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COUNTY OF DAUPHIN, PENNSYLVANIA

ORDINANCE NO. 1-2019

OF THE BOARD OF COUNTY COMMISSIONERS OF THIS COUNTY AUTHORIZING THE ISSUANCE OF AND SECURING A REVENUE NOTE OF THIS COUNTY, IN THE MAXIMUM PRINCIPAL AMOUNT OF \$1,376,000, PURSUANT TO THE PENNSYLVANIA LOCAL GOVERNMENT UNIT DEBT ACT, TO PROVIDE FUNDS FOR AND TOWARD: (1) THE CURRENT REFUNDING OF THIS COUNTY'S SERIES 2006-A NOTE, AND (2) THE PAYMENT OF RELATED COSTS AND EXPENSES; ACCEPTING A PROPOSAL FOR THE PURCHASE OF THE NOTE, AT PRIVATE SALE BY NEGOTIATION, AND AWARDING THE NOTE; FIXING THE SUBSTANTIAL FORM AND TERMS OF THE NOTE; AUTHORIZING OFFICERS OF THIS COUNTY TO TAKE CERTAIN ACTIONS AND TO SIGN RELATED DOCUMENTS; CREATING A SINKING FUND AND APPOINTING A SINKING FUND DEPOSITORY FOR THE NOTE; AND PLEDGING CERTAIN REVENUES OF THE COUNTY IN SUPPORT OF THE NOTE.

WHEREAS, the County of Dauphin, Pennsylvania (the "County"), is a county of the Commonwealth of Pennsylvania (the "Commonwealth") and is governed by its Board of County Commissioners (the "Board"); and

WHEREAS, the Board previously authorized the issuance of the County's Series 2006-A Note, numbered B-04-UC-42-0009 to the U.S. Department of Housing and Urban Development (the "2006 Note"); and

WHEREAS, this County issued and delivered the 2006 Note, and the 2006 Note remains outstanding; and

WHEREAS, the Board has determined to refund the outstanding principal of and accrued interest on the 2006 Note; and

WHEREAS, the Board, in contemplation of the sale and issuance of a revenue note of the County, in the maximum principal amount of \$1,376,000 (the "Note"), to provide funds for the Project (hereinafter defined), determined that such revenue note: (a) should be offered for sale at private sale by negotiation; and (b) should be offered for sale at a price of not less than 100% of the principal amount thereof; and

WHEREAS, the Board received a proposal for the purchase of the Note (the "Proposal") from the U.S. Department of Housing and Urban Development (the "Lender"); and

WHEREAS, the Board desires to accept the Proposal of the Lender, to award the Note to the Lender, at private sale, and to incur nonelectoral debt in the maximum amount of \$1,376,000, in connection with the Project (hereinafter defined), pursuant to provisions of the Act.

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

SECTION 1. This County does authorize and direct the issuance of a revenue note of this County, pursuant to and secured by this Ordinance, in the maximum principal amount of \$1,376,000, in accordance with the Act, to provide funds for: (1) a refunding project consisting of currently refunding and retiring the 2006 Note (the "Refunding Project"); and (2) paying related costs and expenses of such Refunding Project (collectively, the "Project"), provided, however, that the purposes of the Project may be changed as provided in the Act.

SECTION 2. This County expresses its finding that it is in the best financial interests of this County to sell the Note at private sale by negotiation and determines that the debt, of which the Note shall be evidence, to be incurred pursuant to this Ordinance shall be nonelectoral debt of this County.

SECTION 3. A brief description of the Project for which debt, of which the Note shall be evidence, is to be incurred is set forth in Section 1. The Refunding Project is authorized and permitted under and pursuant to Section 8241(b)(1) of the Act. The useful lives of the capital projects financed or refinanced by the Note are at least eight years (8) years. The first maturity of principal of the Note will not be deferred beyond two years from the issue date of the Note. The 2006 Note shall be retired concurrently or within 90 days of the issuance date of the Note.

SECTION 4. This County shall and does accept the Proposal of the Lender to purchase the Note. The Note shall be issued to the Lender, in accordance with terms and conditions of the Proposal, an original of which is on file with the Chief Clerk of the Board, at private sale, at a dollar price of \$1,376,000 (100% of principal amount), the Lender having submitted such bid or proposal in accordance with provisions of the Act.

SECTION 5. The Note, when issued, will be a revenue note of this County.

SECTION 6. The Note shall mature on August 1, 2026 and the Note shall bear interest at the rate per annum and shall be payable as to principal and interest installments in the maximum amounts set forth on Exhibit "A" hereto, and as set forth in the Proposal and in the Note. The Note shall be registered in form, shall be numbered, shall be dated as of the date of delivery thereof to the Lender, and shall bear interest from the date of delivery thereof to the Lender, until maturity or until any earlier date upon which the principal amount of the Note is paid in full or, in the event that the Note duly shall have been called for previous redemption, in full, and payment of the redemption price thereof shall have been made or provided for, until the date fixed for redemption.

SECTION 7. The Note shall be subject to redemption prior to maturity until the Conversion Date, as defined in the Note, at the option of this County, as a whole, on any date, upon payment of the principal amount thereof, together with accrued interest to the date fixed for redemption.

Any redemption, as hereinbefore authorized, in whole, shall be upon written notice addressed to the registered owner thereof at the time of such redemption, as such registered owner and address shall appear on the books of this County to be kept by the Bank of New York Mellon Trust Company, N.A., as paying agent (the "Paying Agent"), for such purpose, by deposit of such written notice in the United States mail at least fourteen (14) days prior to the date designated for redemption. On the date designated for redemption, notice having been given as aforesaid, and money for payment of the principal and accrued interest being held by the Paying Agent, interest on the Note so called for redemption or on any part of the principal of the Note selected for redemption shall cease to accrue. If the principal of the Note has been called for redemption in full, the Note shall cease to be entitled to any benefit or security under this Ordinance, and the registered owner of the Note shall have no rights with respect to the Note, except to receive payment of the principal of and accrued interest on the Note to the redemption date.

SECTION 8. The principal of and interest on the Note shall be payable at the principal office or at any branch office of the Paying Agent in lawful money of the United States of America.

SECTION 9. The form of the Note and the form of the Registration Record for the Note shall be substantially as set forth in Exhibit "B" attached hereto and made part hereof, with appropriate insertions, omissions, and variations.

SECTION 10. The Note shall be executed in the name of and on behalf of this County by the manual signature of the Chairman or Vice Chairman of the Board and the official seal of this County shall be affixed thereto and the manual signature of the Chief Clerk of the Board shall be affixed thereto in attestation thereof; and said officers are authorized to execute and to attest, as applicable, the Note, as aforesaid.

SECTION 11. This County covenants to and with registered owners, from time to time, of the Note, from time to time, pursuant to this Ordinance, that this County: (i) shall include the amount of the debt service for the Note, for each fiscal year of this County in which such sums are payable, in its budget for that fiscal year; (ii) shall appropriate such amounts from the Pledged Revenues, as hereinafter defined, for the payment of such debt service; and (iii) shall duly and punctually pay or cause to be paid from the sinking fund created pursuant to Section 13 hereof or the Pledged Revenues, as hereinafter defined, the principal of the Note and the interest thereon at the dates and place and in the manner stated therein, according to the true intent and meaning thereof.

SECTION 12. As security for the Note, the County does hereby irrevocably assign and pledge to the Lender, and any subsequent registered owners from time to time of the Note outstanding pursuant to this Ordinance, all right, title and interest of the County in and to all present and future Community Development Block Grants received by the County pursuant to 24 CFR 570.705(b)(2) (the "Pledged Revenues").

SECTION 13. There is created, pursuant to Section 8221 of the Act, a sinking fund for the Note, to be known as "Sinking Fund - Revenue Note, Series 2019-A," which sinking fund shall be administered in accordance with applicable provisions of the Act.

SECTION 14. This County appoints the Paying Agent as the sinking fund depository with respect to the sinking fund created pursuant to Section 13.

SECTION 15. This County covenants to make payments out of the sinking funds created pursuant to Section 13 or out of any other of its revenues or funds, at such times and in such amounts, as shall be sufficient for prompt and full payment of all obligations of the Note when due.

SECTION 16. The Chairman or Vice Chairman and the Chief Clerk, respectively, of the Board of this County, which shall include their duly qualified successors in office, if applicable, are authorized and directed: (a) to prepare, to certify, and to file with the Department the debt statement required by the Act; (b) to prepare and to file the application with the Department, together with a complete and accurate transcript of the proceedings relating to the incurring of debt, of which debt the Note, upon issue, will be evidence, as required by the Act; (c) to prepare and to file, if applicable, any statements required by the Act that are necessary to qualify all or any portion of nonelectoral or lease rental debt of this County that is subject to exclusion as self-liquidating or subsidized debt for exclusion from the appropriate debt limit as self-liquidating or subsidized debt; (d) to pay or to cause to be paid to the Department all proper filing fees required by the Act in connection with the foregoing; and (e) to take other required, necessary, or appropriate action.

Said officers of this County are authorized and directed to prepare an appropriate borrowing base certificate to be appended to the debt statement authorized herein.

SECTION 17. The Note has been sold, as set forth in this Ordinance, at private sale by negotiation, as permitted by the Act.

SECTION 18. The Chairman or Vice Chairman and the Chief Clerk, respectively, are authorized and directed to contract with the Paying Agent for its services as sinking fund depository in connection with the sinking fund created pursuant to Section 13, and as paying agent in connection with the Note.

SECTION 19. It is declared that the debt to be incurred hereby, together with any other indebtedness of this County, is not in excess of any applicable limitation imposed by the Act upon the incurring of debt by this County, which is evidenced by the Note.

SECTION 20. The Chief Clerk of the Board is authorized and directed to deliver the Note, after execution and attestation thereof as provided for herein, to the Lender, as provided in the Proposal, but only upon receipt of proper payment of the balance due therefor, if any, and only after the Department has certified its approval pursuant to Section 8204 of the Act.

SECTION 21. Proper officers of this County are authorized and directed to prepare, to certify and to execute such certificates, instruments and documents related to the Note as shall be required by the Lender.

SECTION 22. 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 23. All ordinances or parts of ordinances, insofar as the same shall be inconsistent herewith, shall be and the same expressly are repealed.

SECTION 24. This Ordinance shall be effective in accordance with Section 8003 of the Act.

DULY ENACTED AND ORDAINED, by at least two members of the Board of
County Commissioners of the County of Dauphin, Pennsylvania, in lawful session duly assembled,
this 30th day of January, 2019.


COUNTY OF DAUPHIN,
PENNSYLVANIA

By: 
County Commissioner

By: 
County Commissioner

By: 
County Commissioner

ATTEST:


Chief Clerk of the Board of County
Commissioners

(SEAL)