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ORDINANCE
OF THE
COUNTY OF DAUPHIN
COMMONWEALTH OF PENNSYLVANIA

ORDINANCE NO. #9-2019
Enacted: December 4, 2019

APPROVING A CERTAIN PROJECT BEING UNDERTAKEN BY THE DAUPHIN COUNTY GENERAL AUTHORITY (THE "AUTHORITY"), CONSISTING, *INTER ALIA*, OF THE DESIGN, ACQUISITION, REPAIR, AND/OR REPLACEMENT OF AN IN-GROUND IRRIGATION SYSTEM 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; STATING THAT REALISTIC COST ESTIMATES HAVE BEEN MADE FOR THE CAPITAL PROJECT AND STATING THE ESTIMATED PROJECT COMPLETION DATE; STATING THE REALISTIC ESTIMATED USEFUL LIFE OF THE CAPITAL PROJECT; AUTHORIZING THE INCURRENCE OF LEASE RENTAL DEBT BY THE COUNTY IN THE MAXIMUM PRINCIPAL AMOUNT OF \$1,400,000 EVIDENCED BY THE GUARANTY AGREEMENT, IN CONNECTION WITH THE COUNTY GUARANTEED REVENUE BOND, SERIES OF 2020 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 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 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, and (Tax-Exempt) County Guaranteed Revenue Refunding Bond, Series B of 2016, 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, pursuant to authorization contained in the Existing Indenture, the Authority desires to undertake a certain authorized capital project, consisting of the design, acquisition, repair, and/or replacement of an in-ground irrigation system at the Facility (the "Capital Project"); and

WHEREAS, the Authority has determined to issue its "County Guaranteed Revenue Bond, Series of 2020," in the maximum aggregate principal amount of \$1,400,000 (the "2020 Bond"), to provide funds for the Capital Project and to pay the costs incidental to the Capital Project and of issuing the 2020 Bond (collectively, the "Project"); and

WHEREAS, the Authority has obtained realistic cost estimates for the Capital Project through actual bids, option agreements or professional estimates from registered architects, professional engineers or other persons qualified by experience, as required by Section 8006 of the Act, and has determined that the costs of the Capital Project, as such costs are defined in Section 8007 of the Act, together with issuance costs of the 2020 Bond, will be equal to or in excess of the amount proposed by the Authority to be borrowed hereunder; and

WHEREAS, the 2020 Bond will be issued under and secured by the Existing Indenture, as amended and supplemented by a Seventh Supplemental Indenture thereto (the "Seventh Supplemental Indenture", and together with the Existing Indenture, the "Indenture") from the Authority to the Trustee; and

WHEREAS, to accomplish the Capital Project, the Authority will deposit a portion of the proceeds of the 2020 Bond in an account to be established by the Authority within the Construction Fund under the Indenture, or such other fund or account as may be created by the Authority under and pursuant thereto; and

WHEREAS, the 2020 Bond will be purchased by a bank and bank and trust company to be selected by the Authority (the "Bank") pursuant to a request for proposals made by the Authority; and

WHEREAS, in order to further secure the payment of the principal of, and interest on, the 2020 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 2020 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 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; Stating the Useful Life Thereof and Estimated Completion Date. The County hereby approves the Project, as described above, and the financing thereof. The realistic estimated useful life of the Project is estimated to be in excess of twenty-five (25) years, and the principal amount of the 2020 Bond equal to the separate costs of the Project having a shorter useful life than the period during which the 2020 Bond will be outstanding has been scheduled to mature prior to the end of such useful life, and the balance prior to the end of the longest useful life. The estimated completion date for the Capital Project is May 1, 2020.

Section 2. Amount of 2020 Bond Secured by Guaranty; Incurrence of Lease Rental Debt. The maximum principal amount of the 2020 Bond to be issued by the Authority and secured by the Guaranty is \$1,400,000. The County hereby authorizes and directs the incurring of lease rental debt of the County, pursuant to the Debt Act, in the maximum aggregate principal amount of \$1,400,000 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 2020 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 2020 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.

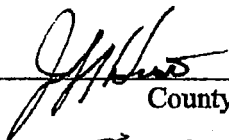
Section 8. Repealer. All ordinances or parts of ordinances and resolutions or parts of resolutions inconsistent herewith shall be and the same hereby are repealed.

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 ENACTED, by the Board of Commissions of the County of Dauphin, in lawful session duly assembled, this 4th day of December, 2019.


COUNTY OF DAUPHIN, PENNSYLVANIA

By: 
County Commissioner

By: 
County Commissioner

By: 
County Commissioner

ATTEST:


Chief Clerk

(SEAL)