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COUNTY OF DAUPHIN
Commonwealth of Pennsylvania

ORDINANCE
NO. 5-2017

AN ORDINANCE OF THE BOARD OF COMMISSIONERS OF THE COUNTY OF DAUPHIN, PENNSYLVANIA (THE “**COUNTY**”) AUTHORIZING THE INCURRENCE OF NONELECTORAL DEBT EVIDENCED BY ITS GENERAL OBLIGATION BONDS, SERIES A OF 2017 (DAUPHIN COUNTY INFRASTRUCTURE BANK), IN THE MAXIMUM AGGREGATE PRINCIPAL AMOUNT OF \$6,000,000 (THE “**BONDS**”), AS PERMITTED BY AND PURSUANT TO THE LOCAL GOVERNMENT UNIT DEBT ACT, 53 Pa. C. S. § 8001 *ET SEQ.*, AS AMENDED (THE “**DEBT ACT**”), FOR THE PURPOSE OF PROVIDING FUNDS TO BE APPLIED FOR AND TOWARD (A) FUNDING ALL OR A PORTION OF THE COSTS OF CERTAIN TRANSPORTATION RELATED CAPITAL PROJECTS, INCLUDING, AS MAY BE APPLICABLE, THE ENGINEERING, PRELIMINARY AND ENVIRONMENTAL STUDIES, SURVEYING, TESTING AND DESIGN WORK RELATING THERETO, AND (B) TO PAY ALL OR A PORTION OF THE COSTS OF ISSUANCE OF THE BONDS (COLLECTIVELY, THE “**PROJECTS**”); DETERMINING THAT THE BONDS SHALL BE SOLD AT A PRIVATE SALE BY NEGOTIATION; ACCEPTING A PROPOSAL FOR THE PURCHASE OF SUCH BONDS AT PRIVATE SALE BY NEGOTIATION AND AUTHORIZING THE ACCEPTANCE OF AN ADDENDUM TO THE PROPOSAL; PROVIDING FOR MATURITIES AND MAXIMUM INTEREST RATES OR YIELDS; APPOINTING A PAYING AGENT, REGISTRAR AND SINKING FUND DEPOSITORY; PROVIDING FOR THE TERMS OF THE BONDS INCLUDING DENOMINATIONS, DATE, INTEREST PAYMENT DATES AND RECORD DATES; PROVIDING FOR THE REGISTRATION AND TRANSFER OF THE BONDS; AUTHORIZING THE EXECUTION AND AUTHENTICATION OF THE BONDS; AUTHORIZING THE ISSUANCE OF THE BONDS IN BOOK-ENTRY ONLY FORM; COVENANTING TO PAY DEBT SERVICE AND PLEDGING THE FULL FAITH, CREDIT AND TAXING POWER FOR THE PAYMENT OF THE BONDS; SETTING FORTH REDEMPTION PROVISIONS AND PROCEDURES; CREATING A SINKING FUND IN CONNECTION WITH THE ISSUANCE OF THE BONDS AS REQUIRED BY THE DEBT ACT; APPROPRIATING PROCEEDS OF THE BONDS; DESCRIBING THE PROJECTS FOR WHICH SUCH DEBT IS TO BE INCURRED AND SPECIFYING A REASONABLE ESTIMATE OF THE USEFUL LIVE OF SAID PROJECTS; SETTING FORTH CERTAIN COVENANTS RELATING TO THE NON-ARBITRAGE STATUS OF THE BONDS; RATIFYING PRIOR ADVERTISEMENT AND DIRECTING FURTHER ADVERTISEMENT; AUTHORIZING AND DIRECTING THE PREPARATION, EXECUTION AND FILING OF A TRANSCRIPT OF PROCEEDINGS, INCLUDING A DEBT STATEMENT AND BORROWING BASE CERTIFICATE, WITH THE PENNSYLVANIA DEPARTMENT OF COMMUNITY AND ECONOMIC DEVELOPMENT; AUTHORIZING AND DIRECTING OFFICERS AND OFFICIALS OF THE COUNTY TO EXECUTE AND DELIVER DOCUMENTS AND TO TAKE ACTION AS MAY BE NECESSARY RELATING TO THE ISSUANCE AND DELIVERY OF THE BONDS; AUTHORIZING THE PREPARATION AND DISTRIBUTION OF A PRELIMINARY OFFICIAL

STATEMENT AND EXECUTION AND DELIVERY OF AN OFFICIAL STATEMENT; CREATING A CLEARING ACCOUNT AND MUNICIPAL PROJECT ACCOUNTS; AUTHORIZING THE COUNTY TO PURCHASE NOTES FROM THE MUNICIPALITIES AND APPROVING AND AUTHORIZING THE COUNTY TO ENTER INTO LOAN AGREEMENTS, EACH BETWEEN THE COUNTY AND THE RESPECTIVE MUNICIPALITY; AUTHORIZING THE PAYMENT OF EXPENSES; PROVIDING GUIDELINES FOR PERMITTED INVESTMENTS; AUTHORIZING THE PURCHASE OF A POLICY OF MUNICIPAL BOND INSURANCE, IF DETERMINED TO BE AN ECONOMIC BENEFIT TO THE COUNTY; PROVIDING FOR THE AUTHORIZATION OF OFFICERS; APPROVING THE FORM OF BOND; RATIFYING AND CONFIRMING ACTIONS ON BEHALF OF THE COUNTY; COVENANTING TO PROVIDE CONTINUING DISCLOSURE; PROVIDING FOR SEVERABILITY OF PROVISIONS; REPEALING INCONSISTENT ORDINANCES; AND PROVIDING WHEN THIS ORDINANCE SHALL BECOME EFFECTIVE.

ENACTED NOVEMBER 15, 2017

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

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 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 Derry, Dauphin County, Pennsylvania (“**Derry Township**”), heretofore submitted an application for a loan from the County, through the Infrastructure Bank, in order to finance the planning, design, permitting, purchase, acquisition, construction, inspection, installation and equipping of (1) the Downtown Hershey Streetscape Improvements project, (2) the U.S. 322 Corridor project, and (3) the replacement of a culvert located on Stauffer’s Church Road (collectively, the “**Derry Project**”); and

WHEREAS, the Township of Londonderry, Dauphin County, Pennsylvania (“**Londonderry Township**”), heretofore submitted an application for a loan from the County, through the Infrastructure Bank, in order to finance the planning, design, permitting, purchase, acquisition, construction, inspection, installation and equipping of the replacement of a deficient culvert structure with a new precast reinforced concrete box culvert structure located within Londonderry Township on Swatara Creek Road (T-496) over Tributary to Swatara Creek (the “**Londonderry Project**”); and

WHEREAS, the Township of Lower Swatara, Dauphin County, Pennsylvania (“**Lower Swatara Township**”), and together with Derry Township and Londonderry Township, collectively, the “**Municipalities**”), heretofore submitted an application for a loan from the County, through the Infrastructure

Bank, in order to finance the planning, design, permitting, purchase, acquisition, construction, inspection, installation and equipping of the replacement of both the Highland Street Bridge and the Summit Ridge Bridge (the “**Lower Swatara Project**”); and

WHEREAS, pursuant to Resolution No. 18-2017 duly adopted on July 26, 2017, the Board of Commissioners heretofore approved the Derry Project, the Londonderry Project and the Lower Swatara Project for financing through the Infrastructure Bank and issued commitment letters to each of the Municipalities (the “**Note Purchase Agreements**”); and

WHEREAS, the Board of Commissioners of the County desires to undertake certain projects consisting of providing funds to the Municipalities to be applied toward (A) the planning, design, purchase, acquisition, construction, installation and equipping of certain transportation related improvements, including, but not limited to the Derry Project, the Londonderry Project and the Lower Swatara Project; (B) the engineering, preliminary and environmental studies, surveying, testing, pre-construction, construction and post construction inspections, and engineering and design work relating thereto; and (C) the costs of issuance of the Bonds (hereinafter defined) (collectively, the “**Transportation Project**”); and

WHEREAS, the County, with assistance of the Municipalities, has obtained estimates of the cost of each component of the Transportation Project from consultants or other persons qualified by experience and has determined that the estimated cost of (i) the Derry Project is at least \$4,081,826.83, (ii) the Londonderry Project is at least \$256,898.19, and (iii) the Lower Swatara Project is at least \$1,661,274.98; and

WHEREAS, the Board of Commissioners of the County has determined to incur nonelectoral debt in the maximum aggregate principal amount of \$6,000,000 by the issuance and sale of its General Obligation Bonds, Series A of 2017 (Dauphin County Infrastructure Bank) (the “**Bonds**”), in accordance with the terms and provisions of this Ordinance and the Debt Act, for the purpose of providing funds to be used for and toward funding the Transportation Project including the costs and expenses of issuing the Bonds; and

WHEREAS, the County will make the proceeds of the Bonds available to each of the Municipalities pursuant to Loan Agreements (each a “**Municipal Loan Agreement**”), in order to finance the Transportation Project; and

WHEREAS, the Municipalities will each issue a general obligation note, liquid fuels revenue note or guaranteed revenue note (collectively, the “**Municipal Notes**”) to the County, in order to secure the debt service payments on each Municipalities respective portion of the of the Transportation Project; and

WHEREAS, RBC Capital Markets, LLC, Lancaster, Pennsylvania, (the “**Purchaser**”) has presented to the County a bond purchase agreement (the “**Bond Purchase Proposal**”) for the purchase of the Bonds; and

WHEREAS, the County desires to approve and authorize the Transportation Project, issuance of the Bonds, acceptance of the Bond Purchase Proposal, the form of the Bonds, and to incur nonelectoral debt to be evidenced by the Bonds pursuant to the provisions of the Debt Act.

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

SECTION 1. The Transportation Project.

The County hereby combines the Derry Project, the Londonderry Project and the Lower Swatara Project for financing purposes, and hereby approves and undertakes as a project the Transportation Project. The description of the Transportation Project contained in the recitals to this Ordinance are hereby incorporated into this Section by reference as if set out at length. The foregoing recitals and all terms defined therein are incorporated herein, and such defined terms may hereafter be used as if set out at length.

SECTION 2. Incurrence of Indebtedness.

For the purpose of providing funds for and toward the payment of costs, as such term is used in the Debt Act, of the Transportation Project, the incurring of nonelectoral debt by the County in the maximum aggregate principal amount of \$6,000,000 is hereby authorized. Such debt shall be evidenced by issuance of general obligation bonds of the County designated “County of Dauphin, Commonwealth of Pennsylvania, General Obligation Bonds, Series A of 2017 (Dauphin County Infrastructure Bank)”, in the maximum aggregate principal amount of \$6,000,000.

SECTION 3. Approval of Private Sale By Negotiation.

After considering the advantages and disadvantages of the various methods of sale of the Bonds permitted by the Debt Act and of current market conditions and the structure of the Transportation Project, the Board of Commissioners hereby determines that a private sale by negotiation is in the best financial interest of the County.

SECTION 4. Acceptance of Bond Purchase Proposal, Addendum.

(a) The Purchaser has submitted the Bond Purchase Proposal to the County for the purchase of all, but not less than all, of the Bonds, maturing and bearing interest rates, terms and other provisions not inconsistent with this Ordinance. The Bond Purchase Proposal is hereby approved and accepted and, as approved and accepted is referred to, hereinafter, as the Bond Purchase Agreement. Proper Officers (as hereinafter defined) are authorized to execute, attest and seal the Bond Purchase Agreement and to deliver an executed counterpart thereof to the Purchaser. It is hereby authorized and directed that the Purchaser shall, subsequent to the enactment of this Ordinance, submit to the County an addendum to the Bond Purchase Agreement that shall set forth the final terms for the sale and purchase of the Bonds, including, but not limited to: the underwriting discount, and the net original issue discount or premium, if any (the “Addendum”).

(b) The Addendum to the Bond Purchase Agreement shall be submitted to the Chairman, or if he is unavailable to the Vice Chairman, of the Board of Commissioners of the County for approval and acceptance, which Addendum shall be consistent with the provisions set forth in the Bond Purchase Agreement and in this Ordinance, and shall contain (i) such insertions as to interest rates, principal amounts, maturity dates and redemption provisions and related matters, and (ii) such deletions and amendments as the Chairman or Vice Chairman, upon the advice of the County Solicitor and bond counsel shall approve. The execution and delivery of the Addendum by the Chairman or Vice Chairman of the Board of Commissioners and an attesting officer of the Board of Commissioners shall constitute conclusive evidence of such approval.

(c) In order to be accepted by the Chairman, or if the Chairman is unavailable, the Vice Chairman, of the Board of Commissioners, the Addendum must meet the following requirements:

(i) The aggregate principal amount of the Bonds shall not exceed \$6,000,000 and shall conform with the requirements of Section 5 hereof;

(ii) The aggregate purchase price for the Bonds to be purchased pursuant to such Addendum shall not be less than 95.0% nor more than 115.0% of the total of (A) the aggregate principal amount of the Bonds to be issued, (B) reduced or increased by any net original issue discount or premium, if any, (C) reduced by the underwriting discount, and (D) plus accrued interest, if any;

(iii) The underwriting discount shall not exceed 0.750% of the aggregate principal amount of the Bonds;

(iv) The Addendum must identify the Bond Insurer and the premium therefor, if any; and

(v) The Bonds contemplated by the Addendum must conform to the requirements of the Debt Act.

(d) The execution and delivery of the Bond Purchase Agreement, concurrent with the enactment of this Ordinance, and of the Addendum, subsequent to the enactment of this Ordinance, by the Proper Officers of the County, as specified where appropriate, shall constitute acceptance hereunder of the Bond Purchase Agreement and of the Addendum. Upon acceptance of the Bond Purchase Agreement by enactment of this Ordinance and acceptance of the Addendum, the Bonds shall be and are hereby awarded and sold unto the Purchaser in accordance with the requirements set forth in the preceding provisions of this Section 4, in accordance with all the terms of the Bond Purchase Agreement and of the Addendum. Proper Officers are authorized and directed to accept the Addendum by signing it, to return it to the Purchaser and to file a copy of the same with the records of the County. Upon acceptance and execution of the Addendum, the Bond Purchase Agreement and the Addendum shall constitute one agreement by and between the County and the Purchaser and shall be construed in all respects as one agreement, which hereinafter is referred to, for convenience as the Bond Purchase Agreement, which Bond Purchase Agreement, together with this Ordinance, shall constitute a contract between the County and the Purchaser.

(e) A Proper Officer of the County is hereby authorized and directed to deliver the Bonds to the Purchaser and receive payment therefor on behalf of the County after sale of the same in the manner required by law and the terms of this Ordinance. Proper Officers of the County are hereby authorized and directed to transfer and invest funds, to pay all necessary, usual and proper costs of issuance of the Bonds, to execute and deliver such documents and to do all such other acts, upon advice of the County Solicitor and bond counsel, as are reasonably necessary to ensure a satisfactory settlement of the sale of the Bonds, and a proper application of the proceeds thereof to the Transportation Project.

SECTION 5. Maturity and Interest Rates.

The rate of interest or yield, as applicable, per annum for each maturity of the Bonds shall not exceed the rates set forth in Schedule A attached hereto and incorporated herein; Provided, however, that in the case of term bonds, the applicable rate shall be the rate set forth in Schedule A for the relevant maturity date of such term bonds. The principal amount of Bonds scheduled to mature or to be subject to mandatory redemption, as the case may be, annually shall not exceed the principal sum in each year set forth in Schedule A attached hereto.

SECTION 6. Appointment of Paying Agent, Registrar and Sinking Fund Depository.

Manufacturers and Traders Trust Company is hereby appointed Paying Agent (“**Paying Agent**”) and Registrar (“**Registrar**”) for the Bonds and Sinking Fund Depository (“**Sinking Fund Depository**”) for the 2017 Bonds Sinking Fund created hereby. The Chairman or the Vice Chairman, or any other Proper Officer of the County designated by either of the foregoing officers, is hereby authorized and directed to contract with Manufacturers and Traders Trust Company, having a corporate trust office in Harrisburg, Pennsylvania and in Buffalo, New York, for its services as Sinking Fund Depository, Paying Agent and Registrar at such initial and annual charges as shall be appropriate and reasonable for such services. The County may, by resolution, from time to time appoint a successor Paying Agent, Sinking Fund Depository or Registrar to fill a vacancy or for any other reason.

SECTION 7. Form of Bond, Interest Payment Dates and Record Dates.

The Bonds shall be issued in fully registered form without coupons and shall be numbered in such manner as may be satisfactory to the County and the Paying Agent. Pursuant to recommendations promulgated by the Committee on Uniform Security Identification Procedures, "CUSIP" numbers may be printed on the Bonds. Each Bond shall be dated the date of delivery thereof (the “**Dated Date**”) as specified in the Purchaser’s Addendum. The Bonds shall be issued in denominations of \$5,000 or any whole multiple thereof, and shall bear interest accruing from the Dated Date, payable initially on a date as shall be specified in the Purchaser’s Addendum (the “**Initial Interest Payment Date**”), and on each April 1 and October (each, an “**Interest**

Payment Date”) thereafter, from the Interest Payment Date, as the case may be, next preceding the date of registration and authentication of such Bond, unless such Bond is registered and authenticated as of an Interest Payment Date, in which event such Bond shall bear interest from such Interest Payment Date, or unless such Bond is registered and authenticated prior to the Initial Interest Payment Date, in which event such Bond shall bear interest from the Dated Date, from the immediately preceding Interest Payment Date to which interest has been paid, unless: (a) such Bond is registered and authenticated as of an Interest Payment Date, in which event such Bond shall bear interest from such Interest Payment Date; or (b) such Bond is registered and authenticated after a Regular Record Date (hereinafter defined) and before the next succeeding Interest Payment Date, in which event such Bond shall bear interest from such Interest Payment Date; or (c) such Bond is registered and authenticated prior to the Regular Record Date (hereinafter defined) preceding the applicable Initial Interest Payment Date, in which such Bond shall bear interest from the applicable Dated Date; (d) as shown by the records of the Paying Agent, interest on such Bond shall be in default, in which event such Bond shall bear interest from the date to which interest was last paid on such Bond.

If the date for payment of the principal of, premium, if any, or interest on such Bond shall be a Saturday, Sunday, legal holiday or on a day on which banking institutions in the municipality where the principal office of the Paying Agent is located are authorized by law or executive order to close, then the date of such payment shall be the next succeeding day which is not a Saturday, Sunday, legal holiday or on a day on which banking institutions are authorized to close (a **“Business Day”**), and payment on such subsequent Business Day shall have the same force and effect as if made on the nominal date established for such payment.

The term **“Regular Record Date”** with respect to any Interest Payment Date shall mean the fifteenth (15th) day (whether or not a Business Day) immediately preceding the applicable Interest Payment Date. The person in whose name any Bond is registered at the close of business on any Regular Record Date with respect to any Interest Payment Date shall be entitled to receive the interest payable on such Interest Payment Date notwithstanding the cancellation of such Bond upon any transfer or exchange thereof subsequent to such Regular Record Date and prior to such Interest Payment Date, except if and to the extent that the School District defaults in the payment of the interest due on such Interest Payment Date, in which case such defaulted interest shall be paid to the persons in whose names outstanding Bonds are registered at the close of business on a Special Record Date established by the Paying Agent, notice of which shall have been mailed to all registered owners of Bonds not less than ten (10) days prior to such Special Record Date.

SECTION 8. Bond Register, Registrations and Transfer.

The County shall cause to be kept at the designated corporate trust office of the Paying Agent a register (**“Bond Register”**) in which, subject to such reasonable regulations as it may prescribe, the County shall provide for the registration of Bonds and the registration of transfers and exchanges of Bonds. No transfer or exchange of any Bond shall be valid unless made at such office and registered in the Bond Register.

Upon surrender of any Bond at the designated corporate trust office of the Paying Agent for registration of transfer, the County shall execute and the Paying Agent shall authenticate and deliver in the name of the transferee or transferees, a new Bond or Bonds of any authorized denomination, of the same interest rate and maturity and series, and in the same aggregate principal amount as the Bond so surrendered.

Any Bond shall be exchangeable for other Bonds of the same maturity and interest rate and series, in any authorized denomination, in an aggregate principal amount equal to the principal amount of the Bond or Bonds presented for exchange. Upon surrender of any Bond for exchange at the designated corporate trust office of the Paying Agent, the County shall execute and the Paying Agent shall authenticate and deliver in exchange therefor the Bond or Bonds which the owner making the exchange shall be entitled to receive.

All Bonds issued upon any registration of transfer or exchange shall be valid obligations of the County, evidencing the same debt and entitled to the same benefits under this Ordinance as the Bonds surrendered for such registration of transfer or exchange.

Every Bond presented or surrendered for registration of transfer or exchange shall be duly endorsed, or be accompanied by a written instrument of transfer, in form and with guaranty of signature satisfactory to the County and the Registrar, duly executed by the registered owner thereof or his duly authorized agent or legal representative.

No service charge shall be made for any transfer or exchange of any Bond, but the County may require payment of a sum sufficient to cover any tax or other governmental charge that may be imposed in connection with any transfer or exchange of Bonds.

The County shall not be required to: (a) issue, or register the transfer or exchange of, any Bond during a period of fifteen (15) business days before any date of selection of Bonds to be redeemed and ending on the close of business on such date on which the applicable notice of redemption is given; or (b) register the transfer or exchange of any Bond after it has been selected for redemption, in whole or in part, until after the date fixed for redemption.

SECTION 9. Execution and Authentication.

Each of the Bonds shall be executed on behalf of the County by the Chairman or the Vice Chairman of the Board of Commissioners, and shall have the corporate seal of the County affixed thereto (or a facsimile thereof), duly attested by the Chief Clerk and said officers are hereby authorized and directed to execute the Bonds. Any member of the Board of Commissioners not hereby required to execute the Bonds may, nevertheless, execute the Bonds, and any such member of the Board of Commissioner shall, likewise, constitute a Proper Officer. The Bonds shall be authenticated by the manual execution of the Certificate of Authentication by a duly authorized officer of the Paying Agent. No Bond shall be valid until such Certificate of Authentication shall have been duly executed by the Paying Agent and such authentication shall be conclusive and the only proof that any Bond has been issued pursuant to this Ordinance and is entitled to any benefits conferred thereon under the provisions of this Ordinance. To the extent that any one signature on a Bond including the signature of an officer of the Paying Agent) is manual, all other signatures may be by facsimile. The Chairman of the Board of Commissioners or Chief Clerk or any of such officers is hereby authorized and directed to deliver, or cause the delivery of, the Bonds to the Purchaser and receive payment therefor on behalf of the County after sale of the same in the manner required by law and this Ordinance.

SECTION 10. Book-Entry Only Registration.

The County authorizes and approves the sale and purchase of the Bonds as book-entry only obligations with The Depository Trust Company, New York, New York (“DTC”). If required, Proper Officers of the County are authorized and directed to execute DTC’s Letter of Representations, in substantially the form submitted to the County for execution, and such other documents as shall be necessary to complete the sale of the Bonds as book-entry obligations.

The Bonds, upon original issuance, are expected to be issued in the form of a single, fully registered bond or note for each maturity, in denominations equal to the principal amount of Bonds of such series maturing on each such date, and shall be delivered, physically or constructively, to DTC or its nominee, CEDE & CO, pursuant to arrangements between DTC and the Paying Agent. Each such Bond shall be registered on the registration books kept by the Paying Agent, as registrar and transfer agent, in the name of DTC or, at DTC’s option, in the name of CEDE & CO, as DTC’s nominee, and no beneficial owners thereof will receive certificates representing their respective interest in such Bonds. Purchaser shall initially provide to the Paying Agent a list of the registered owners (beneficial owners under the book-entry only system) which list shall be continuously updated so long as the Bonds are issued under the book-entry only system. For purposes of this Ordinance, so long as the Bonds are issued under the book-entry only system, the registered owners shall mean the beneficial owners under the book-entry only system, and, where necessary, DTC or its nominee, CEDE & CO.

So long as any of the Bonds are registered in the name of DTC or its nominee, CEDE & CO., to the extent available, the Paying Agent shall transfer, on each Interest Payment Date, the amount of interest and principal, as applicable, due on each such date to DTC, at the addresses set forth in the Letter of Representation, which amounts so transferred, shall be, on the interest and principal payment date, at the principal office of DTC, "good funds next day." All payments made by the Paying Agent to DTC or its nominee shall fully satisfy the County's obligations to pay principal and interest, or maturity amount, as applicable, and any applicable redemption premium, on such Bonds to the extent of such payments, and no beneficial owner of any interest in any Bond registered in the name of DTC or its nominee shall have any recourse against the County hereunder for any failure by DTC or any participant therein to remit such payments to the beneficial owners of such Bonds.

So long as DTC or its nominee, CEDE & CO., is the registered owners of the Bonds, if all or less than all of the Bonds of a particular series and maturity are to be redeemed, the Paying Agent shall notify DTC within the time periods described in the Letter of Representation. If less than all of the Bonds of a particular series and maturity are to be redeemed, the Bonds to be redeemed shall be selected by the County in any order the County may decide and within a maturity by lot selected by DTC. In the event that DTC or its nominee, CEDE & CO., is not the registered owner of the Bonds, then the selection by lot within a maturity of the Bonds to be redeemed shall be made by the Paying Agent. Any such redemption shall be upon payment of the principal amount to be redeemed, together with accrued interest to the date fixed for redemption.

The County or DTC may elect to terminate the book-entry only system with respect to the Bonds by giving notice to the Paying Agent in accordance with DTC's Letter of Representations. Upon termination of the book-entry only system, bond and note certificates are required to be printed and delivered in accordance with this Ordinance.

Upon termination of the book-entry only system, this Section, as applicable to the book-entry only system, shall become null and void. All other Sections of this Ordinance shall remain in full force and effect with regard to the Bonds.

SECTION 11. General Obligation Covenant.

The Bonds are hereby declared to be general obligations of the County. The County hereby covenants with the registered owners from time to time of the Bonds outstanding pursuant to this Ordinance that it will include the amount of the debt service as specified in this Section or such lesser amount as set forth in the Addendum, subject to appropriate adjustment in the event of the optional redemption of any Bonds prior to maturity, on the Bonds for each fiscal year in which such sums are payable, in its budget for that year, will appropriate such amounts for such payments and will duly and punctually pay or cause to be paid the principal of the Bonds and the interest thereon on the dates, at the places and in the manner stated therein, according to the true intent and meaning thereof, and for such budgeting, appropriation and payment, the County does hereby pledge its full faith, credit and taxing power. The maximum amount of the debt service, which the County hereby covenants to pay on the Bonds in each year, is shown on Schedule A which is attached hereto and incorporated herein by reference as if set out here at length. As provided in the Debt Act, the foregoing covenants are specifically enforceable.

SECTION 12. Redemption.

(a) Optional Redemption. The Bonds shall be subject to redemption at the option of the County prior to their stated maturity dates as a whole or in part from time to time, in any order of maturity (and in any authorized principal amount within a maturity) and by lot within a maturity, on the dates and at the redemption prices provided in the Purchaser's Addendum.

(b) Mandatory Redemption. The Bonds may be subject to mandatory redemption if at all, on the dates (each, a "**Mandatory Redemption Date**") and in the amounts as provided in the accepted Purchaser's

Addendum, which mandatory redemption provisions are incorporated herein by reference as if set out here at length. The County covenants to cause the Bonds to be redeemed on the Mandatory Redemption Dates and in the amounts provided in the accepted Purchaser's Addendum, subject to its right which is reserved in Section 13 hereof, to satisfy that obligation by delivering to the Paying Agent and the Sinking Fund Depository no later than 45 days before any Mandatory Redemption Date, for cancellation, Bonds of the maturity which are subject to mandatory redemption on that Mandatory Redemption Date.

(c) Notice. Notice of any redemption shall be given by mailing a notice of redemption by first class mail, postage prepaid, not less than twenty (20) days prior to the redemption date to the registered owners of the Bonds to be redeemed, as applicable, at the addresses which appear in the Bond Register, provided, however, that neither failure to mail such notice nor any defect in the notice so mailed or in the mailing thereof with respect to any one Bond, as applicable, shall not affect the validity of the proceedings for the redemption of any other Bond. If the County shall have duly given notice of redemption and shall have deposited with the Paying Agent funds for the payment of the redemption price of the Bonds, as applicable, so called for redemption, with accrued interest thereon to the date fixed for redemption, interest on such Bonds shall cease to accrue after such redemption date.

(d) CUSIP Numbers. Notices of redemption shall contain the applicable CUSIP numbers pertaining to the Bonds called for redemption (if then generally in use), and shall also contain the serial identification numbers printed on the Bonds called for redemption, as applicable. The County, however, makes no representation as to the accuracy of such CUSIP numbers either printed on the Bonds or as contained in any redemption notice.

(e) Selection by Lot. Subject to the provisions of Section 10 with respect to Bonds being registered in the book-entry only format, if less than all of the Bonds, as applicable, maturing on any one date are to be redeemed at any time, the Paying Agent shall select by lot the specific Bonds, as applicable, to be redeemed at such time.

(f) Portions of Bonds. Any portion of any Bond of a denomination larger than \$5,000 may be redeemed, but only in the principal amount of \$5,000 or any integral multiple thereof. Prior to selecting Bonds, as applicable, for redemption, the Paying Agent shall assign numbers to each \$5,000 portion of any Bond, as applicable, of a denomination larger than \$5,000 and shall treat each portion as a separate Bond, as applicable, in the denomination of \$5,000 for purposes of selection for redemption. Upon surrender of any Bond for redemption of a portion thereof, the Paying Agent shall authenticate and deliver to the registered owner thereof a new Bond, as applicable, of the same series and maturity and in any authorized denominations requested by the registered owner in an aggregate principal amount equal to the unredeemed portion of the Bond surrendered.

SECTION 13. Sinking Fund.

(a) Establishment and Deposit. There hereby is established with the Sinking Fund Depository a sinking fund to be known as the County of Dauphin, General Obligation Bonds, Series A of 2017 (Dauphin County Infrastructure Bank) Sinking Fund (the "**2017 Bonds Sinking Fund**"). The County covenants to deposit, and the Treasurer is hereby authorized and directed to deposit into the 2017 Bonds Sinking Fund, so long as the Bonds remain outstanding, (i) on or before the Initial Interest Payment Date, and on or before each April 1 and October 1 thereafter, to and including the final maturity date of the Bonds, amounts sufficient to pay the interest due on such dates on the Bonds then outstanding, and (ii) on or before October 1 in the year as shall be specified in the Purchaser's Addendum as the initial principal payment date, and on or before each October 1 thereafter to and including the final maturity date of the Bonds amounts sufficient to pay the principal of the Bonds due on each such date at maturity or pursuant to the mandatory redemption requirements hereof.

Should the amounts covenanted to be paid into the 2017 Bonds Sinking Fund be, at any time, in excess of the net amounts required at such time for the payment of interest on and principal of the Bonds, whether by reason of funds already on deposit in the 2017 Bonds Sinking Fund, or by reason of the purchase or redemption of Bonds, or for some similar reason, the amounts covenanted to be paid may be reduced to the extent of the excess.

(b) Credit for Bonds Delivered. The County may satisfy any part of its obligations with respect to clause (a) by delivering to the Paying Agent and Sinking Fund Depository, for cancellation, Bonds, as appropriate, maturing on the date on which such deposit is required. The County shall receive credit against such deposit for the face amount of the Bonds so delivered, provided that such Bonds are delivered to and received by the Paying Agent and Sinking Fund Depository (i) on or before the maturity date of the Bonds, as applicable, for which credit is requested, in the case of a deposit required for the payment of Bonds, at maturity, or (ii) in the case of a deposit required to be made on a Mandatory Redemption Date, no later than sixty (60) days prior to the Mandatory Redemption Date for which credit is requested.

(c) Application of Funds. All sums in the 2017 Bonds Sinking Fund shall be applied exclusively to the payment of principal and interest covenanted to be paid by Section 11 hereof as the same from time to time become due and payable and the balance of said moneys over and above the sum so required shall remain in the 2017 Bonds Sinking Fund, to be applied to the reduction of future required deposits; subject, however, to investment or deposit at interest as authorized by law and as permitted by Section 24 hereof. The 2017 Bonds Sinking Fund shall be kept as a separate account at the designated corporate trust office of the Sinking Fund Depository. The Sinking Fund Depository, without further authorization other than as herein contained, shall pay from the moneys in the 2017 Bonds Sinking Fund, the interest on the Bonds as and when due to the registered owners on the appropriate Record Date and principal of such Bonds, as and when the same shall become due, to the registered owners thereof.

(d) Optional Deposits. Notwithstanding the foregoing, in the case of optional redemption of all or any portion of the Bonds, as required or permitted by Section 12 hereof, the Treasurer is hereby authorized and directed to deposit from time to time before the appropriate optional redemption date funds which shall be sufficient when they, either alone or together with the interest to be earned thereon, if any, will equal the principal of Bonds so called for redemption and the premium, if any and the interest thereon to the date fixed for redemption.

SECTION 14. Disposition of Proceeds.

(a) Clearing Account. All proceeds of the Bonds derived from the sale of the Bonds and delivered to the Paying Agent shall be deposited in the Clearing Account created pursuant to Section 21 hereof and shall be and hereby are appropriated substantially to payment of the cost of the Transportation Project, including but not limited to, payment of the costs and expenses of preparing, marketing, issuing and insuring the Bonds, and shall not be used for any other purposes, except as to any insubstantial amounts of money which may remain after fulfilling the purposes set forth herein, which minor amounts of remaining moneys shall promptly upon their determination be deposited in the 2017 Bonds Sinking Fund and used for the payment of interest on the Bonds.

(b) Use of Proceeds. Notwithstanding any other provision of this Section, proceeds of the Bonds may be used for purposes other than those enumerated in this Ordinance; provided that, the County shall have first complied with the applicable provisions of the Debt Act and the Code (as hereinafter defined), respectively, regarding a change in the use of proceeds.

SECTION 15. Cost and Realistic Useful Life.

(a) Reasonable cost estimates have been obtained for each component of the Transportation Project from advisers and professional consultants, each of whom is qualified by education, training and experience to provide such estimates. The overall cost of the Transportation Project has been estimated to be at least \$6,000,000.

(b) The Board of Commissioners of the County hereby determines that the combined useful lives of the components of the Transportation Project are at least thirty (30) years. Therefore, the principal maturities of the Bonds are in accordance with § 8142(a)(2) of the Debt Act.

(c) In accordance with Section 8142(b)(1) of the Debt Act, the maturities of the Bonds will be fixed so as to amortize the Bonds on at least an approximately level annual debt service plan during the term of the Bonds.

SECTION 16. Internal Revenue Code Covenants.

(a) General. The County hereby covenants with the registered owners, from time to time, of the Bonds that no part of the proceeds of the Bonds will be used, at any time, directly or indirectly, in a manner which, if such use had been reasonably expected on the date of issuance of the Bonds, would have caused the Bonds to be arbitrage bonds within the meaning of Section 148 of the Internal Revenue Code of 1986, as amended (“**Code**”) and the Regulations thereunder proposed or in effect at the time of such use and applicable to the Bonds, and that it will comply with the requirements of Section 148 of the Code and the Regulations throughout the term of the Bonds.

(b) Rebate. The County covenants, if it is not eligible for any rebate exception under the Code, that it will rebate to the U.S. Treasury, at the times and in the manner required by the Code, all investment income derived from investing the proceeds of the Bonds in an amount which exceeds the amount which would have been derived from the investment of the proceeds of the Bonds at a yield not in excess of the yield on the Bonds

(c) Filing. The County will file IRS Form 8038-G and any other forms or information required by the Code to be filed in order to permit the interest on the Bonds to be excluded from gross income for federal income tax purposes.

SECTION 17. Advertising.

The action of the officers and officials of the County in advertising a summary of this Ordinance, as required by law, is ratified and confirmed. The officers and officials of the County or any of them, are authorized and directed to advertise a notice of enactment of this Ordinance in a newspaper of general circulation in the County within fifteen (15) days after final enactment. The Chief Clerk is hereby directed to make a copy of this Ordinance available for inspection by any citizen during normal office hours.

SECTION 18. Filing with Department of Community and Economic Development.

The Chairman of the Board of Commissioners and the Chief Clerk are hereby authorized and directed to prepare, verify and file with the Department of Community and Economic Development (the “Department”), in accordance with the Debt Act, a transcript of the proceedings relating to the issuance of the Bonds including the Debt Statement and Borrowing Base Certificate required by Section 8110 of the Debt Act, and to take other necessary action, and to prepare and file all necessary documents with the Department including, if necessary or desirable, any statements required to exclude any portion of the debt evidenced by the Bonds from the appropriate debt limit as self-liquidating or subsidized debt.

SECTION 19. General Authorization.

Proper Officers and, as directed by Proper Officers, officials of the County are hereby authorized and directed to execute and deliver such other documents and to take such other action as may be necessary or appropriate in order to effect the execution, issuance, sale and delivery of the Bonds, all in accordance with this Ordinance.

SECTION 20. Official Statement.

The County hereby authorizes the preparation and distribution of a Preliminary Official Statement, Official Statement or other disclosure documents in connection with the marketing and sale of the Bonds. The Chairman or Vice Chairman, as applicable, of the Board of Commissioners, is hereby authorized and directed to execute and deliver any Official Statement on behalf of the County.

SECTION 21. Clearing Account and Municipal Project Accounts.

(a) Clearing Account. The County hereby creates with the Paying Agent a special fund to be known as the County of Dauphin 2017 Bonds Clearing Account (the "**Clearing Account**"), which shall be held as a trust fund for the benefit of the County until disbursed in accordance with the following provisions hereof: The County shall deliver the net proceeds (including accrued interest, if any) derived from the sale of the Bonds to the Paying Agent for deposit to the Clearing Account. Upon written direction from the County signed by the Chairman or Vice Chairman of the Board of Commissioners of the County, the Paying Agent shall, out of the Clearing Account, pay the costs and expenses of the issuance of the Bonds, transfer and deposit the specified amounts to the Municipal Project Accounts as described in subsection (b) below, and deposit the balance remaining, if any, to the 2017 Bonds Sinking Fund. The written direction from the County shall state the names of the respective payees, the purpose for which the expenditure has been incurred, or the purpose of the transfer, whichever is applicable, and shall contain a certification that each item of expense for which payment has been requested has been properly incurred and is then unpaid, and that each transfer which is requested is in accordance with the provisions of this Ordinance.

(b) Municipal Project Accounts.

(i) Derry Township Project Account. The County hereby authorizes the transfer of a portion of the Bond proceeds from the Clearing Account to the Derry Township Project Account created hereinafter in the amounts necessary to undertake the Derry Project in accordance with the Debt Act and as set forth in this Ordinance.

Proper Officers of the County are authorized and directed to execute, attest and deliver, on behalf of the County a Municipal Loan Agreement with Derry Township, in the form hereinafter approved (the "**Derry Township Loan Agreement**") providing for, *inter alia*, the establishment of a special account to be known as the Derry Township Project Account (the "**Derry Township Project Account**") and the investment and application of moneys to be deposited therein and such other provisions as are necessary and appropriate in connection with the Derry Project as contemplated by this Ordinance. The Derry Township Loan Agreement shall contain such provisions as shall be in substance and form satisfactory to Bond Counsel, to the County Solicitor and the Proper Officers of the County executing the same and such form is hereby approved.

(ii) Londonderry Township Project Account. The County hereby authorizes the transfer of a portion of the Bond proceeds from the Clearing Account to the Londonderry Township Project Account created hereinafter in the amounts necessary to undertake the Londonderry Project in accordance with the Debt Act and as set forth in this Ordinance.

Proper Officers of the County are authorized and directed to execute, attest and deliver, on behalf of the County a Municipal Loan Agreement with Londonderry Township, in the form

hereinafter approved (the "**Londonderry Township Loan Agreement**") providing for, *inter alia*, the establishment of a special account to be known as the Londonderry Township Project Account (the "**Londonderry Township Project Account**") and the investment and application of moneys to be deposited therein and such other provisions as are necessary and appropriate in connection with the Londonderry Project as contemplated by this Ordinance. The Londonderry Township Loan Agreement shall contain such provisions as shall be in substance and form satisfactory to Bond Counsel, to the County Solicitor and the Proper Officers of the County executing the same and such form is hereby approved.

(iii) Lower Swatara Township Project Account. The County hereby authorizes the transfer of a portion of the Bond proceeds from the Clearing Account to the Lower Swatara Township Project Account created hereinafter in the amounts necessary to undertake the Lower Swatara Project in accordance with the Debt Act and as set forth in this Ordinance.

Proper Officers of the County are authorized and directed to execute, attest and deliver, on behalf of the County a Municipal Loan Agreement with Lower Swatara Township, in the form hereinafter approved (the "**Lower Swatara Township Loan Agreement**") providing for, *inter alia*, the establishment of a special account to be known as the Lower Swatara Township Project Account (the "**Lower Swatara Township Project Account**") and the investment and application of moneys to be deposited therein and such other provisions as are necessary and appropriate in connection with the Lower Swatara Project as contemplated by this Ordinance. The Lower Swatara Township Loan Agreement shall contain such provisions as shall be in substance and form satisfactory to Bond Counsel, to the County Solicitor and the Proper Officers of the County executing the same and such form is hereby approved.

SECTION 22. Purchase of Municipal Notes.

As security for the repayment of their allocable portion of the debt service due on the Bonds, the Municipalities will each issue a general obligation note, liquid fuels revenue note or guaranteed revenue note to the County pursuant to which each of the Municipalities will pledge their full faith, credit and taxing power, their Liquid Fuels Tax or both, as required by the County and in accordance with the provisions of the Debt Act. Proper Officers of the County are authorized and directed to execute and deliver, on behalf of the County, Confirmations of the Note Purchase Agreements in the form hereinafter approved, to provide for the final purchase price, interest rates, annual mandatory sinking fund installments of the principal amount of the Municipal Notes, redemption provisions (optional and mandatory), and any other appropriate terms and conditions applicable to the Note (the "**Confirmations**"). The Confirmations shall contain such provisions as shall be in substance and form satisfactory to Bond Counsel, to the County Solicitor and the Proper Officers of the County executing the same and such form is hereby approved. The Municipal Notes will bear interest at such rates and pay principal on such dates as provided in each Confirmation, which shall be sufficient to pay each Municipalities allocable portion of debt service on the Bonds.

SECTION 23. Payment of Expenses.

All expenses incurred in connection with issuance of the Bonds shall be paid out of the proceeds derived from the issuance of the Bonds and deposited in the Clearing Account. Proper Officers of the County and officials are authorized to sign and deliver requests for payment of such expenses.

SECTION 24. Investment.

Any moneys in the Municipal Project Accounts may be invested or deposited as permitted by applicable law for funds of the County, the Municipalities or as permitted under the Debt Act, as applicable. As to the Municipal Project Accounts, Proper Officers or other authorized officers of the County shall designate, in conjunction with the Municipalities such investments in such combination as to provide safety of principal, liquidity to any Transportation Project and maximum investment income.

Any moneys in the 2017 Bonds Sinking Fund not required for prompt expenditure, at the direction of the County, may be invested in bonds or obligations which are direct obligations of, or are fully guaranteed as to principal and interest by, the United States of America or may be deposited at interest in time account or certificates of deposit or other interest bearing account of any bank or bank and trust company, savings and loan association or building and loan association. To the extent that the Federal Deposit Insurance Corporation or similar Federal agency insures such deposits, they need not be secured. Otherwise, such deposits shall be secured as public deposits or as trust funds in accordance with the Debt Act. Any such investments or deposits shall mature or be subject to redemption at the option of the holder, or be subject to withdrawal at the option of the depositor, not later than the date upon which such moneys are required to be paid to the registered owners of the Bonds.

SECTION 25. Purchase of Insurance.

If determined to be economically advantageous to the Transportation Project, the County hereby agrees to purchase and hereby accepts the commitment of such bond insurer, if any, as may be specified in the Addendum (the “**Bond Insurer**”) to issue a Municipal Bond Insurance Policy insuring the Bonds and directs that the appropriate premium be promptly paid at the settlement of the sale of the Bonds. A legend indicating the existence of such a policy shall be printed on the Bonds in the form required by the Bond Insurer. All terms and conditions required to be contained in this Ordinance by the terms of the commitment are incorporated herein by reference with the same effect as if set out at length.

SECTION 26. Authorization of Officers.

Any authorization granted to, power conferred on, or direction given to the Chairman or Chief Clerk, shall be deemed to run to the Vice Chairman or the Deputy or Assistant Chief Clerk, respectively, as if such latter titles had been expressly included in the text hereof which grants such authorization, confers such power or gives such direction, each of whom, together with any other member of the Board of Commissioners authorized by this Ordinance, shall constitute Proper Officers of the County, and each being a Proper Officer of the County.

SECTION 27. Form of Bond.

The Bonds shall be substantially in the form set forth in Schedule B, which is attached hereto and made a part hereof as though fully set forth herein, with such changes thereto as shall hereafter be made upon the advice of the County’s solicitor and Bond Counsel, approval of such changes being evidenced by the execution and attestation of the Bonds by Proper Officers of the County.

SECTION 28. Ratification.

The County hereby ratifies and confirms authorization to the Solicitor to the County, Joseph A. Curcillo, III, Esquire, Bond Counsel, Eckert Seamans Cherin & Mellott, LLC, Harrisburg, Pennsylvania, the Financial Advisor to the County, Susquehanna Group Advisors, Inc. and the Purchaser to undertake the necessary steps or to take necessary action relating to the marketing and issuance of the Bonds, including but not limited to the preparation and distribution of the Preliminary Official Statement.

SECTION 29. Disclosure Covenants.

In accordance with Rule 15c2-12 (the “**Rule**”) promulgated under the Securities Exchange Act of 1934, as amended, the County hereby covenants, with and for the benefit of the holders and beneficial owners (which shall include any person or entity that has a pecuniary interest in any of the Bonds) from time to time of the Bonds, to provide to the Municipal Securities Rulemaking Board (the “**MSRB**”) in the manner prescribed by the MSRB (currently through the MSRB’s Electronic Municipal Market Access System (the “**EMMA System**”), on an annual basis, certain annual financial information and operating data specified in the final Official Statement with respect to the Bonds and more fully identified in the County’s Continuing Disclosure Certificate, to be dated and executed concurrently with the issuance of the Bonds, commencing with the fiscal year ending December 31, 2017. Such financial information and operating data shall be provided by October 1st after the end of each fiscal year. The County hereby also covenants, with and for the benefit of the holders and beneficial

owners from time to time of the Bonds, to provide to the MSRB for disclosure through its EMMA System, (A) in a timely manner, notice of a failure to provide the required annual financial information specified above, on or before the date specified above, and (B) in a timely manner not in excess of ten (10) business days after the occurrence of any of the following events with respect to the Bonds: (i) principal and interest payment delinquencies; (ii) non-payment related defaults, if material; (iii) unscheduled draws on debt service reserves reflecting financial difficulties; (iv) unscheduled draws on credit enhancements reflecting financial difficulties; (v) substitution of credit or liquidity providers or their failure to perform; (vi) adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax status of the Bonds, or other material events affecting the tax status of the Bonds; (vii) modifications to rights of the holders of the Bonds, if material; (viii) bond calls, if material, and tender offers; (ix) defeasance of the Bonds or any portion thereof; (x) release, substitution or sale of property securing repayment of the Bonds, if material; (xi) rating changes; (xii) bankruptcy, insolvency, receivership or similar event of the obligated person; (xiii) the consummation of a merger, consolidation, or acquisition involving an obligated person or the sale of all or substantially all of the assets of the obligated person, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material; and (xiv) appointment of a successor or additional trustee or the change of name of a trustee, if material.

The County's covenants in the immediately preceding paragraph shall terminate upon legal defeasance, or other arrangement whereby the County is released from any further obligations with respect to the Bonds, prior to redemption or payment in full of all of the Bonds. If such termination occurs prior to the final maturity of the Bonds, the County shall give prompt notice of such termination to the MSRB.

Proper officers or officials of the County are hereby authorized in the name and on behalf of the County to amend or terminate, in whole or in part, any of the foregoing covenants in this Section, without the consent of the holders or beneficial owners of the Bonds, provided that (A) the amendment requires the County to provide more information than was required by this Section prior to the amendment, without diminishing in any way the obligations of the County to provide information hereunder as required by this Section prior to the amendment, or (B) the following conditions are satisfied: (i) the amendment or termination is in connection with a change in circumstances that arises from a change in or clarification of legal requirements, change of law, or change in the identity, nature or status of an obligated person (within the meaning of the Rule) with respect to the Bonds, or the type of business conducted; (ii) such covenants, as amended, would, in the opinion of the independent nationally recognized bond counsel, have complied with the requirements of the Rule at the time of the original issuance of the Bonds, after taking into account any amendments or interpretations of the Rule, as well as any change in circumstances; and (iii) the amendment or termination either (a) is approved by the holders of the Bonds in the same manner as provided in the Debt Act for modifications of this Ordinance with the consent of such holders or (b) does not, in the opinion of independent nationally recognized bond counsel, materially impair the interests of the holders or beneficial owners of the Bonds. The County shall give prompt notice of any such amendment or termination to the MSRB. In addition, the County shall describe such amendment in the next submission to the MSRB and shall include, as applicable, a narrative explanation of the reason for the amendment and its impact on the type (or in the case of a change of accounting principles, on the presentation) of financial information or operating data being provided by the County. If the amendment relates to the accounting principles to be followed in preparing the County's audited financial statements (the "Audits"), (A) the County shall give prompt notice of such change to the MSRB, and (B) the Audits for the year in which the change is made shall present a comparison (in narrative form and also, if feasible, in quantitative form) between the Audits as prepared on the basis of the new accounting principles and the Audits prepared on the basis of the former accounting principles.

The sole remedy for a breach by the County of any of the covenants in this Section shall be an action to compel performance of such covenant. Under no circumstances may monetary damages be assessed or recovered or payment of the Bonds be accelerated, nor shall any such breach constitute a default under the

Bonds. Nothing in this Section is intended as or shall be deemed a “provision of the bonds” for purposes of the Debt Act.

SECTION 30. Severability.

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 31. Repealer.

Any resolutions or ordinances, or parts thereof, not in accordance with this Ordinance are hereby repealed insofar as they conflict with this Ordinance.

SECTION 32. Effective Date. This Ordinance shall become effective in accordance with Section 8003 of the Debt Act.

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ENACTED by the Board of Commissioners of the County of Dauphin, in lawful session assembled, this 15th day of November, 2017.

COUNTY OF DAUPHIN

ATTEST:



Chief Clerk



Chairman, Board of Commissioners

Vice Chairman, Board of Commissioners

[SEAL]



Member, Board of Commissioners

CERTIFICATE

I, the undersigned officer the County of Dauphin, Commonwealth of Pennsylvania (“County”), hereby certify that: (a) attached to this Certificate is a true, correct and complete copy of an ordinance (the “Ordinance”) which was duly enacted at a meeting of the Board of Commissioners of the County on November 15, 2017, at which a quorum was present and acting throughout, and which was at all times open to the public; (b) the Ordinance was duly recorded in the County’s Ordinance Book, and a summary of the Ordinance was published as required by law in a newspaper of general circulation in the County; (c) the County met the advance notice requirements of the Sunshine Act, 65 Pa.C.S. §701 *et seq.* by advertising the date of the meeting and posting a notice of the meeting at the public meeting place of the Board of Commissioners; (d) the total number of members of the Board of Commissioners is three; and (e) the vote upon the Ordinance was called and duly recorded upon the minutes and that the members voted in the following manner:

	<u>YES</u>	<u>NO</u>	<u>ABSTAIN</u>	<u>ABSENT</u>
Jeffrey T. Haste	<u>✓</u>	<u> </u>	<u> </u>	<u> </u>
Michael H.W. Pries	<u>✓</u>	<u> </u>	<u> </u>	<u> </u>
George P. Hartwick, III	<u>✓</u>	<u> </u>	<u> </u>	<u> </u>

WITNESS my hand and seal of the County this ____ day of November, 2017.



Chief Clerk

(SEAL)