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ORDINANCE
OF THE
COUNTY OF DAUPHIN
COMMONWEALTH OF PENNSYLVANIA

ORDINANCE NO. #2-2022
Enacted: March 23, 2022

APPROVING A CERTAIN PROJECT BEING UNDERTAKEN BY THE DAUPHIN COUNTY GENERAL AUTHORITY, CONSISTING, *INTER ALIA*, OF THE CURRENT REFUNDING OF THE AUTHORITY'S OUTSTANDING (TAXABLE) COUNTY GUARANTEED REVENUE REFUNDING BOND, SERIES A OF 2016; DESCRIBING THE PROJECTS FOR WHICH SUCH PRIOR BOND WAS ISSUED, AND CONFIRMING THE ESTIMATED USEFUL LIFE THEREOF; AUTHORIZING THE INCURRENCE OF LEASE RENTAL DEBT BY THE COUNTY IN THE MAXIMUM PRINCIPAL AMOUNT OF \$7,600,000 EVIDENCED BY THE GUARANTY AGREEMENT, IN CONNECTION WITH THE (TAXABLE) COUNTY GUARANTEED REVENUE REFUNDING BOND, SERIES OF 2022 BEING ISSUED BY THE AUTHORITY; AUTHORIZING OFFICERS OF THE COUNTY TO PREPARE AND CERTIFY A DEBT STATEMENT AND BORROWING BASE CERTIFICATE AND DIRECTING THE OFFICERS OF THE COUNTY TO FILE SUCH STATEMENT AND BORROWING BASE CERTIFICATE, TOGETHER WITH A CERTIFIED COPY OF THIS ORDINANCE AND PROOFS OF PUBLICATION, WITH THE PENNSYLVANIA DEPARTMENT OF COMMUNITY AND ECONOMIC DEVELOPMENT AND TO PAY ANY NECESSARY FILING FEES; APPROVING THE FORM OF GUARANTY AGREEMENT AND AUTHORIZING AND DIRECTING THE EXECUTION AND DELIVERY THEREOF; STATING THE MAXIMUM ANNUAL AMOUNTS OF PRINCIPAL AND INTEREST TO BE PAID UNDER THE GUARANTY AGREEMENT, COVENANTING THE PAYMENT THEREOF AND PLEDGING THE FULL FAITH, CREDIT AND TAXING POWER OF THE COUNTY THEREFOR; AUTHORIZING THE OFFICIALS OF THE COUNTY TO TAKE OTHER APPROPRIATE ACTION; REPEALING ALL ORDINANCES INCONSISTENT HERewith; SEVERABILITY OF PROVISIONS AND STATING EFFECTIVE DATE

WHEREAS, the County of Dauphin (the "County"), is a county of the third class existing under the laws of the Commonwealth of Pennsylvania (the "Commonwealth"), 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 is governed by its Board of Commissioners (the “Governing Body”); and

WHEREAS, the Dauphin County General Authority (the “Authority”) is a body corporate and politic organized by the County and existing under the Pennsylvania Municipality Authorities Act, 53 Pa. Cons. Stat. §§ 5601-5622 (2005) (the “Act”); and

WHEREAS, in order to refinance certain projects relating to the Dauphin Highlands eighteen-hole municipal golf course, owned by the Authority and situated in the Township of Swatara and the Borough of Steelton, Dauphin County, Pennsylvania (the “Facility”), the Authority has heretofore issued its (Taxable) County Guaranteed Revenue Refunding Bond, Series A of 2016 (the “2016A Bond”), under and pursuant to a Trust Indenture dated as of May 26, 1993, as amended and supplemented (the “Existing Indenture”), with The Bank of New York Mellon Trust Company, N.A., as successor trustee (the “Trustee”); and

WHEREAS, the 2016A Bond was issued to undertake the refunding of the Authority’s outstanding (Taxable) County Guaranteed Revenue Refunding Bond, Series A of 2011, which was issued to undertake the refunding of the Authority’s outstanding Tax-Exempt County Guaranteed Revenue Refunding Bonds, Series A of 2005, which were issued to undertake the refunding of the Authority’s outstanding Tax-Exempt County Guaranteed Revenue Bonds, Series of 1993, which were issued to finance the construction of the Facility; and

WHEREAS, pursuant to authorization contained in the Existing Indenture, the Authority desires to undertake a certain authorized project, consisting, *inter alia*, of the current refunding of the Authority’s outstanding 2016A Bond (the “Refunding Project”); and

WHEREAS, the Authority has determined to issue its (Taxable) County Guaranteed Revenue Bond, Series of 2022, in the maximum principal amount of \$7,600,000 (the “2022 Bond”), to provide funds for the Refunding Project and to pay the costs incidental thereto and of issuing the 2022 Bond (collectively, the “Project”); and

WHEREAS, the Authority has engaged RBC Capital Markets, LLC (the “Placement Agent”) to act as placement agent for the Authority in connection with the issuance and private placement of the 2022 Bond; and

WHEREAS, the Authority in consultation with the Placement Agent has obtained a realistic estimate of the remaining useful life of the Facility, which is estimated to be at least thirty (30) years; and

WHEREAS, to accomplish the Refunding Project, the Authority will deposit a portion of the proceeds of the 2022 Bond in the Debt Service Fund – Series A of 2016 Bond Account, created under the Existing Indenture, or such other account as designated by the Authority in the Eighth Supplemental Indenture (hereinafter defined), which proceeds, together with such other funds as may be made available by the Authority for such purpose, will be sufficient to enable the Trustee to make all payments of the principal or redemption price of, and interest becoming due or accruing on, the 2016A Bond and to pay all other charges and sums due under the Existing Indenture in connection therewith; and

WHEREAS, the 2022 Bond will be issued under and secured by the Existing Indenture, as amended and supplemented by an Eighth Supplemental Indenture thereto (the "Eighth Supplemental Indenture" and together with the Existing Indenture, the "Indenture") from the Authority to the Trustee; and

WHEREAS, in order to further secure the payment of the principal of, and interest on, the 2022 Bond, the County and the Authority will enter into a Guaranty Agreement (the "Guaranty"), with the Trustee, as authorized by the Debt Act, providing for the unconditional guarantee by the County of the timely payment of the principal of, and interest on, the 2022 Bond and the pledge by the County of its full faith, credit and taxing power to discharge all of its obligations under the Guaranty; and

WHEREAS, the 2022 Bond will be purchased by a bank or bank and trust company to be selected by the Authority (the "Bank") pursuant to a request for proposals made by the Authority; and

WHEREAS, at the meeting of the Board of the Authority on March 16, 2022, the Authority authorized the Project, the issuance of the Bonds and the execution and delivery of, *inter alia*, the Eighth Supplement Indenture and the Guaranty; and

WHEREAS, the execution of the Guaranty by the County constitutes the incurrence of lease rental debt by the County within the meaning of the Debt Act.

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

Section 1. Approval of Project and Financing Thereof; Prior Project; Stating the Remaining Useful Life Thereof. The County hereby approves the Project, as described above, and the financing thereof. The Project is being undertaken to adjust the lease rentals payable by the County under the Guaranty upon the refunding of the 2016A Bond, thereby reducing the annual debt service in any particular year or years by extending the life of the issue, in compliance with Section 8241(b) of the Debt Act.

The realistic remaining useful life of the Facility being refinanced by the 2022 Bonds is estimated to be at least thirty (30) years, and the principal amount of the 2022 Bond equal to the cost of the Project has been scheduled to mature on or before March 1, 2052, in compliance with the Debt Act.

Section 2. Amount of 2022 Bond Secured by Guaranty; Incurrence of Lease Rental Debt. The maximum principal amount of the 2022 Bond to be issued by the Authority and secured by the Guaranty is \$7,600,000. The County hereby authorizes and directs the incurring of lease rental debt of the County, pursuant to the Debt Act, in the maximum principal amount of \$7,600,000 to be evidenced by the Guaranty among the County, the Authority and the Trustee.

Section 3. Debt Statement and Borrowing Base Certificate. The Chairman or Vice Chairman of the Governing Body, or any one of them, and/or any other duly authorized or

appointed officer of the County, are hereby authorized and directed to prepare and certify a debt statement required by Section 8110 of the Debt Act and a borrowing base certificate.

Section 4. Approval of Guaranty. The form, terms and provisions of the Guaranty as presented to this meeting (a copy of which shall be filed with the records of the County) are hereby approved. The Chairman or Vice Chairman of the Governing Body of the County and the Chief Clerk of the County are hereby authorized and directed, upon receipt of approval from the Pennsylvania Department of Community and Economic Development, to execute the Guaranty in such form, subject to such changes and modifications, if any, as may be approved by such officer or officers, the execution of the Guaranty to be conclusive evidence of such approval, and the Chief Clerk of the County is hereby authorized and directed to affix thereto the corporate seal of the County, to attest the same and to deliver the Guaranty Agreement to the Trustee.

Section 5. Covenant to Pay Guaranty. The annual amounts of principal and interest covenanted to be paid by the County under the Guaranty are as set forth in Schedule I attached hereto and made a part hereof.

It is covenanted with the registered owners of the 2022 Bond that the County shall (i) include the amounts payable in respect of its Guaranty for each fiscal year in which such sums are payable in its budget for that year; (ii) appropriate such amounts from its general fund for the payment of the amounts payable in respect of its Guaranty; and (iii) duly and punctually pay, or cause to be paid from such revenues, to the extent of its obligations under the Guaranty, the amounts payable in respect of such guaranty, at the dates and places and in the manner stated in the Guaranty according to the true intent and meaning thereof. For such budgeting, appropriation and payment in respect of its guaranty of the 2022 Bond, the County pledges its full faith, credit and taxing power. This covenant shall be specifically enforceable; *subject, however*, as to the enforceability of remedies, to any applicable bankruptcy, insolvency, moratorium or other laws or equitable principles affecting the enforcement of creditors' rights generally. Nothing in this Section shall be construed to give the County any taxing power not granted by another provision of law.

Section 6. Debt Proceedings. The Chief Clerk of the County is hereby authorized and directed to certify to and file with the Pennsylvania Department of Community and Economic Development, in accordance with the Debt Act, a complete and accurate copy of the proceedings taken in connection with the increase of debt authorized hereunder, including the debt statement and borrowing base certificate referred to hereinabove, and to pay the filing fees necessary in connection therewith.

Section 7. Incidental Actions. The proper officers of the County are hereby authorized, directed and empowered on behalf of the County to execute any and all papers and documents, and to do or cause to be done any and all acts and things necessary or proper for the carrying out of the provisions of this Ordinance.


Section 8. Repealer. All ordinances or parts of ordinances and resolutions or parts of resolutions inconsistent herewith shall be and the same hereby are repealed.

Section 9. Severability. In case any one or more of the provisions of this Ordinance shall, for any reason, be held to be illegal or invalid, such illegality or invalidity shall not affect any other provisions of this Ordinance and this Ordinance shall be construed and enforced as if such illegal or invalid provisions had not been contained herein.

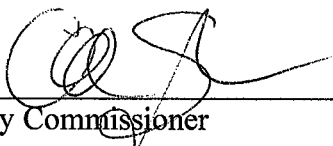
Section 10. Effective Date. This Ordinance shall become effective on the earliest date permitted by the Debt Act.

DULY ADOPTED, by the Board of Commissions of the County of Dauphin, in lawful session duly assembled, this 23rd day of March, 2022.

COUNTY OF DAUPHIN, PENNSYLVANIA

By: 

County Commissioner

By: 

County Commissioner

By: 

County Commissioner

ATTEST:



~~(Deputy)~~ Chief Clerk

(SEAL)