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COUNTY OF DAUPHIN
Commonwealth of Pennsylvania

RESOLUTION NO. 12-2019

A RESOLUTION OF THE BOARD OF COMMISSIONERS OF COUNTY OF DAUPHIN, PENNSYLVANIA: (1) APPROVING CERTAIN TRANSPORTATION RELATED PROJECTS OF THE TOWNSHIP OF SUSQUEHANNA, DAUPHIN COUNTY, PENNSYLVANIA, FOR FINANCING THROUGH THE DAUPHIN COUNTY INFRASTRUCTURE BANK; (2) AUTHORIZING THE COUNTY TO PURCHASE A NOTE FROM THE TOWNSHIP AND AUTHORIZING THE EXECUTION AND DELIVERY OF A NOTE PURCHASE AGREEMENT IN CONNECTION THEREWITH; (3) APPOINTING A FINANCIAL ADVISOR; (4) APPOINTING A BOND COUNSEL; (5) AUTHORIZING AND REQUESTING THE COUNTY SOLICITOR, THE FINANCIAL ADVISOR AND BOND COUNSEL, AMONG OTHERS, TO UNDERTAKE SUCH ACTIVITIES AND TO TAKE SUCH ACTIONS AS ARE NECESSARY AND DESIRABLE IN CONNECTION WITH THE PROPOSED FINANCING; (6) AUTHORIZING PROPER OFFICERS OF THIS COUNTY TO EXECUTE, ATTEST AND DELIVER SUCH DOCUMENTS AS MAY BE REQUIRED IN CONNECTION WITH THE PROPOSED REFINANCING; (7) APPROVING, RATIFYING AND CONFIRMING THE PRIOR ACTIONS OF OFFICERS AND ADMINISTRATION OF THIS COUNTY WITH RESPECT TO THE PROPOSED FINANCING AND RELATED MATTERS; (8) PROVIDING FOR THE EFFECTIVE DATE OF THIS RESOLUTION; (9) PROVIDING FOR SEVERABILITY OF PROVISIONS; AND (10) PROVIDING FOR REPEALER OF INCONSISTENT RESOLUTIONS.

WHEREAS, County of Dauphin, Pennsylvania (the "**County**"), is a county of the third class existing under the laws of the Commonwealth of Pennsylvania; and

WHEREAS, the County desires to assist municipalities located in the County in financing the costs of construction, reconstruction, maintenance and repair of public roads, streets or bridges as well as other permitted projects under the Liquid Fuels Tax Act of 1931, 75 Pa. C.S.A. § 9001 *et seq.*, as amended and supplemented (the "**Liquid Fuels Tax Act**"), through the creation and establishment of the Dauphin County Infrastructure Bank (the "**Infrastructure Bank**"); and

WHEREAS, the County, pursuant to an ordinance enacted by the Board of Commissioners on May 1, 2016, imposed a \$5 registration fee (the "**Registration Fee**") on each non-exempt vehicle registered to an address located within the County, in accordance with Act 89 of 2013, 75 Pa. C.S. § 1935, for use by the County for transportation-related purposes as set forth in the Liquid Fuels Tax Act; and

WHEREAS, the County is empowered under Section 1997 of the Act of August 9, 1955, P.L. 323, No. 130, as amended by the Act of September 20, 1961, P.L. 1536 [16 P.S. §1997], known as the County Code to enter into contracts with state and local government agencies for the improvement of transportation operations and facilities within the County; and

WHEREAS, the Township of Susquehanna, Dauphin County, Pennsylvania ("**Township**"), heretofore submitted an application for a loan from the County, through the Infrastructure Bank, in the maximum principal amount of \$1,550,000, in order to finance the planning, design, permitting, purchase,

acquisition, construction, inspection, installation and equipping of embankment stabilization, improvement of roadway horizontal curve geometry, roadway widening and paving, and guiderail replacement on Paxton Church Road in the vicinity of Shut Mill Road in the Township (the "**Project**"); and

WHEREAS, the Gaming Advisory Board, on behalf of the County, has reviewed the above-referenced application and conducted an interview with the Township and has recommended the Project for approval by the Board of Commissioners; and

WHEREAS, the Board of Commissioners desires to approve the Project for financing through the Infrastructure Bank (the "**2019 Infrastructure Bank Project**"); and

WHEREAS, in order to finance the 2019 Infrastructure Bank Project, the County proposes to issue one or more series of general obligation, nonelectoral debt in 2019 (the "**Proposed Financing**"); and

WHEREAS, the County will make the proceeds derived from the Proposed Financing available to the Township pursuant to a loan agreement, in order to finance the Project; and

WHEREAS, the Township will issue a general obligation note, liquid fuels revenue note or guaranteed revenue note (the "**Note**") to the County, in order to secure the debt service payments on the Note; and

WHEREAS, the debt service payments from the Township under the Note, together with liquid fuels revenues of the County and the Registration Fee, will secure debt service payments on the Proposed Financing; and

WHEREAS, the County desires to appoint Susquehanna Group Advisors, Inc., as its financial advisor (the "**Financial Advisor**") to advise and assist the County in structuring the Proposed Financing; and

WHEREAS, the County further desires to appoint the law firm of Eckert Seamans Cherin & Mellott, LLC, Harrisburg, Pennsylvania to serve as bond counsel ("**Bond Counsel**") in connection with the Proposed Financing; and

WHEREAS, the County desires to authorize its Bond Counsel, the County Solicitor and Financial Advisor to proceed with necessary and appropriate action to enable the County to undertake the Proposed Financing and related matters.

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

1. **Approval of the Project.** The County hereby approves the Project for financing through the Infrastructure Bank and authorizes and approves the undertaking of the 2019 Infrastructure Bank Project and the Proposed Financing, as described in the recitals hereto, which recitals to this Resolution are incorporated herein and made a part hereof.

2. **Purchase of the Note.** As security for the repayment of their allocable portion of the debt service due on the Proposed Financing, the Township will issue a general obligation note, liquid fuels revenue note or guaranteed revenue note to the County pursuant to which the Township will pledge its full faith, credit and taxing power, its liquid fuels tax revenues or both, as required by the County and in accordance with the provisions of the Local Government Unit Debt Act. Proper officers of the County are authorized and directed to execute and deliver, on behalf of the County, a Note Purchase Agreement in the form hereinafter approved, to provide for the purchase of the Note at a price of not less than 98% of the principal amount of such Note. The Note Purchase Agreement shall contain such provisions as shall be in substance and form satisfactory to Bond Counsel, the Financial Advisor, the County Solicitor and the proper officers of the County executing the

same and such form is hereby approved. The Note will bear interest at such rates and pay principal on such dates as shall be sufficient to pay debt service on the Proposed Financing.

3. **Appointment of Financial Advisor.** Susquehanna Group Advisors, Inc., is hereby appointed as Financial Advisor in connection with the Proposed Financing. The Financial Advisor shall perform those duties which are usual and customary with respect to the Project, including an analysis of the different financing options available to the County with respect to the Proposed Financing. In addition, the Financial Advisor shall perform those duties requested hereafter by the County or by another party to the Project or the Proposed Financing.

4. **Appointment of Bond Counsel.** The law firm of Eckert Seamans Cherin & Mellott, LLC, Harrisburg, Pennsylvania, is hereby appointed to act as Bond Counsel in connection with the Proposed Financing, and the County hereby authorizes Bond Counsel, in conjunction with the County Solicitor, to perform acts on behalf of the County as may be necessary in connection with undertaking the Proposed Financing.

5. **Authorization to Proceed with Proposed Financing.** The County hereby authorizes and requests the County Solicitor, together with the Financial Advisor, Bond Counsel, and appropriate personnel of the County to prepare all necessary materials to obtain financing proposals and to prepare all requisite applications, documents and disclosure documents with respect to the Proposed Financing, all consistent with the scope of their respective contemplated services.

6. **Authorization of Officers.** Proper officers of the County are authorized and directed to execute, attest and deliver such other documents and to do such other things as may be necessary in connection with the intent of this Resolution.

7. **Ratification of Prior Action.** The County approves, ratifies and confirms all action heretofore taken by officers and other persons on behalf of the County in connection with the undertakings herein contemplated.

8. **Effective Date.** This Resolution shall become effective immediately.

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

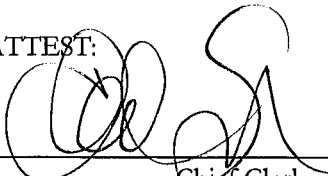
10. **Repealer.** All resolutions or parts of resolutions inconsistent herewith are expressly repealed.

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ADOPTED by the Board of Commissioners of the County of Dauphin, in lawful session assembled,
on June 19, 2019.

COUNTY OF DAUPHIN
Commonwealth of Pennsylvania

ATTEST:



Chief Clerk

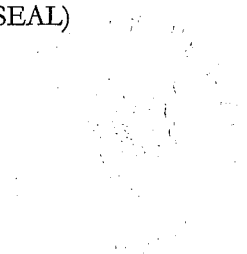


Chairman, Board of Commissioners



Vice Chairman, Board of Commissioners

(SEAL)





Member, Board of Commissioners