

LM 9/7/16  
RAM

COUNTY OF DAUPHIN, PENNSYLVANIA,

---

ORDINANCE NO. 5-2016

---

**INCURRING NONELECTORAL DEBT TO BE EVIDENCED BY GENERAL OBLIGATION BONDS IN THE MAXIMUM AGGREGATE PRINCIPAL AMOUNT OF EIGHT MILLION DOLLARS (\$8,000,000), TO PURCHASE THE DAUPHIN COUNTY HUMAN SERVICES BUILDING FROM THE DAUPHIN COUNTY GENERAL AUTHORITY AND CONSTRUCT RENOVATIONS AND IMPROVEMENTS THERETO, AND PAY THE COSTS OF ISSUING THE BONDS; ACCEPTING A BOND PURCHASE AGREEMENT; SETTING FORTH THE PARAMETERS, SUBSTANTIAL FORM OF AND CONDITIONS FOR ISSUING THE BONDS; PLEDGING THE FULL FAITH, CREDIT AND TAXING POWER OF THIS COUNTY TO SECURE THE BONDS; APPOINTING A PAYING AGENT AND SINKING FUND DEPOSITORY; AND AUTHORIZING RELATED DOCUMENTS AND ACTIONS.**

---

**WHEREAS**, the County of Dauphin, Pennsylvania (the "County"), is a county and political subdivision of the Commonwealth of Pennsylvania (the "Commonwealth"), and a "Local Government Unit" within the meaning of the Local Government Unit Debt Act, 53 Pa.C.S. Chs. 80-82 (the "Debt Act"), governed by its Board of County Commissioners (the "Board"); and

**WHEREAS**, The Board has determined to purchase the Dauphin County Human Services Building from the Dauphin County General Authority and to construct renovations and improvements thereto (collectively, the "Project"); and

**WHEREAS**, The Board has obtained realistic cost estimates for such Project, through bids, professional estimates or otherwise; and

**WHEREAS**, The Board contemplates issuing a series of general obligation bonds, in the maximum aggregate principal amount of Eight Million Dollars (\$8,000,000) (the "Bonds"), to undertake the Project, and pay the costs of issuing the Bonds; and

**WHEREAS,** The Board has determined that the Bonds: (a) shall be offered in a private sale by negotiation, and (b) shall be offered for sale at a net purchase price of not less than 95% nor more than 125% of the aggregate principal amount of the Bonds issued (including underwriting discount and original issue discount or premium), plus any accrued interest (the “Purchase Price”); and

**WHEREAS,** A Bond Purchase Agreement, dated September 7, 2016 (the “Proposal”), to purchase the Bonds has been received from RBC Capital Markets, LLC (the “Underwriter”), containing financial parameters for, and conditions to, the purchase and issuance of the Bonds, which are consistent with the maximum yields to maturity and maximum principal payment amounts by fiscal year set forth in **Exhibit A** attached hereto and made a part hereof (the “Bond Parameters”), which will be supplemented by an Addendum to the Proposal (the “Addendum”) containing the final terms and conditions of the sale of the Bonds, within the Bond Parameters; and

**WHEREAS,** The Board has opened, read and reviewed the Proposal and Bond Parameters, and desires to accept the Proposal, award the sale of the Bonds to the Underwriter, authorize the issuance of nonelectoral debt, and take appropriate action in connection with the Project and in accordance with the Debt Act; and

**WHEREAS,** The Board has determined to appoint Manufacturers and Traders Trust Company (“Paying Agent”), having corporate trust offices in Harrisburg, Pennsylvania, and Buffalo, New York, as paying agent and sinking fund depository for the Bonds.

**NOW, THEREFORE, BE IT ENACTED AND ORDAINED,** by the Board, as follows:

**SECTION 1.** The Board hereby authorizes and secures the issuance of the Bonds pursuant to this Ordinance, in accordance with the Debt Act, to undertake the Project. Susquehanna Group Advisors, Inc. (the “Financial Advisor”) is retained by this County as its independent municipal advisor, and Rhoads & Sinon LLP as its bond counsel, in connection with the issuance of the Bonds.

**SECTION 2.** The Board finds that it is in the best financial interests of this County to sell the Bonds in a private sale by negotiation and determines that the debt to be incurred pursuant to this Ordinance shall be nonelectoral debt.

**SECTION 3.** The expected useful lives of the facilities contemplated by the Project are not less than the final maturity date of the Bonds, with the aggregate principal amount of the Bonds equal to the separate cost of each facility being stated to mature prior to the end of

such useful life. The first stated maturity date of the Bonds shall be not more than two years from the date of issue thereof, as required by 53 Pa.C.S. Section 8142.

**SECTION 4.** The Board accepts the Proposal of the Underwriter, and the Chairman or Vice Chairman of the Board is authorized to sign the Proposal on behalf of this County. The County's Financial Advisor is hereby authorized to direct the Underwriter when to market the Bonds, and to approve the Addendum containing the final terms and conditions of the Bonds within the Bond Parameters. The Addendum to be presented by the Underwriter, so approved, shall be executed and delivered by the Chairman or Vice Chairman of the Board and included as a part of the Proposal accepted by this Ordinance.

**SECTION 5.** The Bonds, when issued, will be general obligation bonds of this County.

**SECTION 6.** The Bonds shall be issuable as one or more series, as fully registered bonds, without coupons, in denominations of \$5,000 principal amount or any integral multiple thereof.

Each of the Bonds shall bear interest from the interest payment date next preceding the date of registration and authentication of such bond, unless: (a) such bond is registered and authenticated as of any 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 next succeeding interest payment date, in which event such bond shall bear interest from such next succeeding interest payment date; or (c) such bond is registered and authenticated on or prior to the Record Date next preceding the first interest payment date, in which event such bond shall bear interest from the dated date of the Bonds; 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 to which interest was last paid on such bond. Interest on each of the Bonds shall be payable initially on a date selected by this County, and thereafter, semiannually, until the principal sum thereof is paid or provision for payment thereof duly has been made. Except as to distinguishing series or subseries, numbers, denominations, interest rates and maturity dates, the Bonds and the Paying Agent's certificates of authentication shall be substantially in the forms and shall be of the tenor and purport hereinafter set forth, with insertions and variations (including CUSIP numbers) approved by this County, the Underwriter and the Paying Agent, as may be appropriate for different series, denominations and maturity dates.

Principal, premium, if any, and interest with respect to the Bonds shall be payable in lawful money of the United States of America.

The principal of and premium, if any, on the Bonds shall be payable to the registered owners thereof or their transferees, upon presentation and surrender of the Bonds at

the place or places set forth in the Bonds. Payment of interest on the Bonds shall be made by check mailed to the registered owners thereof whose names and addresses appear at the close of business on the fifteenth (15th) day next preceding each interest payment date (the "Record Date") on the registration books maintained by the Paying Agent on behalf of this County, irrespective of any transfer or exchange of any Bonds subsequent to the Record Date and prior to such interest payment date, unless this County shall be in default in payment of interest due on such interest payment date. In the event of any such default, such defaulted interest shall be payable to the persons in whose names the Bonds are registered at the close of business on a special record date for the payment of such defaulted interest established by notice mailed by the Paying Agent on behalf of this County to the registered owners of the Bonds not less than fifteen (15) days preceding such special record date. Such notice shall be mailed to the persons in whose names the Bonds are registered at the close of business on the fifth (5th) day preceding the date of mailing.

If the date for payment of the principal of or interest on any Bonds 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 for payment of such principal or interest shall be the next succeeding day that 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.

**SECTION 7.** This County and the Paying Agent may deem and treat the persons in whose names the Bonds shall be registered as the absolute owners thereof for all purposes, whether such Bonds shall be overdue or not, and payment of the principal of, premium, if any, and interest on the Bonds shall be made only to or upon the order of the registered owners thereof or their legal representatives, but registration of a transfer of ownership may be made as herein provided. All such payments shall be valid and effectual to satisfy and discharge the liability upon the Bonds, to the extent of the sum or sums so paid, and neither this County nor the Paying Agent shall be affected by any notice to the contrary.

**SECTION 8.** Registration of the transfer of ownership of Bonds shall be made upon surrender of any of the Bonds to the Paying Agent, accompanied by a written instrument or instruments in form, with instructions, and with guaranty of signature satisfactory to the Paying Agent, duly executed by the registered owner thereof or his attorney-in-fact or legal representative. The Paying Agent shall enter any transfer of ownership of any of the Bonds in the registration books and shall authenticate and deliver, at the earliest practicable time, in the name of the transferee or transferees, a new fully registered bond or bonds of authorized denominations of the same series, maturity and interest rate for the aggregate principal amount that the registered owner is entitled to receive. Bonds may be exchanged for a like aggregate principal amount of Bonds of other authorized denominations of the same series, maturity and interest rate.

**SECTION 9.** If Bonds shall be subject to optional redemption or mandatory redemption prior to stated maturity, the County and the Paying Agent shall not be required to register the transfer of or exchange any of the Bonds then considered for redemption during the period beginning at the close of business on the fifteenth (15th) day next preceding any date of selection of such Bonds to be redeemed and ending at the close of business on the day of mailing of the notice of redemption, as hereinafter provided, or to register the transfer of or exchange any portion of any of the Bonds selected for redemption in whole or in part until after the redemption date.

**SECTION 10.** This County shall cause to be kept, and the Paying Agent shall keep, books for the registration, exchange and transfer of Bonds in the manner provided herein and therein so long as Bonds shall remain outstanding. Such registrations, exchanges and transfers shall be made without charge to bondholders, except for actual costs, including postage, insurance and any taxes or other governmental charges required to be paid with respect to the same.

**SECTION 11.** The Bonds shall bear interest, each with initial offering prices resulting in yield(s) to maturity, and principal maturing or payable upon mandatory sinking fund redemptions in the maximum annual amounts, in each fiscal year as set forth in **Exhibit A** attached hereto. The final interest rates (and yields to maturity) on the Bonds and the annual stated maturities or mandatory redemption of principal of the Bonds shall be as set forth in the Addendum accepted in accordance with Section 4 of this Ordinance, provided that the principal maturing or subject to mandatory redemption in any year shall not exceed the annual amount by fiscal year set forth in **Exhibit A**.

**SECTION 12.** The Bonds may be subject to optional redemption by this County prior to maturity, on such date or dates and under such terms as may be determined in the manner described in Section 4 hereof. The Bonds may be subject to mandatory redemption prior to maturity, to be set forth in the Addendum, not in excess of any annual principal payment amount by fiscal year set forth in **Exhibit A** attached hereto.

If the Addendum accepted in accordance with Section 4 of this Ordinance provides that any of the Bonds shall be term bonds, such Bonds (the "Term Bonds") shall be subject to mandatory redemption by the County in such annual principal amounts and on such dates as are stated in the Addendum (but not in amounts greater than set forth in **Exhibit A**), at a redemption price equal to 100% of the principal amount redeemed together with accrued interest thereon to the date fixed for redemption. Any such redemption shall be upon application of money available for the purpose in each Mandatory Sinking Fund to be established within the Sinking Fund created in accordance with this Ordinance. In lieu of any such mandatory redemption, the Paying Agent, on behalf of the County, may purchase from money in such Sinking Fund, at a price not to exceed the principal amount plus accrued interest, or the County

may tender to the Paying Agent, all or any part of the Term Bonds subject to being drawn for redemption on any such date.

In the case of any optional redemption in part of Term Bonds of any particular maturity, this County shall be entitled to designate whether the amount to be redeemed shall be credited against the principal amount of such Term Bonds due at maturity or credited against the principal amount of such Term Bonds scheduled to be called for mandatory sinking fund redemption on any particular date or dates, in each case in an integral multiple of \$5,000 principal amount.

If any of the Bonds that are subject to redemption prior to stated maturity is of a denomination larger than \$5,000, a portion of such bond may be redeemed, but only in an integral multiple of \$5,000 principal amount. For the purpose of selecting any of the Bonds for redemption, each of the Bonds subject to redemption shall be treated as representing the number of Bonds that is equal to the principal amount thereof divided by \$5,000, each \$5,000 portion thereof being subject to redemption. In the case of partial redemption of any of the Bonds, payment of the redemption price will be made only upon surrender of such bond in exchange for Bonds of authorized denominations of the same series, maturity and interest rate and in aggregate principal amount equal to the unredeemed portion of the principal amount of such bond redeemed in part.

If Bonds shall be redeemable prior to stated maturity and are to be so redeemed, notice of redemption shall be deposited in first class mail not less than thirty (30) days prior to the date fixed for redemption and shall be addressed to the registered owners of the Bonds to be redeemed at their addresses shown on the registration books kept by the Paying Agent as of the day such Bonds are selected for redemption. Such notice shall specify: (1) the series, maturity (and if Bonds having the same maturity date bear interest at different rate, the interest rate) and numbers of the Bonds or portions thereof so called for redemption; (2) the date fixed for redemption; (3) the redemption price or prices applicable to the Bonds or portions thereof to be redeemed; and (4) that on the date fixed for redemption the principal amount to be redeemed will be payable at a designated office of the Paying Agent and that after such date interest thereon shall cease to accrue. Failure to mail any such notice or any defect therein or in the mailing thereof shall not affect the validity of any proceeding for redemption of other Bonds so called for redemption as to which proper notice has been given.

If at the time of mailing of a notice of redemption this County shall not have deposited with the Paying Agent, as sinking fund depository, money sufficient to redeem all Bonds called for redemption, the notice of redemption shall state that it is conditional, i.e., that it is subject to the deposit of sufficient redemption money with the Paying Agent not later than the redemption date, and such notice shall be of no effect unless such money is so deposited. If the Bonds to be called for redemption shall have been refunded, money sufficient to redeem such Bonds shall be deemed to be on deposit with the Paying Agent for the purposes of this Section,

and the notice of redemption need not state that it is conditional, if the redemption money has been deposited irrevocably with another bank or bank and trust company which shall have been given irrevocable instructions to transfer the same to the Paying Agent not later than the redemption date.

On the date designated for redemption, notice having been provided as aforesaid and money for payment of the principal, redemption premium, if any, and accrued interest being held by the Paying Agent, interest on the Bonds or portions thereof so called for redemption shall cease to accrue and such Bonds or portions thereof so called for redemption shall cease to be entitled to any benefit or security under this Ordinance, and registered owners of such Bonds or portions thereof so called for redemption shall have no rights with respect thereto, except to receive payment of the principal to be redeemed and accrued interest thereon to the date fixed for redemption, together with the redemption premium, if any.

If the redemption date for any Bonds 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 for payment of the principal, premium, if any, and interest upon such redemption shall be the next succeeding day that 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 of redemption.

**SECTION 13.** This County appoints the Paying Agent as the paying agent with respect to the Bonds and directs that the principal of, premium, if any, and interest on the Bonds shall be payable at a designated corporate trust office of the Paying Agent, in lawful money of the United States of America.

Any corporation or association into which the Paying Agent, or any appointed successor to it, may be merged or converted or with which it, or any appointed successor to it, may be consolidated, or any corporation or association resulting from any merger, conversion or consolidation to which the Paying Agent shall be a party, or any corporation or association to which the Paying Agent, or any appointed successor to it, sells or otherwise transfers all or substantially all of its corporate trust business, including its functions under this Ordinance, shall be the successor paying agent hereunder, without the execution or filing of any paper or any further act on the part of the County, and thereafter references herein to the "Paying Agent" shall refer to such resulting corporation or association, or to such transferee, as the case may be.

If the Paying Agent at any time shall resign or shall be removed by the County, the Board of County Commissioners shall appoint a successor paying agent that is duly qualified in accordance with the Act to serve as paying agent for the Bonds and sinking fund depository with respect to the Sinking Fund created herein, and the principal of, redemption premium, if any, and interest on the Bonds shall be payable, when due, at a designated office of the successor

paying agent located in the Commonwealth and at such additional payment offices as the successor paying agent shall designate. Upon acceptance of such appointment and the transfer by the Paying Agent to the successor paying agent of the appropriate documents, records, and funds, references herein to the "Paying Agent" shall thereafter refer to such successor paying agent.

**SECTION 14.** The form of the Bonds, including the form of Assignment and the form of the Paying Agent's Certificate, shall be substantially as set forth in **Exhibit B**, which is attached hereto and made part hereof, with appropriate insertions, omissions and variations.

**SECTION 15.** The Bonds shall be executed in the name of and on behalf of this County by at least two members of the Board, and the official seal or a facsimile of the official seal of this County shall be affixed thereto and the manual or facsimile signature of the Chief Clerk of the Board shall be affixed thereto in attestation thereof.

**SECTION 16.** No bond constituting one of the Bonds shall be entitled to any benefit under this Ordinance nor shall it be valid, obligatory or enforceable for any purpose until such bond shall have been registered and authenticated by the Certificate of Authentication endorsed thereon duly signed by the Paying Agent; and the Paying Agent is authorized to register and authenticate the Bonds in accordance with the provisions hereof.

**SECTION 17.** This County covenants to and with registered owners, from time to time, of the Bonds that shall be outstanding, from time to time, pursuant to this Ordinance, that this County shall: (i) include the amount of the debt service on the Bonds, for each fiscal year of this County in which the sums are payable, in its budget for that year, (ii) appropriate those amounts from its general revenues for the payment of the debt service, and (iii) duly and punctually pay or cause to be paid from the Sinking Fund (hereinafter identified) or any other of its revenues or funds the principal of and interest on each of the Bonds at the dates and places and in the manner stated therein, according to the true intent and meaning thereof; and, for such budgeting, appropriation and payment, this County shall and does pledge, irrevocably, its full faith, credit and taxing power. As provided in the Debt Act, the foregoing covenant of this County shall be specifically enforceable.

**SECTION 18.** There is created, pursuant to the requirements of the Debt Act, one or more sinking funds for the Bonds (collectively, the "Sinking Fund") including, if applicable, for multiple series or subseries, or mandatory sinking funds. Each Sinking Fund shall be administered in accordance with the Debt Act.

If any of the Bonds shall be Term Bonds, as specified in the Addendum accepted in accordance with Section 4, a separate fund or account shall be created within and as a part of a Sinking Fund and designated as a "Mandatory Sinking Fund." The Paying Agent, as the sinking fund depository, shall make deposits into the Mandatory Sinking Fund, from funds deposited by



the County into the Sinking Fund, in such amounts and on such dates as money shall be required for the payment upon stated maturity of the Term Bonds that shall be outstanding, if any, on their stated maturity date, and to mandatory redemption prior to stated maturity of such Term Bonds on such dates and in such amounts as are specified in the Addendum.

The Paying Agent, so long as any Term Bonds shall remain outstanding, or as soon after such date as shall suit the convenience of the Paying Agent and shall allow sufficient time for mailing of the requisite notice of redemption, shall select or draw, by lot, in a fair and equitable manner, a principal amount of Term Bonds of the appropriate maturity equal to the amount then required to be redeemed. The Paying Agent shall, upon selection of Term Bonds of the appropriate maturity so to be called for redemption prior to maturity, mail the requisite notice of redemption on behalf of the County. The County covenants to assume and to pay all costs and expenses related to the mandatory redemption of such Term Bonds.

The amount required to be deposited in the Mandatory Sinking Fund on any given date shall be reduced by the principal amount of any Term Bonds of the appropriate maturity that shall have been purchased or tendered in lieu of mandatory redemption in the immediately preceding period, as provided in Section 12 hereof, and the amount of any Term Bonds of the appropriate maturity that have been called for earlier optional redemption which the County has elected to credit against the amount of Term Bonds to be redeemed on such date, as provided in Section 12 hereof.

The principal amount of Term Bonds to be retired from money available in the Mandatory Sinking Fund shall be paid by the Paying Agent, as the sinking fund depository, in the usual and customary manner, from such money available in the Mandatory Sinking Fund.

**SECTION 19.** This County appoints the Paying Agent as the sinking fund depository with respect to the Sinking Fund.

**SECTION 20.** This County covenants to make payments out of the 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 the Bonds when due.

**SECTION 21.** The Board hereby authorizes the preparation of a Preliminary Official Statement for use in the marketing of the Bonds and authorizes the Director of Finance of the County to approve the form of such Preliminary Official Statement and the form of a final Official Statement with respect to the Bonds of the County, with such insertions and amendments as shall be necessary or appropriate to reflect the final terms and provisions of the Bonds, the accepted Proposal and this Ordinance. The Board authorizes the Chairman of the Board to affix his signature to the final Official Statement approved as described above, and such execution of the final Official Statement shall constitute conclusive evidence of the approval thereof by the Board.

**SECTION 22.** The Chairman or Vice Chairman of the Board and the Chief Clerk, respectively, are authorized and directed, as required, necessary and/or appropriate: (a) to prepare, to certify and to file with the Department the debt statement required by the Debt Act; (b) to prepare and to file with the Department any statements required by the Debt Act that are necessary to qualify all or any portion of the debt of this County that is subject to exclusion as self-liquidating or subsidized debt for exclusion from the appropriate debt limit of this County as self-liquidating or subsidized debt; (c) to prepare and to file the application with the Department, together with a complete and accurate transcript of the proceedings for the required approval relating to the debt, of which debt the Bonds, upon issue, will be evidence, as required by the Debt Act; (d) to pay or to cause to be paid to the Department all proper filing fees required in connection with the foregoing; and (e) to take other required, necessary and/or appropriate action.

The Board authorizes and directs that an appropriate borrowing base certificate be prepared for filing with the Department as required by the Debt Act. The Chairman or Vice Chairman of the Board and the Chief Clerk are hereby authorized to prepare and to execute, or to authorize the preparation and execution of such borrowing base certificate.

**SECTION 23.** If applicable, as determined from the Addendum, the Board authorizes and directs the purchase of municipal bond guaranty insurance with respect to the Bonds. The officers and agents of the County are authorized and directed to take all required, necessary and/or appropriate action with respect to such insurance, as contemplated in the Addendum, including the payment of the premium of such insurance.

**SECTION 24.** Officers and agent of the County are authorized and directed to contract with the Paying Agent for its services as paying agent for the Bonds and as sinking fund depository in connection with each Sinking Fund established for the Bonds.

**SECTION 25.** It is declared that the debt to be incurred hereby, together with any other indebtedness of this County, is not in excess of any limitation imposed by the Debt Act upon the incurring of debt by this County.

**SECTION 26.** The officers and agents of this County are authorized to deliver the Bonds and to authorize payment of all costs and expenses associated with issuance of the Bonds as provided for in the Proposal, but only after the Department has certified its approval pursuant to the provisions of the Debt Act or at such time when the filing authorized to be submitted to the Department pursuant to the Debt Act shall be deemed to have been approved pursuant to applicable provisions of the Debt Act.

**SECTION 27.** This County covenants to and with purchasers of the Bonds (or any portion thereof intended to be exempt from federal taxation) that it will make no use of the

proceeds of such Bonds, or of any other obligations deemed to be part of the same "issue" as any portion of such Bonds under applicable federal tax regulations, that will cause such Bonds to be or become "arbitrage bonds" within the meaning of Section 103(b)(2) and Section 148 of the Internal Revenue Code of 1986, as amended (the "Code"), and the regulations implementing said Sections that duly have been published in the Federal Register or any other regulations implementing said Sections, and this County further covenants to comply with all other requirements of the Code if and to the extent applicable to maintain continuously the Federal income tax exemption of interest on such Bonds.

This County further covenants to and with purchasers of the Bonds that it will make no use of the proceeds of the Bonds, of the proceeds of any other obligations deemed to be part of the same "issue" as the Bonds under applicable federal tax regulations, or of any property or facilities financed with the proceeds of the Bonds or of any such other obligations deemed to be part of the same "issue" as the Bonds, that will cause the Bonds to be or become "private activity bonds" within the meaning of Section 141 of the Code and the regulations implementing said Sections that duly have been published in the Federal Register, and this County further covenants to comply with all other requirements of the Code if and to the extent applicable to maintain continuously the Federal income tax exemption of interest on the Bonds.

If applicable, the Chairman or Vice Chairman of the Board is authorized to represent in a certificate delivered when the Bonds are issued, if appropriate, that this County does not then reasonably expect to issue tax-exempt obligations that, together with all tax-exempt obligations reasonably expected to be issued by all entities that issue bonds on behalf of this County and all "subordinate entities" (within the meaning of Section 265(b)(3)(E) of the Code) of this County, in the aggregate, will exceed Ten Million Dollars (\$10,000,000) (excluding obligations issued to refund (other than to advance refund) any obligation to the extent that the amount of the refunding obligation does not exceed the outstanding amount of the refunded obligation) in the calendar year of issuance and, accordingly, thereby designate the Bonds (to the extent they are not "deemed designated" under Section 265(b)(3)(D)(ii) of the Code), on behalf of this County, as "qualified tax-exempt obligations," as defined in Section 265(b)(3)(B) of the Code, for the purposes and effect contemplated by Section 265 of the Code.

**SECTION 28.** This County shall enter into, and hereby authorizes and directs the Chairman or Vice Chairman of the Board to execute, a Continuing Disclosure Certificate (the "Certificate") on behalf of this County on or before the date of issuance and delivery of the Bonds. Such Certificate shall be executed and delivered to satisfy the terms and conditions of the accepted Proposal for sale of the Bonds and Securities and Exchange Commission Rule 15c2-12, and shall be substantially in the form presented to this meeting, which is hereby approved, together with any changes therein made and approved by the executing officer of the Board, whose execution and delivery thereof shall constitute conclusive evidence of such approval. A copy of the Certificate shall be filed with the Chief Clerk and shall be and hereby is made part of this Ordinance.

This County hereby covenants and agrees that it will comply with and carry out all of the provisions of the Certificate. Notwithstanding any other provision of this Ordinance, failure of this County to comply with the Certificate shall not be considered an event of default with respect to the Bonds; however, any registered owner of the Bonds may take such actions as may be necessary and appropriate, including seeking mandamus or specific performance by court order, to cause this County to comply with its obligations under this Section and such Certificate.

**SECTION 29.** The Bonds shall be made available for purchase under a book-entry only system available through The Depository Trust Company, a New York corporation (“DTC”). If applicable, at or prior to settlement for the Bonds, this County and the Paying Agent shall execute or signify their approval of a Representation Letter in substantially the form on file with DTC (the “Representation Letter”). The appropriate officers of this County and the Paying Agent shall take such action as may be necessary from time to time to comply with the terms and provisions of the Representation Letter, and any successor paying agent for the Bonds, in its written acceptance of its duties under this Ordinance, shall agree to take any actions necessary from time to time to comply with the requirements of the Representation Letter.

**SECTION 30.** Notwithstanding the foregoing provisions of this Ordinance, the Bonds shall initially be issued in the form of one fully-registered bond for the aggregate principal amount of the Bonds of each maturity, and the following provisions shall apply with respect to the registration, transfer and payment of the Bonds:

(a) Except as provided in subparagraph (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 of the same series, interest rate and maturity registered in the name of such nominee or nominees of DTC.

(b) No person other than DTC or its nominee shall be entitled to receive from this County or the Paying Agent either a Bond or any other evidence of ownership of the Bonds, or any right to receive any payment in respect thereof, unless DTC or its nominee shall transfer record ownership of all or any portion of the Bonds on the registration books (the “Register”) maintained by the Paying Agent in connection with discontinuing the book-entry system as provided in subparagraph (g) below or otherwise.

(c) So long as any Bonds 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 accordance with the Representation Letter on the dates provided for such payments under this Ordinance. Each such payment to DTC or its nominee shall be valid and effective to fully discharge all liability of this County or the Paying Agent with respect

to the principal or redemption price of or interest on the 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 Bonds so redeemed, but DTC (or its nominee) may retain such Bonds and make an appropriate notation on the 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.

(d) This 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 holders of Bonds under this Ordinance, registering the transfer of Bonds, obtaining any consent or other action to be taken by holders of Bonds and for all other purposes whatsoever; and neither this County nor the Paying Agent shall be affected by any notice to the contrary. Neither this County nor the Paying Agent shall have any responsibility or obligation to any participant in DTC, any person claiming a beneficial ownership interest in the Bonds under or through DTC or any such participant, or any other person which is not shown on the Register as being a registered owner of Bonds, with respect to (1) the Bonds, (2) the accuracy of any records maintained by DTC or any such participant, (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, (4) any notice which is permitted or required to be given to holders of the Bonds under this Ordinance, (5) the selection by DTC or any such participant of any person to receive payment in the event of a partial redemption of the Bonds, and (6) any consent given or other action taken by DTC as holder of the Bonds.

(e) 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 holders of such Bonds under this Ordinance shall be given to DTC as provided in the Representation Letter.

(f) In connection with any notice or other communication to be provided to holders of Bonds pursuant to this Ordinance by this County or the Paying Agent with respect to any consent or other action to be taken by holders of Bonds, 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 this County or the Paying Agent may establish a special record date for such consent or other action. This County or the Paying Agent shall give DTC notice of such special record date not less than 15 calendar days in advance of such special record date to the extent possible.

(g) The book-entry only system for registration of the ownership of the Bonds may be discontinued at any time if either (1) after notice to this 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, this County determines that continuation of the system of book-entry transfers through DTC (or through a successor securities depository) is not in the best interests of this County. In either of such events (unless in the case described in clause (2) above, this 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 this County or the Paying Agent for the accuracy of such designation. Whenever DTC requests this County and the Paying Agent to do so, this 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 31.** There is hereby authorized a construction fund for the Project (the "Construction Fund"), into which the net proceeds of Bonds for the Project shall be deposited. Any money in the Construction Fund not required for prompt expenditure may be deposited or invested in accordance with 53 Pa.S.C. §8224 or other applicable law.

**SECTION 32.** The Chairman or Vice Chairman of the Board, the Chief Clerk and other officers and agents of this County, are authorized and directed to perform such acts as may be necessary to facilitate the settlement for the Bonds.

**SECTION 33.** Any reference in this Ordinance to an officer or member of this County shall be deemed to refer to his or her duly qualified successor in office, or other authorized representative, if applicable.

**SECTION 34.** 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 35.** All Ordinances or parts of Ordinances, insofar as the same shall be inconsistent herewith, shall be and the same expressly are repealed.

**SECTION 36.** This Ordinance shall be effective in accordance with the Debt Act.

**DULY ENACTED AND ORDAINED**, by the Board of County Commissioners, of the County of Dauphin, Pennsylvania, in lawful session duly assembled, this 7<sup>th</sup> day of September, 2016.

COUNTY OF DAUPHIN, PENNSYLVANIA

By:  \_\_\_\_\_  
Commissioner

By:  \_\_\_\_\_  
Commissioner

By:  \_\_\_\_\_  
Commissioner

ATTEST:

 \_\_\_\_\_  
Chief Clerk of the Board  
of County Commissioners

(SEAL)