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BOARD OF COMMISSIONERS
DAUPHIN COUNTY, PENNSYLVANIA

RESOLUTION NO. 32-2013

WHEREAS, The County of Dauphin (the "County"), along with The Harrisburg Authority (the "THA"), Assured Guaranty Municipal Corp. (the "Assured Guaranty"), the City of Harrisburg (the "City"), and Major General William Lynch, Receiver of the City of Harrisburg (the "Receiver"), (collectively the "Parties"), have agreed to the terms and conditions of the sale by THA of the Harrisburg Resource Recovery Facility (the "RRF") (the "RRF Transaction") and to the terms and conditions of a lease and asset transfer agreement by the Harrisburg Parking Authority and the City of certain parking garages and rights relating to on-street parking (the "Parking Transaction"), pursuant to the terms set forth in the Harrisburg Strong Plan filed by the Receiver on August 26, 2013 and approved by the Commonwealth Court of Pennsylvania presiding over the City Receivership proceedings (the "Plan"); and

WHEREAS, The County is required to consider the following Settlement Agreements in connection with consummating provisions of the Harrisburg Strong Plan:

1. Settlement Agreement among the County, Assured Guaranty, the City, THA and the Receiver; and
2. Settlement Agreement among the County, Assured Guaranty and the Harrisburg Parking Authority; and
3. Settlement Agreement between the County and Assured (herein referred to collectively as the "Plan Settlement Agreements"); and

WHEREFORE, The County desires to take formal action to approve the execution and delivery of the Plan Settlement Agreements in the manner and under the conditions set forth below.

NOW THEREFORE, be it hereby resolved as follows:

Section 1. The Board of Commissioners of Dauphin County hereby approve the execution and delivery of the Plan Settlement Agreements in the forms attached hereto subject to such modifications and revisions as are approved by the County Solicitor, Mette, Evans & Woodside, P.C. as special counsel to the County and by the County's officers executing the same.

Section 2. Proper officers of the County are authorized and directed to do such further acts and things as may be necessary or expedient in order to carry out the terms of the Plan Settlement Agreements as executed and delivered and in accordance with the intents and purposes of this Resolution.

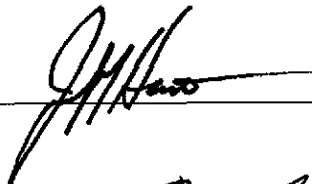
Section 3. Proper Officers of the County are authorized and directed to do such further acts and things as may be necessary or expedient in order to carry out the terms of the Settlement

Agreements as executed and delivered and in accordance with the intents and purposes of this Resolution.

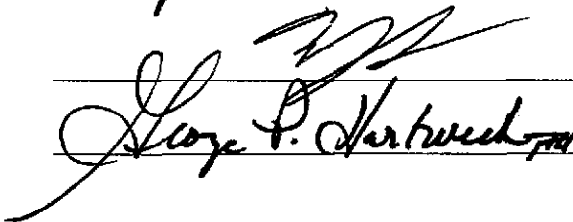
Section 4. This Resolution shall become effective immediately. All prior resolutions or parts thereof inconsistent herewith are hereby rescinded, canceled and annulled. In the event any provision, section, sentence, clause or part of this Resolution is determined by a court of competent jurisdiction to be invalid and unenforceable, such determination shall not affect the validity or effect of the remaining provisions hereof.

APPROVED, this 18 day of December, 2013 by the Board of Commissioners of the County of Dauphin.

**COUNTY OF DAUPHIN
BOARD OF SUPERVISORS**



Chairman



George P. Hartweck

ATTEST:



Chief Clerk