpaid, and that each transfer which is requested is in accordance with the provisions of this Ordinance.

(b) **Refunded 2004 Notes Escrow Fund.** The County hereby appoints Manufacturers and Traders Trust Company, who is the paying agent and sinking fund depository for the Refunded 2004 Notes, as escrow agent (the "Escrow Agent"), under an escrow agreement, hereinafter defined, and hereby creates an escrow fund with respect to the Refunded 2004 Notes (the "Refunded 2004 Notes Escrow Fund"), necessary to effectuate the refunding, defeasance and redemption of the Refunded 2004 Notes. Proper Officers of the County are authorized and directed to execute, attest and deliver, as appropriate, on behalf of the County, with the Escrow Agent, an irrevocable escrow agreement with respect to the Refunded 2004 Notes in the form hereinafter approved (the "Refunded 2004 Notes Escrow Agreement") providing for, *inter alia*, the establishment of the Refunded 2004 Notes Escrow Fund, the investment and application of moneys to be deposited therein and such other provisions as are necessary and appropriate in connection with the defeasance and redemption of the Refunded 2004 Notes as contemplated by this Ordinance. The Refunded 2004 Notes Escrow Agreement shall further provide for the payment of (i) interest accrued on the Refunded 2004 Notes due and payable on September 1, 2013 and March 1, 2014, (ii) the principal of the

Refunded 2004 Notes due and payable at maturity on March 1, 2014, and (iii) the principal of all of the remaining outstanding amount of the Refunded 2004 Notes, prior to maturity, on March 1, 2014, being all of the Refunded 2004 Notes scheduled to mature on and after March 1, 2015, and after final payment, any moneys and funds remaining on deposit in the Refunded 2004 Notes Escrow Fund shall be paid over to the County for deposit into the 2013 Bonds Sinking Fund and applied as set forth in Section 12, hereof. The Refunded 2004 Notes Escrow Agreement shall be in form and substance and contain such provisions as are satisfactory to the Escrow Agent, bond counsel, the County Solicitor and the Proper Officers of the County executing the same and such form hereby is approved.

To the extent deemed appropriate by bond counsel, the County hereby authorizes the execution of two separate escrow agreements, one for the Outstanding 2004 Series C Bonds and one for the Outstanding 2004 Series D Bonds.

SECTION 21. Payment and Redemption of Refunded 2004 Notes.

(a) **Refunded 2004 Notes Identified.** In accordance with this Ordinance and the Bond Purchase Agreement, the Refunded 2004 Notes constitute (i) all of the Outstanding 2004 Series C Notes, scheduled to mature, as serial notes, on March 1 in each of the years 2023 and 2024; and (ii) all of the Outstanding 2004 Series D Notes, scheduled to mature, as serial notes, on March 1 in each of the years 2014 through, and including, 2017, and as a term note on March 1, 2019.

(b) **Redemption Call and Notice.** The County hereby calls for redemption, at a price of 100% of the principal amount plus accrued interest, all of the Refunded 2004 Notes scheduled to mature or subject to mandatory sinking fund redemption on and after March 1, 2014, in accordance with the dates set forth in subsection (a), hereof. The County hereby irrevocably directs payment from moneys to be available for such purpose in the Clearing Account, and transferred therefrom to the Refunded 2004 Notes Escrow Fund, established in accordance with Section 20, hereof, for payment at maturity and redemption prior to maturity of the Refunded 2004 Notes on March 1, 2014, the date fixed for redemption of the Refunded 2004 Notes (the "Refunded 2004 Notes Redemption Date"), together with and interest accrued thereon and payable on the Refunded 2004 Notes Redemption Date. The County directs the Escrow Agent to deliver in accordance with the provisions of the Refunded 2004 Notes Escrow Agreement (A) immediately upon issuance of the Bonds, a Notice of Refunding, which Notice of Refunding shall be in such form as bond counsel and the Escrow Agent shall hereafter agree, and which Notice of Refunding shall be filed with the Municipal Securities Rulemaking Board on its Electronic Municipal Market Access website and (B) a Notice of Redemption to the registered owners of the Refunded 2004 Notes defeased in accordance with provisions of the Refunded 2004 Notes Escrow Agreement.

SECTION 22. Payment of Expenses.

All expenses incurred in connection with issuance of the Bonds shall be paid out of the proceeds derived from the issuance of the respective series of Bonds and deposited in the 2013 Bonds Clearing Account. Proper Officers of the County and officials are authorized to sign and deliver requests for payment of such expenses.

SECTION 23. Sinking Fund and Escrow Fund Investment.

(a) Any moneys held in the 2013 Bonds Sinking Fund, and not required for prompt expenditure, may, at the direction of the County, be invested in bonds or obligations which are

direct obligations of, or are fully guaranteed as to principal and interest by, the United States of America or may be deposited at interest in time accounts or certificates of deposit or other interest bearing accounts of any bank or bank and trust company, savings and loan association or building and loan association. To the extent that such deposits are insured by the Federal Deposit Insurance Corporation or similar federal agency, they need not be secured. Otherwise, such deposits shall be secured as public deposits or as trust funds in accordance with the Debt Act. Any such investments or deposits shall mature or be subject to redemption at the option of the holder, or be subject to withdrawal at the option of the depositor, not later than the date upon which such moneys are required to be paid to the registered owners of the Bonds.

(b) Funds in the 2004 Notes Escrow Fund shall be invested in accordance with the provisions of the Refunded 2004 Notes Escrow Agreement.

SECTION 24. Authorization of Officers.

Any authorization granted to, power conferred on, or direction given to the Chairman or Chief Clerk, shall be deemed to run to the Vice Chairman or the Chief Clerk, respectively, as if such latter titles had been expressly included in the text hereof which grants such authorization, confers such power or gives such direction, each of whom, together with any other member of the Board of Commissioners authorized by this Ordinance, shall constitute Proper Officers of the County, and each being a Proper Officer of the County.

SECTION 25. Form of 2013 Bond.

The form of the Bond for the Series of 2013 Bonds shall be substantially in the form set forth in this Section with such changes thereto as shall hereafter be made upon the advice of the County's solicitor and bond counsel, approval of such changes being evidenced by the execution and attestation of the Bonds by Proper Officers of the County.

No.: GOB-00_ \$____,000.00

Unless this certificate is presented by an authorized representative of The Depository Trust Company, a New York corporation ("DTC") to the County or its agent for registration of transfer, exchange or payment, and any certificate issued is registered in the name of Cede & Co. or in such other name as is requested by an authorized representative of DTC (and any payment is made to Cede & Co. or to such other entity as is requested by an authorized representative of DTC), ANY TRANSFER, PLEDGE OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL inasmuch as the registered owner hereof, Cede & Co., has an interest herein.

UNITED STATES OF AMERICA
COMMONWEALTH OF PENNSYLVANIA

COUNTY OF DAUPHIN
GENERAL OBLIGATION BOND, SERIES OF 2013
(FEDERALLY TAXABLE)

<u>Interest Rate</u>	<u>Maturity Date</u>	<u>Date of Issue</u>	<u>CUSIP</u>
%	March 1, 20__	April 17, 2013	238253 ____

REGISTERED OWNER: CEDE & CO.

PRINCIPAL SUM: _____ MILLION _____ HUNDRED _____
THOUSAND AND 00/100 DOLLARS (\$_____,000.00)

COUNTY OF DAUPHIN, Commonwealth of Pennsylvania (the "County"), a municipality existing under the laws of the Commonwealth of Pennsylvania and a local government unit, as defined in the Local Government Unit Debt Act, 53 Pa.C.S. § 8001 *et seq.*, as amended and supplemented (the "Debt Act"), for value received, hereby promises to pay to the registered owner of this General Obligation Bond, Series of 2013 (Federally Taxable), on the above stated maturity date, the above stated principal sum unless this Bond shall be redeemable and duly shall have been called for previous redemption and payment of the redemption price shall have been made or provided for, and to pay semiannually on March 1 and September 1 of each year (each, an "Interest Payment Date"), beginning September 1, 2013, to the registered owner hereof, interest thereon at the above stated annual rate of interest, from the Interest Payment Date next preceding the date of registration and authentication of this Bond, unless: (a) this Bond is registered and authenticated as of an Interest Payment Date, in which event this Bond shall bear interest from such Interest Payment Date; or (b) this Bond is registered and authenticated after a Record Date (hereinafter defined) and before the succeeding Interest Payment Date, in which event this Bond shall bear interest from such succeeding Interest Payment Date; or (c) this Bond is registered and authenticated prior to the Record Date preceding September 1, 2013, in which event this Bond shall bear interest from April 17, 2013; or (d) as shown by the records of the Paying Agent (hereinafter defined), interest on this Bond shall be in default, in which event this Bond shall bear interest from the date on which interest was last paid on this Bond until the principal sum hereof is paid.

The principal of this Bond is payable to the registered owner hereof in lawful moneys of the United States of America upon presentation hereof at the designated corporate trust office of Manufacturers and Traders Trust Company (the "Paying Agent"), in Harrisburg, Pennsylvania or Buffalo, New York. The term "Paying Agent", when hereinafter used, also shall include any successor paying agent under the Ordinance, hereinafter defined. Payment of the interest due hereon shall be paid to the registered owner hereof by check drawn on the Paying Agent mailed to the registered owner at his address as it appears on the bond register (the "Bond Register") maintained by the Paying Agent, as bond registrar, on the fifteenth (15th) day (whether or not a business day) next preceding such Interest Payment Date (the "Record Date"), irrespective of any transfer or exchange of this Bond subsequent to the applicable Record Date. The person in whose name this Bond is registered at the close of business on any Record Date with respect to any Interest Payment Date shall be entitled to receive the interest payable on such Interest Payment Date notwithstanding the cancellation of such Bond upon any transfer or exchange thereof subsequent to such Record Date and prior to such Interest Payment Date, except if and to the extent that the County defaults in the payment of the interest due on such Interest Payment Date, in which case such defaulted interest shall be paid to the person in whose name this Bond is registered at the close of business on a Special Record Date established by the Paying Agent, notice of which shall have been mailed to the registered owner of this Bond not less than ten (15) days prior to such proposed Record Date and not less than twenty (20) days, but not more than thirty (30) days, prior to the Interest Payment Date. Such notice shall be mailed to the persons in whose names the Bonds are registered at the close of business of the fifth (5th) day preceding the date of mailing.

If the date for payment of the principal of or interest on this Bond shall be a Saturday, Sunday, legal holiday or a day on which banking institutions in the municipality where the designated corporate trust office of the Paying Agent is located are authorized or required by law or executive order to close, then the date of such payment shall be the next succeeding day which is not a Saturday, Sunday, legal holiday or a day on which such banking institutions are

authorized or required to close, and payment on such date shall have the same force and effect as if made on the nominal date established for such payment.

This Bond is one of an initially authorized series of \$15,905,000 aggregate principal amount of general obligation bonds of the County, known as "General Obligation Bonds, Series of 2013 (Federally Taxable)" (herein, the "Bonds"), all of like tenor, except as to dates of maturity, denominations, provisions for redemption and rates of interest, and all issued in accordance with provisions of the Debt Act under and by virtue of an ordinance of the Board of Commissioners of the County duly enacted on March 13, 2013 (the "Ordinance"). The Debt Act, as such shall have been in effect when this Bond was authorized, and the Ordinance shall constitute a contract between the County and the registered owner, from time to time, of this Bond.

REDEMPTION PROVISIONS

Optional Redemption. The Bonds stated to mature on or after March 1, 20__ are subject to redemption prior to maturity at the option of the County, from time to time, in whole or in part, on or after _____ 1, 20__, at a price equal to 100% of the principal amount of the Bonds to be redeemed plus accrued interest thereon to the date fixed for optional redemption.

Mandatory Redemption. The Bonds are not subject to mandatory redemption prior to scheduled maturities.

The County, pursuant to recommendations made by the Committee on Uniform Security Identification Procedures ("CUSIP"), has caused CUSIP numbers to be printed on the Bonds, and has directed the Paying Agent to use such numbers in notices of mandatory redemption and other notices, if any, as a convenience to the Registered Owners of the Bonds. No representation is made by the County as to the accuracy of such numbers either as printed on the Bonds or as contained in any notice and reliance may be placed only on the identification number printed hereon.

This Bond shall be transferable upon books of the County kept at the aforesaid corporate trust office of the Paying Agent, by the registered owner hereof in person or by his duly authorized agent or legal representative at such corporate trust office of the Paying Agent, upon surrender hereof, together with a written instrument of transfer, in form and with guaranty of signature satisfactory to the County and the Registrar, duly executed by the registered owner hereof or his duly authorized agent or legal representative, and thereupon the County shall execute and the Paying Agent shall authenticate and deliver in the name of the transferee or transferees, a new Bond or Bonds of any authorized denomination, of the same interest rate and maturity, and in the same aggregate principal amount as the Bond so surrendered. The County and the Paying Agent may treat and consider the person in whose name this Bond is registered as the absolute owner hereof for the purpose of receiving payment of, or on account of, the principal of or redemption price hereof and interest due hereon and for all other purposes whatsoever.

The County and the Paying Agent shall not be required to: (a) issue, or register the transfer or exchange of, this Bond during a period beginning at the close of business on the fifteenth (15th) day next preceding any date of selection of Bonds to be redeemed and ending on the close of business on such date on which the applicable notice of redemption is given; or (b) register the transfer or exchange of this Bond after it has been selected for redemption, in whole or in part, until after the date fixed for redemption.

No recourse shall be had for the payment of the principal of and interest on this Bond, or for any claim based hereon or on the Ordinance against any member, officer or employee, past, present or future, of the County or of any successor body, as such, either directly or through the County or any such successor body, under any constitutional provision, statute or rule of law, or by the enforcement of any assessment or by any legal or equitable proceeding or otherwise, and all such liability of such members, officers or employees is released as a condition of and as consideration for the issuance of this Bond.

So long as The Depository Trust Company ("DTC") or its nominee, CEDE & CO., is the registered owner hereof, all payments of principal and interest on this Bond shall be payable in the manner and at the respective time of payment provided for in the Letter of Representations (the "Letter of Representations").

So long as DTC or its nominee, CEDE & CO., is the registered owner of this Bond, if all or less than all of the Bonds of a particular maturity are to be redeemed, the Paying Agent shall notify DTC within the time periods described in the Letter of Representations. If less than all of the Bonds are to be redeemed, the Bonds to be redeemed shall be selected by the County in any order the County may decide and within a maturity by lot selected by DTC. In the event DTC or its nominee, CEDE & CO., is not the registered owner of the Bonds, then the selection by lot within a maturity of the Bonds to be redeemed shall be made by the Paying Agent. Any such redemption shall be upon payment of the principal amount to be redeemed, together with accrued interest to the date fixed for redemption.

It is hereby certified that: (i) all acts, conditions and things required to be done, to happen or to be performed as conditions precedent to and in issuance of this Bond or in creation of the debt of which this Bond is evidence have been done, have happened or have been performed in due and regular form and manner, as required by law; and (ii) the debt represented by this Bond, together with any other indebtedness of the County, if any, is not in excess of any limitation imposed by the Debt Act upon the incurring of debt by the County. The County has covenanted, in the Ordinance, with the registered owners from time to time, of the Bonds which shall be outstanding, from time to time, pursuant to the Ordinance, that the County, as appropriate, shall include the amount of debt service, for each fiscal year of the County in which sums are payable, in its budget for that fiscal year, shall appropriate such amounts to the payment of such debt service and duly and punctually shall pay or shall cause to be paid the principal of this Bond and the interest thereon at the dates and place and in the manner stated herein, according to the true intent and meaning thereof; and, for such budgeting, appropriation and payment, the County has and does pledge, irrevocably, its full faith, credit and taxing power. The Debt Act provides that the foregoing covenant of the County shall be enforceable specifically.

The County, in the Ordinance, has established a sinking fund with the Paying Agent, as the sinking fund depository, into which funds for the payment of the principal of and the interest on this Bond shall be deposited not later than the date fixed for disbursement thereof. The County has covenanted in the Ordinance to make payments out of such sinking fund or out of any other of its revenues or funds, at such times and in such annual amounts, as shall be sufficient for prompt and full payment of all obligations of this Bond.

This Bond is issuable only in the form of a fully registered bond, without coupons, in the denomination of \$5,000 or any whole multiple thereof. This Bond or this Bond, together with other Bonds, at the option of the registered owner hereof, may be exchanged for an aggregate

principal amount of a registered Bond or Bonds of the same series, designation, maturity and interest rate of any authorized denomination.

This Bond shall not be entitled to any benefit under the Ordinance and shall not be valid or obligatory for any purpose until this Bond shall have been authenticated by the Certificate of Authentication endorsed hereon duly signed by or in behalf of the Paying Agent.

The owner of this Bond, by acceptance hereof, shall be deemed to have assented to all terms and conditions of the Ordinance.

IN WITNESS WHEREOF, the County of Dauphin, Pennsylvania, has caused this Bond to be duly executed in its name and on its behalf by the manual signature of the Chairman or Vice Chairman of the Board of Commissioners of the County (and may include the manual signature of any other member of the Board of Commissioners of the County) and a manual seal to be imprinted hereon and attested by the manual signature of the Chief Clerk of the County.

COUNTY OF DAUPHIN

ATTEST:

Chairman, Board of Commissioners

Chief Clerk
[SEAL]

Member, Board of Commissioners

Member, Board of Commissioners

CERTIFICATE OF AUTHENTICATION AND CERTIFICATE AS TO OPINION

It is certified that:

(i) This Bond is one of the Bonds designated therein, described in the within mentioned Ordinance; and

(ii) The Opinion of Eckert Seamans Cherin & Mellott, LLC, Harrisburg, Pennsylvania, attached hereto, is a true and correct copy of an original Opinion which was signed and dated as of the date of original delivery of the Bonds and is on file at our designated corporate trust office described in the within mentioned Ordinance where the same may be inspected.

Manufacturers and Traders Trust Company,
as Paying Agent

By: _____
Authorized Representative

DATE OF AUTHENTICATION: _____

ABBREVIATIONS

The following abbreviations, when used in the inscription on the face of this Bond, shall be construed as though they were written out in full according to applicable laws or regulations.

TEN COM - as tenants in common
TEN ENT - as tenants by the entireties
JT TEN - as joint tenants with
right of survivorship and
not as tenants in common

UNIF GIFT MIN ACT- _____ (Cust)
_____ (Minor)
under Uniform Gifts to Minors Act
_____ (State)

Additional abbreviations may also be used though not in the list above.

ASSIGNMENT AND TRANSFER

FOR VALUE RECEIVED, the undersigned hereby sells, assigns and transfers unto _____

Please insert Social Security
or other identifying number
of assignee

(Please print or typewrite name and address including postal zip code of transferee)

the within Bond and all rights thereunder, and hereby irrevocably constitutes and appoints _____ as Agent to transfer the within Bond on the books kept for registration thereof, with full power of substitution in the premises.

Dated: _____

Signature Guaranteed: _____

NOTICE: Signature(s) must be guaranteed by an approved eligible guarantor institution, an institution that is a participant in a Securities Transfer Association recognized signature guarantee program.

NOTICE: The signature to this assignment must correspond with the name as written upon the face of the Bond, in every particular, without alteration or enlargement, or any change whatever.

[END FORM OF BOND]

SECTION 26. Ratification.

The County hereby ratifies and confirms authorization to the Solicitor to the County, Joseph A. Curcillo, III, Esquire, bond counsel, Eckert Seamans Cherin & Mellott, LLC, Harrisburg, Pennsylvania, the Financial Advisor and the Purchaser to undertake the necessary steps or to take necessary action relating to the marketing and issuance of the Bonds, including but not limited to the preparation and distribution of the Preliminary Official Statement.

SECTION 27. Disclosure Covenants.

In accordance with Rule 15c2-12 (the "Rule") promulgated under the Securities Exchange Act of 1934, as amended, the County hereby covenants, with and for the benefit of the holders and beneficial owners (which shall include any person or entity that has a pecuniary interest in any of the Bonds) from time to time of the Bonds, to provide to the Municipal Securities Rulemaking Board (the "MSRB") in the manner prescribed by the MSRB (currently through the MSRB's Electronic Municipal Market Access (EMMA) System), on an annual basis, its audited General Purpose Financial Statements presented in conformity with generally accepted accounting principles (the "Financial Statements"), together with updates of that certain tabular information specified in the final Official Statement with respect to the Bonds and more fully identified (to the extent not included in the Financial Statements), commencing with the Financial Statements and tabular information for the fiscal year ending December 31, 2013. The Financial Statements and tabular information shall be provided within 275 days after the end of each fiscal year. If the Financial Statements are not independently audited, the County shall also provide independently audited Financial Statements when and if available. The County hereby also covenants, with and for the benefit of the holders and beneficial owners from time to time of the Bonds, to provide to the MSRB for disclosure through its EMMA System, (A) in a timely manner, notice of a failure to provide the required annual financial information specified above, on or before the date specified above, and (B) in a timely manner not in excess of ten (10) business days after the occurrence of any of the following events with respect to the Bonds: (i) principal and interest payment delinquencies; (ii) non-payment related defaults, if material; (iii) unscheduled draws on debt service reserves reflecting financial difficulties; (iv) unscheduled draws on credit enhancements reflecting financial difficulties; (v) substitution of credit or liquidity providers or their failure to perform; (vi) adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax status of the Bonds, or other material events affecting the tax status of the Bonds; (vii) modifications to rights of the holders of the Bonds, if material; (viii) bond calls, if material, and tender offers; (ix) defeasance of the Bonds or any portion thereof; (x) release, substitution or sale of property securing repayment of the Bonds, if material; (xi) rating changes; (xii) bankruptcy, insolvency, receivership or similar event of the obligated person; (xiii) the consummation of a merger, consolidation, or acquisition involving an obligated person or the sale of all or substantially all of the assets of the obligated person, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material; and (xiv) appointment of a successor or additional trustee or the change of name of a trustee, if material.

The County's covenants in the immediately preceding paragraph shall terminate upon legal defeasance, or other arrangement whereby the County is released from any further obligations with respect to the Bonds, prior to redemption or payment in full of all of the Bonds. If such termination occurs prior to the final maturity of the Bonds, the County shall give prompt notice of such termination to the MSRB.

Proper officers or officials of the County are hereby authorized in the name and on behalf of the County to amend or terminate, in whole or in part, any of the foregoing covenants in this Section, without the consent of the holders or beneficial owners of the Bonds, provided that (A) the amendment requires the County to provide more information than was required by this Section prior to the amendment, without diminishing in any way the obligations of the County to provide information hereunder as required by this Section prior to the amendment, or (B) the following conditions are satisfied: (i) the amendment or termination is in connection with

a change in circumstances that arises from a change in or clarification of legal requirements, change of law, or change in the identity, nature or status of an obligated person (within the meaning of the Rule) with respect to the Bonds, or the type of business conducted; (ii) such covenants, as amended, would, in the opinion of the independent nationally recognized bond counsel, have complied with the requirements of the Rule at the time of the original issuance of the Bonds, after taking into account any amendments or interpretations of the Rule, as well as any change in circumstances; and (iii) the amendment or termination either (a) is approved by the holders of the Bonds in the same manner as provided in the Debt Act for modifications of this Ordinance with the consent of such holders or (b) does not, in the opinion of independent nationally recognized bond counsel, materially impair the interests of the holders or beneficial owners of the Bonds. The County shall give prompt notice of any such amendment or termination to the MSRB. In addition, the County shall describe such amendment in the next submission of Financial Statements and shall include, as applicable, a narrative explanation of the reason for the amendment and its impact on the type (or in the case of a change of accounting principles, on the presentation) of financial information or operating data being provided by the County. If the amendment relates to the accounting principles to be followed in preparing the Financial Statements, (A) the County shall give prompt notice of such change to the MSRB and (B) the Financial Statements for the year in which the change is made shall present a comparison (in narrative form and also, if feasible, in quantitative form) between the Financial Statements as prepared on the basis of the new accounting principles and the Financial Statements prepared on the basis of the former accounting principles.

The sole remedy for a breach by the County of any of the covenants in this Section shall be an action to compel performance of such covenant. Under no circumstances may monetary damages be assessed or recovered or payment of the Bonds be accelerated, nor shall any such breach constitute a default under the Bonds. Nothing in this Section is intended as or shall be deemed a "provision of the bonds" for purposes of the Debt Act.

SECTION 28. Severability.

In the event any provision, section, sentence, clause or part of this Ordinance shall be held to be invalid, such invalidity shall not affect or impair any remaining provision, section, sentence, clause or part of this Ordinance, it being the intent of this County that such remainder shall be and shall remain in full force and effect.

SECTION 29. Repealer.

Any resolutions or ordinances, or parts thereof, not in accordance with this Ordinance are hereby repealed insofar as they conflict with this Ordinance.

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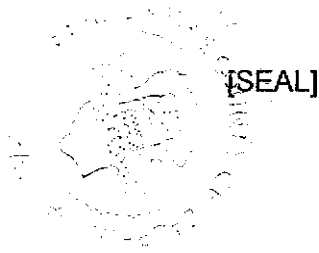
ENACTED by the Board of Commissioners of the County of Dauphin, in lawful session assembled, this 13th day of March, 2013.

COUNTY OF DAUPHIN

ATTEST:



Laura E. Evans, Esquire, Chief Clerk





Jeffrey T. Haste, Chairman
Board of Commissioners



Mike Pries, Vice Chairman
Board of Commissioners



George P. Hartwick, III, Secretary
Board of Commissioners

SCHEDULE A

COUNTY OF DAUPHIN
COMMONWEALTH OF PENNSYLVANIA
\$15,905,000 GENERAL OBLIGATION BONDS
SERIES OF 2013 (FEDERALLY TAXABLE)

MATURITY SCHEDULE

Interest Accrues From: April 17, 2013

Due: March 1, as shown below

<u>Amount</u>	<u>Year of Maturity</u>	<u>Coupon Rate</u>	<u>Priced to Yield</u>
\$ 360,000	2014	0.654%	100.000%
\$ 2,375,000	2015	0.954%	100.000%
\$ 2,380,000	2016	1.194%	100.000%
\$ 2,400,000	2017	1.568%	100.000%
\$ 2,405,000	2018	1.868%	100.000%
\$ 2,415,000	2019	2.287%	100.000%
\$ 45,000	2020	2.487%	100.000%
\$ 50,000	2021	3.017%	100.000%
\$ 50,000	2022	3.167%	100.000%
\$ 1,700,000	2023	3.317%	100.000%
\$ 1,725,000	2024	3.617%	100.000%

PURCHASE PRICE

Purchase price of \$15,793,665.00 (99.300%) represents the principal amount of the Bonds less a bond discount of \$111,335.00. All of the Bonds are priced to yield at 100%.

SCHEDULE B

**COUNTY OF DAUPHIN
COMMONWEALTH OF PENNSYLVANIA
\$15,905,000 GENERAL OBLIGATION BONDS
SERIES OF 2013 (FEDERALLY TAXABLE)**

DEBT SERVICE SCHEDULE

For

**GENERAL OBLIGATION BONDS
SERIES OF 2013 (FEDERALLY TAXABLE)**

[SEE FOLLOWING PAGE]

BOND DEBT SERVICE

County of Dauphin, Pennsylvania
 General Obligation Bonds, Series of 2013 (Federally Taxable)
 ** FINAL **

Period Ending	Principal	Coupon	Interest	Debt Service	Annual Debt Service
09/01/2013			116,956.30	116,956.30	
12/31/2013					116,956.30
03/01/2014	360,000	0.654%	157,105.48	517,105.48	
09/01/2014			155,928.28	155,928.28	
12/31/2014					673,033.76
03/01/2015	2,375,000	0.954%	155,928.28	2,530,928.28	
09/01/2015			144,599.53	144,599.53	
12/31/2015					2,675,527.81
03/01/2016	2,380,000	1.194%	144,599.53	2,524,599.53	
09/01/2016			130,390.93	130,390.93	
12/31/2016					2,654,990.46
03/01/2017	2,400,000	1.568%	130,390.93	2,530,390.93	
09/01/2017			111,574.93	111,574.93	
12/31/2017					2,641,965.86
03/01/2018	2,405,000	1.868%	111,574.93	2,516,574.93	
09/01/2018			89,112.23	89,112.23	
12/31/2018					2,605,687.16
03/01/2019	2,415,000	2.287%	89,112.23	2,504,112.23	
09/01/2019			61,496.70	61,496.70	
12/31/2019					2,565,608.93
03/01/2020	45,000	2.487%	61,496.70	106,496.70	
09/01/2020			60,937.13	60,937.13	
12/31/2020					167,433.83
03/01/2021	50,000	3.017%	60,937.13	110,937.13	
09/01/2021			60,182.88	60,182.88	
12/31/2021					171,120.01
03/01/2022	50,000	3.167%	60,182.88	110,182.88	
09/01/2022			59,391.13	59,391.13	
12/31/2022					169,574.01
03/01/2023	1,700,000	3.317%	59,391.13	1,759,391.13	
09/01/2023			31,196.63	31,196.63	
12/31/2023					1,790,587.76
03/01/2024	1,725,000	3.617%	31,196.63	1,756,196.63	
12/31/2024					1,756,196.63
	15,905,000		2,083,682.52	17,988,682.52	17,988,682.52

SCHEDULE C

COUNTY OF DAUPHIN
COMMONWEALTH OF PENNSYLVANIA
\$15,905,000 GENERAL OBLIGATION BONDS
SERIES OF 2013 (FEDERALLY TAXABLE)

REDEMPTION PROVISIONS

Optional Redemption.

The Bonds sated to mature on or after March 1, 2021 shall be subject to redemption prior to maturity, at the option of the County, as whole, or from time to time, in part, in any order of maturities as the County shall select, on March 1, 2020, or on any date thereafter, in either case, upon payment of the redemption price of 100% of the principal amount plus accrued interest to the date fixed for redemption.

Mandatory Redemption.

The Bonds are not subject to mandatory redemption prior to their stated maturities.

SCHEDULE D

COUNTY OF DAUPHIN
COMMONWEALTH OF PENNSYLVANIA
\$15,905,000 GENERAL OBLIGATION BONDS
SERIES OF 2013 (FEDERALLY TAXABLE)

COMBINED DEBT SERVICE SCHEDULE

[SEE FOLLOWING PAGE]

COUNTY OF DAUPHIN
(Commonwealth of Pennsylvania)
General Obligation Bonds, Series of 2013 (Preferably Taxable)

WRAP DEBT SERVICE SCHEDULE
(Following the Issuance of the Series of 2013 Bonds)

Year Ending Dec. 31st.	Non-Electoral Debt										Lease Rental	
	G.O. Bonds Series of 2014 (Taxable)	G.O. Bonds Series B of 2010	G.O. Bonds Series C of 2005	G.O. Bonds Series D of 2010	G.O. Bonds Series E of 2010	G.O. Bonds Series F of 2010	Bond Anticipation Note of 2010(1)	G.O. Bonds Series of 2011	G.O. Bonds Series of 2013	TOTAL REQUIREMENTS (Non-Electoral)	TOTAL REQUIREMENTS (Lease Rental)	TOTAL REQUIREMENTS (Combined)
2013	377,075	1,189,428	1,764,516	1,334,235	2,412,800	1,323,221	4,227,491	1,671,500	116,956	15,762,723	18,836,306	34,599,029
2014	379,250	1,182,835	1,768,641	1,336,085	2,433,600	1,319,221	38,973,991	1,697,100	673,034	51,113,462	18,833,357	69,946,819
2015	611,875	1,562,650	1,765,391	1,335,010	1,826,646	1,327,796		1,695,349	2,675,528	11,973,690	18,772,548	30,746,238
2016	611,125	1,560,238	1,759,641	1,336,010	1,826,646	1,326,646		1,696,106	2,654,990	11,964,763	28,398,395	40,363,158
2017	604,625	1,552,250	1,761,391	1,337,460	1,826,246	1,326,246		1,694,100	2,641,966	11,963,138	18,887,497	30,850,635
2018	608,025	1,526,500	1,766,673	1,333,210	1,825,146	1,325,146		1,694,100	2,565,609	11,948,813	18,987,494	30,936,307
2019	608,025	1,671,750	1,766,673	1,332,900	1,820,246	1,320,246		1,695,150	1,674,834	11,946,515	18,291,584	30,238,139
2020	1,766,158	2,912,250	1,758,323	1,337,663	1,819,296	1,319,296		1,695,400	1,694,400	11,946,423	16,438,631	28,385,061
2021	1,721,400	3,000,750	1,763,323	1,333,400	1,825,390	1,324,465		1,696,400	1,694,574	11,961,627	15,891,400	27,853,027
2022	1,643,525	3,039,750	1,770,710	1,335,600	1,820,285	1,320,285		1,698,000	1,790,388	11,956,833	14,683,761	26,640,594
2023			1,772,240			1,322,750		1,695,200	1,756,157	7,046,297	14,247,063	21,293,360
2024						322,188				321,888	13,791,407	14,013,295
2025						320,188				320,188	13,278,965	14,009,153
2026						322,188				322,188	12,718,649	13,540,836
2027						322,988				322,988	12,115,556	12,838,544
2028						322,988				322,988	11,585,218	12,407,895
2029						322,588				322,588	11,019,563	11,619,563
2030											10,260,477	10,260,477
2031											9,651,902	9,651,902
2032											8,843,945	8,843,945
2033												
TOTAL	786,325	8,398,178	21,190,684	22,312,413	4,846,490	25,991,348	43,201,482	29,332,800	17,988,683	186,694,263	330,990,799	506,685,062

(1) Assesses maximum interest rate of 12.00%

CERTIFICATE

I, the undersigned officer the County of Dauphin, Commonwealth of Pennsylvania ("County"), hereby certify that: (a) attached to this Certificate is a true, correct and complete copy of an ordinance (the "Ordinance") which was duly enacted at a meeting of the Board of Commissioners of the County on March 13, 2013, at which a quorum was present and acting throughout, and which was at all times open to the public; (b) the Ordinance was duly recorded in the County's Ordinance Book, and a summary of the Ordinance was published as required by law in a newspaper of general circulation in the County; (c) the County met the advance notice requirements of the Sunshine Act, 65 Pa.C.S. §701 *et seq.* by advertising the date of the meeting and posting a notice of the meeting at the public meeting place of the Board of Commissioners; (d) the total number of members of the Board of Commissioners is three; and (e) the vote upon the Ordinance was called and duly recorded upon the minutes and that the members voted in the following manner:

	Yes	No	Abstain	Absent
Jeff Haste	<u>✓</u>	<u> </u>	<u> </u>	<u> </u>
Mike Pries	<u>✓</u>	<u> </u>	<u> </u>	<u> </u>
George P. Hartwick, III	<u>✓</u>	<u> </u>	<u> </u>	<u> </u>

WITNESS my hand and seal of the County this 13th day of March, 2013.



Chief Clerk

[SEAL]