

COUNTY OF YORK, PENNSYLVANIA

ORDINANCE NO. 2016-05

INCURRING NONELECTORAL DEBT IN THE AGGREGATE PRINCIPAL AMOUNT OF \$32,000,000 TO BE EVIDENCED BY GENERAL OBLIGATION BONDS TO COMPLETE THE UPGRADE OF THE COUNTY'S EMERGENCY MANAGEMENT AND 911 COMMUNICATIONS SYSTEM, CONSTRUCT IMPROVEMENTS TO THE COUNTY PRISON, HUMAN SERVICES CENTER, THE STRICKLER HOUSE, AND OTHER CAPITAL PROJECTS, AND TO CURRENTLY REFUND THE COUNTY'S GENERAL OBLIGATION BONDS, SERIES C OF 2015, AND PAY ALLOCABLE ISSUANCE COSTS; ACCEPTING A BOND PURCHASE AGREEMENT; SETTING FORTH THE PARAMETERS, SUBSTANTIAL FORM OF AND CONDITIONS TO ISSUING THE BONDS; PLEDGING THE FULL FAITH, CREDIT AND TAXING POWER OF THIS COUNTY TO SECURE THE BONDS; CREATING BOND SINKING FUNDS; APPOINTING A PAYING AGENT AND SINKING FUND DEPOSITORY; PROVIDING FOR THE RETIREMENT OF THE 2015C BONDS; AND APPROVING RELATED ACTIONS AND DOCUMENTS.

WHEREAS, The County of York (the "County") is a political subdivision of the Commonwealth of Pennsylvania (the "Commonwealth"), governed by its Board of County Commissioners (the "Board"), and is a "local government unit" under the Pennsylvania Local Government Unit Debt Act, 53 Pa.C.S. Chs. 80-82 (the "Debt Act"); and

WHEREAS, The Board by Ordinance No. 2014-08 duly enacted on December 10, 2014 (the "2015C Bonds Enabling Ordinance"), authorized and secured, among other indebtedness, the issuance of its General Obligation Bonds, Series C of 2015, in the original aggregate principal amount of \$21,000,000, dated January 15, 2015 (the "2015C Bonds"), as described in the 2015C Bonds Enabling Ordinance; and

WHEREAS, The Department of Community and Economic Development (the "Department"), of the Commonwealth approved the debt proceedings of this County related to

the 2015C Bonds, evidenced by Certificate of Approval No. GOB-150114-04, dated January 14, 2015; and

WHEREAS, The 2015C Bonds are all stated to mature by their terms on December 1, 2016; and

WHEREAS, The Board previously filed, after public notice required by the Debt Act, a “Petition to Approve Refunding of Nonelectoral Debt Pursuant to LGUDA Section 8243(a)” with the Department on September 22, 2016 (the “8243(a) Petition”), due to the unexpected lack of federal funding necessary to retire the 2015C Bonds when due on December 1, 2016; and

WHEREAS, The Department issued an Order dated September 26, 2016, signed by the Secretary of the Department, attached hereto as **Exhibit “A”**, approving the relief sought in the County’s 8243(a) Petition by allowing it to issue refunding bonds to retire the 2015C Bonds; and

WHEREAS, The Board has determined to undertake capital projects consisting of completing the upgrade of the County’s emergency management and 911 communication system, constructing improvements to the County Prison, the County Human Services Center and to the Strickler House and undertaking other capital projects of the County (collectively, the “Capital Projects”); and

WHEREAS, The Board has obtained realistic cost estimates for the Capital Projects, through bids, professional estimates or otherwise; and

WHEREAS, The Board wishes to authorize, sell, issue and secure one or more series of bonds, in the maximum aggregate principal amount of Thirty-two Million Dollars (\$32,000,000) (collectively, the “Bonds”); and

WHEREAS, The Board has considered the possible manners of selling the Bonds provided for in the Debt Act, being public sale or private sale by negotiation or upon invited bidding; and

WHEREAS, the Board has determined that the Bonds shall be offered in a private sale by negotiation, at a net purchase price (including underwriters’ discount and original issue discount/premium) of not less than 95% nor more than 125% of the aggregate principal amount of the Bonds issued (collectively, the “Purchase Price”); and

WHEREAS, A Bond Purchase Agreement, dated October 19, 2016 (the “Proposal”), to purchase the Bonds has been received from PNC Capital Markets LLC and RBC Capital Markets, LLC (collectively, the “Purchaser”), containing the financial parameters for, and conditions to, the purchase and issuance of the Bonds, which are consistent with the maximum

yields to maturity and maximum principal payment amounts by fiscal years set forth in **Exhibit "B"** attached hereto and made a part hereof (the "Bond Parameters"), which will be supplemented by one or more Addendums to the Proposal (each an "Addendum") containing the final terms and conditions of the sale of the Bonds, within the Bond Parameters; and

WHEREAS, The Board desires to accept the Proposal, to award the sale of the Bonds to the Purchaser in accordance with the Proposal, and to take appropriate action in connection with the Bonds and in accordance with the Debt Act; and

WHEREAS, The Board has determined to appoint Manufacturers and Traders Trust Company ("Paying Agent"), having offices in Harrisburg, Pennsylvania, and Buffalo, New York, as paying agent and sinking fund depository for the Bonds.

NOW, THEREFORE, BE IT ENACTED AND ORDAINED, by the Board, as follows:

SECTION 1. The Board hereby authorizes and secures the issuance of the Bonds pursuant to this Ordinance, in accordance with the Debt Act, to undertake the Refunding Project and the Capital Projects.

SECTION 2. The Board expresses its finding that it is in the best financial interests of this County to sell the Bonds in a private sale by negotiation, and determines that the debt to be incurred pursuant to this Ordinance shall be nonelectoral debt.

SECTION 3. The useful lives of the facilities contemplated by the Capital Projects vary from at least five (5) years to at least fifteen (15) years, with an aggregate principal amount of Bonds equal to the separate cost of each facility being stated to mature prior to the end of such useful life. The first stated maturity date of the Bonds is within the later of two (2) years of the issue date of the Bonds.

The Refunding Project is permitted by the Secretary's Order attached as **Exhibit "A"**, including with respect to the remaining useful lives of the assets originally financed by the 2015 C Bonds being refunded.

The Refunding Project and the Capital Projects are being combined for purposes of the financing.

SECTION 4. The County Administrator is hereby authorized to direct the Purchaser when to market Bonds, and to approve each Addendum containing the final terms and conditions of the Bonds within the Bond Parameters. Each Addendum, so approved, shall be executed by at least two members of the Board and included as a part of the Proposal accepted by this Ordinance.

SECTION 5. The Bonds, when issued, will consist of general obligation bonds of this County.

SECTION 6. The Bonds shall be issuable as fully registered bonds, without coupons, in denominations of \$5,000 principal amount or any integral multiple thereof, and shall be dated the date of delivery of the Bonds.

Each of the Bonds shall bear interest from the interest payment date next preceding the date of registration and authentication of such bond, unless: (a) such bond is registered and authenticated as of an interest payment date, in which event such bond shall bear interest from said interest payment date, or (b) such bond is registered and authenticated after a 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 on or prior to the Record Date next preceding the first interest payment date, in which event such bond shall bear interest from the issuance date of the Bonds; or (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. Interest on each of the Bonds shall be payable initially on a date set forth in an Addendum, and thereafter semiannually, until the principal sum thereof is paid. Except as to distinguishing numbers, denominations, interest rates and maturity dates, the Bonds and the Paying Agent's certificates of authentication shall be substantially in the forms and shall be of the tenor and purport hereinafter set forth, with insertions and variations (including CUSIP numbers) approved by the Paying Agent, as may be appropriate for different denominations and maturity dates.

Principal, premium, if any, and interest with respect to the Bonds shall be payable in lawful money of the United States of America.

The principal of and premium, if any, on the Bonds shall be payable to the registered owners thereof or their transferees, upon presentation and surrender of the Bonds at the place or places set forth in the Bonds. Payment of interest on the Bonds shall be made by check mailed to the registered owners thereof whose names and addresses appear at the close of business on the fifteenth (15th) day next preceding each interest payment date (the "Record Date") on the registration books maintained by the Paying Agent on behalf of this County, irrespective of any transfer or exchange of any Bonds subsequent to the Record Date and prior to such interest payment date, unless this County shall be in default in payment of interest due on such interest payment date. In the event of any such default, such defaulted interest shall be payable to the persons in whose names the Bonds are registered at the close of business on a special record date for the payment of such defaulted interest established by notice mailed by the Paying Agent on behalf of this County to the registered owners of the Bonds not less than fifteen (15) days preceding such special record date. Such notice shall be mailed to the persons in whose names the Bonds are registered at the close of business on the fifth (5th) day preceding the date of mailing.

If the date for the payment of the principal of or interest on any Bonds shall be a Saturday, Sunday, legal holiday or a day on which banking institutions in the Commonwealth are authorized or required by law or executive order to close, then the date for payment of such principal or interest shall be the next succeeding day that is not a Saturday, Sunday, legal holiday or a day on which such banking institutions are authorized or required to close, and payment on such date shall have the same force and effect as if made on the nominal date established for such payment.

SECTION 7. Registration of the transfer of ownership of Bonds shall be made upon surrender of the Bonds to the Paying Agent, accompanied by a written instrument or instruments in form, with instructions, and with guaranty of signature satisfactory to the Paying Agent, duly executed by the registered owner thereof or his attorney-in-fact or legal representative. The Paying Agent shall enter any transfer of ownership of any of the Bonds in the registration books and shall authenticate and deliver, at the earliest practicable time, in the name of the transferee or transferees, a new fully registered bond or bonds of authorized denominations of the same series, maturity and interest rate for the aggregate principal amount that the registered owner is entitled to receive. Bonds may be exchanged for a like aggregate principal amount of Bonds of other authorized denominations, of the same maturity and interest rate.

SECTION 8. This County and the Paying Agent shall not be required to register the transfer of or exchange any of the Bonds then considered for redemption during the period beginning at the close of business on the fifteenth (15th) day next preceding any date of selection of such Bonds to be redeemed and ending at the close of business on the day of mailing of the notice of redemption, as hereinafter provided, or to register the transfer of or exchange any portion of any of the Bonds selected for redemption in whole or in part until after the redemption date.

SECTION 9. This County and the Paying Agent may deem and treat the persons in whose names the Bonds shall be registered as the absolute owners thereof for all purposes, whether such Bonds shall be overdue or not, and payment of the principal of, premium, if any, and interest on the Bonds shall be made only to or upon the order of the registered owners thereof or their legal representatives, but registration of a transfer of ownership may be made as herein provided. All such payments shall be valid and effectual to satisfy and discharge the liability upon Bonds, to the extent of the sum or sums so paid, and neither this County nor the Paying Agent shall be affected by any notice to the contrary.

SECTION 10. This County shall cause to be kept, and the Paying Agent shall keep, books for the registration, exchange and transfer of Bonds in the manner provided herein and therein so long as Bonds shall remain outstanding. Such registrations, exchanges and transfers shall be made without charge to bondholders, except for actual costs, including postage, insurance and any taxes or other governmental charges required to be paid with respect to the same.

SECTION 11. The Bonds shall bear interest, each with a Purchase Price resulting in yield(s) to maturity, and principal maturing or payable upon mandatory sinking fund redemptions in the maximum annual amounts, in each fiscal year as set forth in **Exhibit “B”**.

SECTION 12. A. Optional Redemption. The Bonds may be subject to optional redemption by this County prior to maturity, on such date or dates and under such terms as may be determined in the manner described in Section 4 hereof. The Bonds may be subject to mandatory redemption prior to maturity, to be set forth in the Addendum, not in excess of any annual principal payment amount by fiscal year set forth in **Exhibit “B”** attached hereto.

If an Addendum accepted in accordance with Section 4 of this Ordinance provides that any of the Bonds shall be term bonds, such Bonds (the “Term Bonds”) shall be subject to mandatory redemption by the County in such annual principal amounts and on such dates as are stated in the Addendum (but not in amounts greater than set forth in **Exhibit “B”**), at a redemption price equal to 100% of the principal amount redeemed together with accrued interest thereon to the date fixed for redemption. Any such redemption shall be upon application of money available for the purpose in each Mandatory Sinking Fund to be established within the Sinking Fund created in accordance with this Ordinance. In lieu of any such mandatory redemption, the Paying Agent, on behalf of the County, may purchase from money in such Sinking Fund, at a price not to exceed the principal amount plus accrued interest, or the County may tender to the Paying Agent, all or any part of the Term Bonds subject to being drawn for redemption on any such date.

In the case of any optional redemption, in part, of Term Bonds of any particular maturity, this County shall be entitled to designate whether the amount to be redeemed shall be credited against the principal amount of such Term Bonds due at maturity or credited against the principal amount of such Term Bonds scheduled to be called for mandatory sinking fund redemption on any particular date or dates, in each case in an integral multiple of \$5,000 principal amount.

(b) Redemption of Bonds in Part. If any of the Bonds is of a denomination larger than \$5,000, a portion of such bond may be redeemed, but only in an integral multiple of \$5,000 principal amount. For the purpose of selecting any of the Bonds for redemption, each of the Bonds subject to redemption shall be treated as representing the number of Bonds that is equal to the principal amount thereof divided by \$5,000, each \$5,000 portion thereof being subject to redemption. In the case of partial redemption of any of the Bonds, payment of the redemption price will be made only upon surrender of such bond in exchange for Bonds of authorized denominations of the same series, maturity and interest rate and in aggregate principal amount equal to the unredeemed portion of the principal amount of such bond redeemed in part.

(c) Notice of Redemption. Notice of redemption shall be deposited in first class mail not less than thirty (30) days prior to the date fixed for redemption and shall be addressed to the registered owners of the Bonds to be redeemed at their addresses shown on the

registration books kept by the Paying Agent as of the day such Bonds are selected for redemption. Such notice shall specify: (1) the series, maturity (and if Bonds having the same maturity date bear interest at different rates, the interest rate) and numbers of the Bonds or portions thereof so called for redemption; (2) the date fixed for redemption; (3) the redemption price or prices applicable to the Bonds or portions thereof to be redeemed; and (4) that on the date fixed for redemption the principal amount to be redeemed will be payable at a designated office of the Paying Agent and that after such date interest thereon shall cease to accrue. Failure to mail any such notice or any defect therein or in the mailing thereof shall not affect the validity of any proceeding for redemption of other Bonds so called for redemption as to which proper notice has been given.

If at the time of mailing of a notice of redemption this County shall not have deposited with the Paying Agent, as sinking fund depository, money sufficient to redeem all Bonds called for redemption, the notice of redemption shall state that it is conditional, i.e., that it is subject to the deposit of sufficient redemption money with the Paying Agent not later than the redemption date, and such notice shall be of no effect unless such money is so deposited. If the Bonds to be called for redemption shall have been refunded, money sufficient to redeem such Bonds shall be deemed to be on deposit with the Paying Agent for the purposes of this Section, and the notice of redemption need not state that it is conditional, if the redemption money has been deposited irrevocably with another bank or bank and trust company which shall have been given irrevocable instructions to transfer the same to the Paying Agent not later than the redemption date.

(d) Interest on Redeemed Bonds Ceases to Accrue. On the date designated for redemption, notice having been provided as aforesaid and money for payment of the principal, redemption premium, if any, and accrued interest being held by the Paying Agent, interest on the Bonds or portions thereof so called for redemption shall cease to accrue and such Bonds or portions thereof so called for redemption shall cease to be entitled to any benefit or security under this Ordinance, and registered owners of such Bonds or portions thereof so called for redemption shall have no rights with respect thereto, except to receive payment of the principal to be redeemed and accrued interest thereon to the date fixed for redemption, together with the redemption premium, if any.

(e) Redemption on Business Days. If the redemption date for any Bonds shall be a Saturday, Sunday, legal holiday or a day on which banking institutions in the Commonwealth are authorized or required by law or executive order to close, then the date for payment of the principal, premium, if any, and interest upon such redemption shall be the next succeeding day that is not a Saturday, Sunday, legal holiday or a day on which such banking institutions are authorized or required to close, and payment on such date shall have the same force and effect as if made on the nominal date of redemption.

SECTION 13. This County hereby appoints the Paying Agent to serve as the paying agent for the Bonds and directs that the principal of, premium, if any, and interest on the Bonds shall be payable at the designated corporate trust office of the Paying Agent, in lawful money of the United States of America.

SECTION 14. The form of the Bonds shall be substantially as set forth in **Exhibit “C”**, which is attached hereto and made part hereof, with appropriate insertions, omissions and variations.

SECTION 15. The Bonds shall be executed in the name of and on behalf of the County by the manual or facsimile signature of at least two members of the Board, and the official seal or a facsimile of the official seal of this County shall be affixed thereto and the manual or facsimile signature of the Chief Clerk of the County shall be affixed thereto in attestation thereof; and said officers are authorized to execute and to attest the Bonds.

SECTION 16. No bond constituting one of the Bonds shall be entitled to any benefit under this Ordinance nor shall it be valid, obligatory or enforceable for any purpose until such bond shall have been registered and authenticated by the Certificate of Authentication endorsed thereon duly signed by the Paying Agent; and the Paying Agent is authorized to register and authenticate the Bonds in accordance with the provisions hereof.

SECTION 17. This County covenants to and with the registered owners, from time to time, of the Bonds outstanding pursuant to this Ordinance, that this County shall do the following: (i) include the amount of the debt service for the Bonds, for each fiscal year of this County in which such sums are payable, in its budget for that fiscal year, (ii) appropriate such amounts from its general revenues for the payment of such debt service, and (iii) duly and punctually pay or cause to be paid from the sinking fund created (hereinafter identified) or any other of its revenues or funds the principal of the Bonds and the interest thereon at the dates and place and in the manner stated therein, according to the true intent and meaning thereof; and, for such budgeting, appropriation and payment, this County shall and does pledge, irrevocably, its full faith, credit and taxing power. As provided in the Debt Act, the foregoing covenant of this County shall be enforceable specifically.

SECTION 18. There is created, pursuant to the requirements of the Debt Act, one or more sinking funds for the Bonds (collectively, the “Sinking Fund”) including, if applicable, for multiple series or subseries, or mandatory sinking funds. Each Sinking Fund shall be administered in accordance with the Debt Act.

If any of the Bonds shall be Term Bonds, as specified in the Addendum accepted in accordance with Section 4, a separate fund or account shall be created within and as a part of a Sinking Fund and designated as a “Mandatory Sinking Fund.” The Paying Agent, as the sinking fund depository, shall make deposits into the Mandatory Sinking Fund, from funds deposited by the County into the Sinking Fund, in such amounts and on such dates as money shall be required for the payment upon stated maturity of the Term Bonds that shall be outstanding, if any, on their stated maturity date, and to mandatory redemption prior to stated maturity of such Term Bonds on such dates and in such amounts as are specified in the Addendum.

The Paying Agent, so long as any Term Bonds shall remain outstanding, or as soon after such date as shall suit the convenience of the Paying Agent and shall allow sufficient time for mailing of the requisite notice of redemption, shall select or draw, by lot, in a fair and equitable manner, a principal amount of Term Bonds of the appropriate maturity equal to the amount then required to be redeemed. The Paying Agent shall, upon selection of Term Bonds of the appropriate maturity so to be called for redemption prior to maturity, mail the requisite notice of redemption on behalf of the County. The County covenants to assume and to pay all costs and expenses related to the mandatory redemption of such Term Bonds.

The amount required to be deposited in the Mandatory Sinking Fund on any given date shall be reduced by the principal amount of any Term Bonds of the appropriate maturity that shall have been purchased or tendered in lieu of mandatory redemption in the immediately preceding period, as provided in Section 12 hereof, and the amount of any Term Bonds of the appropriate maturity that have been called for earlier optional redemption which the County has elected to credit against the amount of Term Bonds to be redeemed on such date, as provided in Section 12 hereof.

The principal amount of Term Bonds to be retired from money available in the Mandatory Sinking Fund shall be paid by the Paying Agent, as the sinking fund depository, in the usual and customary manner, from such money available in the Mandatory Sinking Fund.

SECTION 19. This County appoints the Paying Agent as the sinking fund depository with respect to each of the Sinking Funds.

SECTION 20. This County covenants to make payments out of each of the Sinking Funds, or out of any other of its revenues or funds, at such times and in such annual amounts, as shall be sufficient for prompt and full payment of all obligations of the respective Bonds when due.

SECTION 21. Officers and agents of this County are authorized and directed: (a) to prepare, to certify and to file the debt statement required by the Debt Act; (b) to prepare and to file the application with the Department of Community and Economic Development of the Commonwealth (the "Department"), together with a complete and accurate transcript of the proceedings relating to the incurring of debt, of which debt the Bonds, upon issue, will be evidence, as required by the Debt Act; (c) to prepare and to file any statements required by the Debt Act that are necessary to qualify all or any portion of nonelectoral or lease rental debt of the County, that is subject to exclusion as self-liquidating or subsidized debt, for exclusion from the appropriate debt limit as self-liquidating or subsidized debt; (d) to pay or to cause to be paid to the Department all proper filing fees required by the Debt Act in connection with the foregoing; and (e) to take other required, necessary or appropriate action.

Officers and agents of this County are authorized and directed to prepare an appropriate borrowing base certificate to be appended to the debt statement authorized herein.

SECTION 22. If applicable, as determined from the Proposal, the Board authorizes and directs the purchase of municipal bond guaranty insurance with respect to the Bonds. Officers and agents of this County are authorized and directed to take all required, necessary and/or appropriate action with respect to such insurance, as contemplated in the Proposal, including the payment of the premium for such insurance.

SECTION 23. Officers and agents of this County are authorized and directed to contract with the Paying Agent for its services as paying agent with respect to the Bonds and as sinking fund depository in connection with the Sinking Funds.

SECTION 24. It is declared that the debt to be incurred hereby, together with any other indebtedness of this County, is not in excess of any applicable limitation imposed by the Debt Act upon the incurring of debt by this County evidenced by the Bonds.

SECTION 25. This County covenants to and with purchasers of the Bonds that it will make no use of the proceeds of the Bonds, or of any other obligations deemed to be part of the same "issue" as the Bonds under applicable Federal tax regulations, that will cause the Bonds to be or become "arbitrage bonds" within the meaning of Section 103(b)(2) and Section 148 of the Internal Revenue Code of 1986, as amended (the "Code"), and the Treasury Regulations implementing said Sections of the Code. This County further covenants to and with purchasers of the Bonds that it will make no use of the proceeds of the Bonds, of the proceeds of any other obligations deemed to be part of the same "issue" as the Bonds under applicable Federal tax regulations, or of any property or facilities financed with the proceeds of the Bonds or of any such other obligations deemed to be part of the same "issue" as the Bonds, that will cause the Bonds to be or become "private activity bonds" within the meaning of Section 141 of the Code and the Treasury Regulations implementing said Section of the Code. This County shall comply with all other requirements of the Code, if and to the extent applicable, to maintain continuously the Federal income tax exemption of interest on the Bonds.

SECTION 26. Officers and agents of this County are authorized to deliver the Bonds, after execution and attestation thereof as provided for herein, to the Paying Agent, as provided in the proposal for the purchase of the Bonds, but only after the Department has certified its approval pursuant to the Debt Act

SECTION 27. The Board hereby authorizes, approves and ratifies the execution, delivery, use and distribution, as appropriate, of a Preliminary Official Statement (the "Preliminary Official Statement") and a final Official Statement (the "Official Statement") relating to the offering and sale of the Bonds.

The Preliminary Official Statement shall be in the form approved by the County Administrator of this County, and is hereby designated as a "deemed final" Official Statement, as contemplated by Rule 15c2-12 of the Securities and Exchange Commission.

A final Official Statement shall be prepared and approved by County administrators, substantially in the form of the Preliminary Official Statement, but with such changes, insertions and deletions as shall be necessary or appropriate to incorporate the final terms of the Bonds as contained in the Proposal and this Ordinance or as shall be deemed necessary and appropriate by the Purchaser and counsel to this County. The Board hereby authorizes the County administrators to approve such Official Statement, and to evidence such approval the President or Vice President of the Board shall affix his signature thereto on behalf of this County.

SECTION 28. This County determines to retire the 2015C Bonds on the date set forth in the Addendum in accordance with the rights reserved to this County in the 2015C Bonds and Bonds Enabling Ordinance.

This County, simultaneously with delivery of the Bonds, shall enter into a bond retirement agreement (the "Bond Retirement Agreement") or similar arrangement with the Paying Agent, depositing funds sufficient, together with investment earnings, to pay the debt service due on the 2015C Bonds on the stated repayment date. The President or Vice President and the Chief Clerk, respectively, of the Board are authorized and directed to execute, to attest, and to seal, as appropriate, and to deliver such Bond Retirement Agreement. The County hereby approves the Bond Retirement Agreement in form satisfactory to the Solicitor and Bond Counsel for this County and as shall be approved by the officers of the Board executing the same. Such approval of such officers shall be conclusively presumed to have been given by their execution of the Bond Retirement Agreement.

The officers and agents of this County are hereby authorized and directed to take all such actions as may be necessary and appropriate to accomplish the Refunding Project.

SECTION 29. There is authorized to be established a construction fund for the Capital Projects (the "Construction Fund"), into which proceeds of the Bonds designated for such Capital Projects shall be deposited.

SECTION 30. This County shall enter into, and hereby authorizes and directs the President or Vice President of the Board to execute, a Continuing Disclosure Certificate (the "Certificate") on behalf of this County on or before the date of issuance and delivery of the Bonds. Such Certificate shall be executed and delivered to satisfy the terms and conditions of the accepted proposal for sale of the Bonds and Securities and Exchange Commission Rule 15c2-12, and shall be substantially in the form presented to this meeting, which is hereby approved, together with any changes therein made and approved by the executing officer of the Board, whose execution and delivery thereof shall constitute conclusive evidence of such approval. A copy of the Certificate shall be filed with the Chief Clerk of the Board and shall be and hereby is made part of this Ordinance.

This County hereby covenants and agrees that it will comply with and carry out all of the provisions of the Certificate. Notwithstanding any other provision of this Ordinance, failure of this County to comply with the Certificate shall not be considered an event of default with respect to the Bonds; however, any registered owner of the Bonds may take such actions as may be necessary and appropriate, including seeking mandate or specific performance by court order, to cause this County to comply with its obligations under this Section and such Certificate.

SECTION 31. The Bonds shall be made available for purchase under a book-entry only system available through The Depository Trust Company, a New York corporation (“DTC”).

If this County has not heretofore executed, delivered and kept on file with DTC a Blanket Letter of Representations in the form required by DTC for the purpose of evidencing this County’s agreement to comply with the requirements of DTC’s Operational Arrangements with respect to book-entry securities, then at or prior to settlement for the Bonds, this County shall execute, deliver and file with DTC such a Blanket Letter of Representations (the Blanket Letter of Representations so filed or so to be filed with DTC is herein referred to as the “Representation Letter”). The appropriate officers of this County shall take such action as may be necessary from time to time to comply with the terms and provisions of the Representation Letter.

The Paying Agent, by acceptance of its appointment as paying agent for the Bonds, agrees to authorize and direct its appropriate officers to take such action as may be necessary from time to time to comply with DTC’s Operational Arrangements, as amended from time to time, as they shall apply to the Bonds, and any successor paying agent for the Bonds, in its written acceptance of its duties under this Ordinance, shall agree to take any actions necessary from time to time to comply with DTC’s Operational Arrangements, as the same may apply to the Bonds.

SECTION 32. Notwithstanding any other provisions of this Ordinance to the contrary, the Bonds shall initially be issued in the form of one fully registered bond for the aggregate principal amount of the Bonds of each maturity and interest rate, and the following provisions shall apply with respect to the registration, transfer and payment of the Bonds:

(a) Except as provided in subparagraph (g) below, all of the Bonds shall be registered in the name of Cede & Co., as nominee of DTC; provided that if DTC shall request that the Bonds be registered in the name of a different nominee, the Paying Agent shall exchange all or any portion of the Bonds for an equal aggregate principal amount of Bonds of the same series, interest rate and maturity registered in the name of such nominee or nominees of DTC.

(b) No person other than DTC or its nominee shall be entitled to receive from this County or the Paying Agent either a Bond or any other evidence of ownership of the Bonds, or any right to receive any payment in respect thereof, unless DTC or its nominee shall transfer record ownership of all or any portion of the Bonds on the registration books (the “Register”)

maintained by the Paying Agent in connection with discontinuing the book-entry system as provided in subparagraph (g) below or otherwise.

(c) So long as any Bonds are registered in the name of DTC or any nominee thereof, all payments of the principal or redemption price of or interest on such Bonds shall be made to DTC or its nominee in accordance with the Representation Letter on the dates provided for such payments under this Ordinance. Each such payment to DTC or its nominee shall be valid and effective to fully discharge all liability of this County or the Paying Agent with respect to the principal or redemption price of or interest on the Bonds to the extent of the sum or sums so paid. In the event of the redemption of less than all of the Bonds outstanding of any maturity, the Paying Agent shall not require surrender by DTC or its nominee of the Bonds so redeemed, but DTC (or its nominee) may retain such Bonds and make an appropriate notation on the Bond certificate as to the amount of such partial redemption; provided that DTC shall deliver to the Paying Agent, upon request, a written confirmation of such partial redemption and thereafter the records maintained by the Paying Agent shall be conclusive as to the amount of the Bonds of such maturity which have been redeemed.

(d) This County and the Paying Agent may treat DTC (or its nominee) as the sole and exclusive owner of the Bonds registered in its name for the purposes of payment of the principal or redemption price of or interest on the Bonds, selecting the Bonds or portions thereof to be redeemed, giving any notice permitted or required to be given to holders of Bonds under this Ordinance, registering the transfer of Bonds, obtaining any consent or other action to be taken by holders of Bonds and for all other purposes whatsoever; and neither this County nor the Paying Agent shall be affected by any notice to the contrary. Neither this County nor the Paying Agent shall have any responsibility or obligation to any participant in DTC, any person claiming a beneficial ownership interest in the Bonds under or through DTC or any such participant, or any other person which is not shown on the Register as being a registered owner of Bonds, with respect to (1) the Bonds, (2) the accuracy of any records maintained by DTC or any such participant, (3) the payment by DTC or any such participant of any amount in respect of the principal or redemption price of or interest on the Bonds, (4) any notice which is permitted or required to be given to holders of the Bonds under this Ordinance, (5) the selection by DTC or any such participant of any person to receive payment in the event of a partial redemption of the Bonds, and (6) any consent given or other action taken by DTC as holder of the Bonds.

(e) So long as the Bonds or any portion thereof are registered in the name of DTC or any nominee thereof, all notices required or permitted to be given to the holders of such Bonds under this Ordinance shall be given to DTC as provided in the Representation Letter.

(f) In connection with any notice or other communication to be provided to holders of Bonds pursuant to this Ordinance by this County or the Paying Agent with respect to any consent or other action to be taken by holders of Bonds, DTC shall consider the date of receipt of notice requesting such consent or other action as the record date for such consent or other action, provided that this County or the Paying Agent may establish a special record date

for such consent or other action. This County or the Paying Agent shall give DTC notice of such special record date not less than 15 calendar days in advance of such special record date to the extent possible.

(g) The book entry system for registration of the ownership of the Bonds may be discontinued at any time if either (1) after notice to this County and the Paying Agent, DTC determines to resign as securities depository for the Bonds, or (2) after notice to DTC and the Paying Agent, this County determines that continuation of the system of book entry transfers through DTC (or through a successor securities depository) is not in the best interests of this County. In either of such events (unless in the case described in clause (2) above, this County appoints a successor securities depository), the Bonds shall be delivered in registered certificate form to such persons, and in such maturities and principal amounts, as may be designated by DTC, but without any liability on the part of this County or the Paying Agent for the accuracy of such designation. Whenever DTC requests this County and the Paying Agent to do so, this County and the Paying Agent shall cooperate with DTC in taking appropriate action after reasonable notice to arrange for another securities depository to maintain custody of certificates evidencing the Bonds.

SECTION 33. The President or Vice President and the Chief Clerk, respectively, of the Board are authorized and directed to perform such acts as may be necessary to facilitate the settlement for the Bonds.

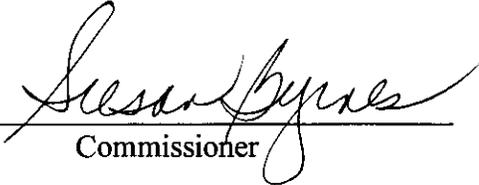
SECTION 34. In the event any provision, section, sentence, clause, or part of this Ordinance shall be held to be invalid, such invalidity shall not affect or impair any remaining provision, section, sentence, clause, or part of this Ordinance, it being the intent of this County that such remainder shall be and shall remain in full force and effect.

SECTION 35. All ordinances or parts of ordinances, insofar as the same shall be inconsistent herewith, shall be and the same expressly are repealed.

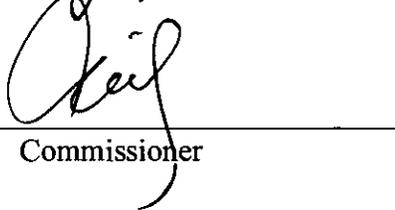
SECTION 36. This Ordinance shall be effective in accordance with the Debt Act.

DULY ENACTED AND ORDAINED, by the Board of County Commissioners, of the County of York, Pennsylvania, in lawful session duly assembled, this 19th day of October, 2016.

COUNTY OF YORK, PENNSYLVANIA

By: 
Commissioner

By: 
Commissioner

By: 
Commissioner

ATTEST:


Chief Clerk of the Board
of County Commissioners

(SEAL)

EXHIBIT "A"

SECTION 8243(A) ORDER

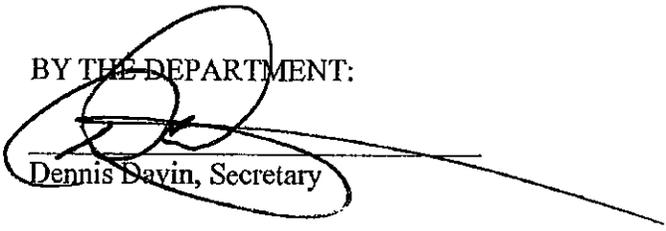
DEPARTMENT OF COMMUNITY AND ECONOMIC DEVELOPMENT

In Re: Petition by York County, to Refund General Obligation Bonds, Series C of 2015, outstanding in the aggregate principal amount of \$21,000,000

ORDER

AND NOW, this 26 day of September, 2016, in consideration of the Petition to Approve Emergency Refunding Pursuant to Section 8243(a), and the Report of the Chief Counsel, the York County Petition is GRANTED.

BY THE DEPARTMENT:


Dennis Davin, Secretary

Order Mailed: September 26, 2016

EXHIBIT "A"

Page 1 of 1

EXHIBIT "B"

COUNTY OF YORK, PENNSYLVANIA

**\$32,000,000 Maximum Aggregate Principal Amount of
General Obligation Bonds**

<u>Fiscal Year</u> <u>End Date</u>	<u>Aggregate</u> <u>Principal Amount</u>	<u>Maximum Yield to</u> <u>Maturity</u>
December 31, 2017	\$2,445,000	6.0%
December 31, 2018	\$2,535,000	6.0%
December 31, 2019	\$2,610,000	6.0%
December 31, 2020	\$2,690,000	6.0%
December 31, 2021	\$2,800,000	6.0%
December 31, 2022	\$2,905,000	6.0%
December 31, 2023	\$3,020,000	6.0%
December 31, 2024	\$3,170,000	6.0%
December 31, 2025	\$3,335,000	6.0%
December 31, 2026	\$3,505,000	6.0%
December 31, 2027	\$ 550,000	6.0%
December 31, 2028	\$ 575,000	6.0%
December 31, 2029	\$ 595,000	6.0%
December 31, 2030	\$ 620,000	6.0%
December 31, 2031	\$ 645,000	6.0%

EXHIBIT "C"

UNLESS THIS CERTIFICATE IS PRESENTED BY AN AUTHORIZED REPRESENTATIVE OF THE DEPOSITORY TRUST COMPANY, A NEW YORK, CORPORATION ("DTC"), TO THE COUNTY OR ITS AGENT FOR REGISTRATION OF TRANSFER, EXCHANGE OR PAYMENT, AND ANY CERTIFICATE ISSUED IS REGISTERED IN THE NAME OF CEDE & CO. OR IN SUCH OTHER NAME AS IS REQUESTED BY AN AUTHORIZED REPRESENTATIVE OF DTC (AND ANY PAYMENT IS MADE TO CEDE & CO. OR TO SUCH OTHER ENTITY AS IS REQUESTED BY AN AUTHORIZED REPRESENTATIVE OF DTC), ANY TRANSFER, PLEDGE, OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL IN AS MUCH AS THE REGISTERED OWNER HEREOF, CEDE & CO., HAS AN INTEREST HEREIN.

Number _____

\$ _____

UNITED STATES OF AMERICA
COMMONWEALTH OF PENNSYLVANIA
COUNTY OF YORK
GENERAL OBLIGATION BOND, SERIES __ OF 20 __

INTEREST RATE PER ANNUM	MATURITY DATE	DATE OF SERIES	CUSIP NUMBER
%			

REGISTERED OWNER: CEDE & CO.

PRINCIPAL SUM: _____ DOLLARS (\$ _____)

The County of York, Pennsylvania (the "County"), a county existing under laws of the Commonwealth of Pennsylvania (the "Commonwealth"), for value received, promises to pay to the order of the registered owner named hereon, or registered assigns, on the maturity date stated hereon, upon presentation and surrender hereof, the principal sum stated hereon, unless this General Obligation Bond, Series __ of 20 __ (the "Bond"), shall be redeemable and duly shall have been called for earlier redemption and payment of the redemption price shall have been made or duly provided for, and to pay initially on _____, _____, and thereafter semiannually on _____ and _____, of each year, to the registered owner hereof, interest on said principal sum, at the rate per annum stated hereon, until said principal sum has been paid. Interest on this Bond shall be payable from the interest payment date next preceding the date of registration and authentication of

EXHIBIT "C"

Page 1 of 8

this Bond, unless: (a) this Bond is registered and authenticated as of an interest payment date, in which event this Bond shall bear interest from such interest payment date; or (b) this Bond is registered and authenticated after a Record Date (hereinafter defined) and before the next succeeding interest payment date, in which event this Bond shall bear interest from such interest payment date; or (c) this Bond is registered and authenticated on or prior to the Record Date next preceding the Date of Series set forth above, in which event this Bond shall bear interest from the Date of Series set forth above; or (d) as shown by the records of the Paying Agent (hereinafter defined), interest on this Bond shall be in default, in which event this Bond shall bear interest from the date to which interest was last paid on this Bond. The interest on this Bond is payable by check drawn on Manufacturers and Traders Trust Company (the "Paying Agent"), as paying agent, or on any successor paying agent duly appointed under the Ordinance (hereinafter defined). The principal of and premium, if any, on this Bond, when due, are payable upon surrender hereof to the Paying Agent at its designated office, or to any successor paying agent duly appointed under the Ordinance (hereinafter defined) at the at its designated office.

Payment of the interest hereon shall be made to the registered owner hereof whose name and address shall appear, at the close of business on the fifteenth (15th) day next preceding each interest payment date (the "Record Date"), on the registration books maintained by the Paying Agent, irrespective of any transfer or exchange of this Bond subsequent to such Record Date and prior to such interest payment date, unless the County shall be in default in payment of interest due on such interest payment date. In the event of any such default, such defaulted interest shall be payable to the person in whose name this Bond is registered at the close of business on a special record date for the payment of such defaulted interest established by notice mailed by the Paying Agent to the registered owner of this Bond not less than fifteen (15) days preceding such special record date. Such notice shall be mailed to the person in whose name this Bond is registered at the close of business on the fifth (5th) day preceding the date of mailing.

Principal, premium, if any, and interest with respect to this Bond are payable in lawful money of the United States of America.

This Bond is one of a series of bonds of the County, known generally as the "General Obligation Bonds, Series _ of 20__" (the "Bonds"), all of like date and tenor, except as to numbers, denominations, dates of maturity, rates of interest, and provisions for redemption, in the aggregate principal amount of _____ Dollars (\$ _____).

The Bonds have been authorized for issuance in accordance with provisions of the Local Government Unit Debt Act, 53 Pa.C.S. Chs. 80-82 (the "Debt Act") of the Commonwealth, and by virtue of Ordinance No. 2016-05 (the "Ordinance") of the County. The Debt Act, as such shall have been in effect when the Bonds were authorized, and the Ordinance shall constitute a contract between the County and registered owners, from time to time, of the Bonds.

The County has covenanted, in the Ordinance, to and with registered owners, from time to time, of the Bonds that shall be outstanding, from time to time, pursuant to the Ordinance, that the

County: (i) shall include the amount of the debt service for the Bonds, for each fiscal year of the County in which such sums are payable, in its budget for that year, (ii) shall appropriate such amounts from its general revenues for the payment of such debt service, and (iii) shall duly and punctually pay or cause to be paid, from the sinking fund established under the Ordinance or any other of its revenues or funds, the principal of and interest on each of the Bonds at the dates and place and in the manner stated therein, according to the true intent and meaning thereof; and, for such budgeting, appropriation and payment, the County has pledged and does pledge, irrevocably, its full faith, credit and taxing power.

The Bonds are issuable only in the form of registered bonds, without coupons, in the denominations of \$5,000 principal amount or integral multiples thereof.

The County and the Paying Agent may deem and treat the registered owner hereof as the absolute owner hereof (whether or not this Bond shall be overdue) for the purpose of receiving payment of or on account of principal hereof, redemption premium, if any, and interest due hereon and for all other purposes, and the County and the Paying Agent shall not be affected by any notice to the contrary.

This Bond may be transferred by the registered owner hereof upon surrender of this Bond to the Paying Agent, accompanied by a written instrument or instruments in form, with instructions, and with guaranty of signature satisfactory to the Paying Agent, duly executed by the registered owner of this Bond or his attorney-in-fact or legal representative. The Paying Agent shall enter any transfer of ownership of this Bond in the registration books and shall authenticate and deliver at the earliest practicable time in the name of the transferee or transferees a new fully registered bond or bonds of authorized denominations of the same series, maturity and interest rate for the aggregate principal amount that the registered owner is entitled to receive.

Bonds may be exchanged for a like aggregate principal amount of Bonds of other authorized denominations of the same maturity and interest rate upon surrender of such Bonds to the Paying Agent, with written instructions satisfactory to the Paying Agent.

The County and the Paying Agent shall not be required to issue or to register the transfer of, or exchange, any Bonds then considered for redemption during a period beginning at the close of business on the fifteenth (15th) day next preceding any date of selection of Bonds to be redeemed and ending at the close of business on the day of mailing of the applicable notice of redemption, as hereinafter provided, or to register the transfer of, or exchange, any portion of any bond selected for redemption until after the redemption date.

[The Bonds stated to mature on or after _____, 20__, shall be subject to redemption prior to maturity, at the option of the County, as a whole or, from time to time, in part, in any order of maturities designated by the County, on _____, 20__, or on any date thereafter, upon payment of the principal amount redeemed, together with accrued interest to the date fixed for

redemption. If less than all Bonds of any particular maturity are to be redeemed, the Bonds of such maturity to be redeemed shall be drawn by lot by the Paying Agent.]

If this Bond is of a denomination larger than \$5,000, a portion of this Bond may be redeemed, but only in an integral multiple of \$5,000 principal amount. For the purpose of redemption, this Bond shall be treated as representing the number of Bonds that is equal to the principal amount hereof divided by \$5,000, each \$5,000 portion of this Bond being subject to redemption. In the case of partial redemption of this Bond, payment of the redemption price will be made only upon surrender of this Bond in exchange for Bonds of authorized denominations of the same maturity and interest rate in aggregate principal amount equal to the unredeemed portion of the principal amount hereof; *provided, however*, that if this Bond is registered in the name of The Depository Trust Company ("DTC") or Cede & Co., as nominee for DTC, or any other nominee of DTC, or any other successor securities depository or its nominee, this Bond need not be surrendered for payment and exchange in the event of a partial redemption hereof and the records of the Paying Agent shall be conclusive as to the amount of this Bond which shall have been redeemed.

Notice of redemption shall be deposited in first class mail not less than thirty (30) days prior to the date fixed for redemption and shall be addressed to the registered owners of the Bonds to be redeemed at their addresses shown on the registration books kept by the Paying Agent as of the day such Bonds are selected for redemption. Failure to mail any such notice of redemption or any defect therein or in the mailing thereof shall not affect the validity of any proceeding for redemption of other Bonds so called for redemption as to which proper notice has been given.

On the date designated for redemption, notice having been provided as aforesaid, and money for payment of the principal, redemption premium, if any, and accrued interest being held by the Paying Agent, interest on the Bonds or portions thereof so called for redemption shall cease to accrue and such Bonds or portions thereof so called for redemption shall cease to be entitled to any benefit or security under the Ordinance, and registered owners of such Bonds or portions thereof so called for redemption shall have no rights with respect thereto, except to receive payment of the principal to be redeemed and accrued interest thereon to the date fixed for redemption, together with the redemption premium, if any.

If the redemption date for any Bonds shall be a Saturday, Sunday, legal holiday or a day on which banking institutions in the Commonwealth are authorized or required by law or executive order to close, then the date for payment of the principal, redemption premium, if any, and interest upon such redemption shall be the next succeeding day that is not a Saturday, Sunday, legal holiday or a day on which such banking institutions are authorized or required to close, and payment on such date shall have the same force and effect as if made on the nominal date of redemption.

The County, in the Ordinance, has established a sinking fund with the Paying Agent, as the sinking fund depository, into which funds for the payment of the principal of and the interest on the

Bonds shall be deposited not later than the date fixed for the disbursement thereof. The County has covenanted, in the Ordinance, to make payments from such sinking fund or from any other of its revenues or funds, at such times and in such annual amounts, as shall be sufficient for prompt and full payment of all obligations of this Bond.

It hereby is certified that: (i) all acts, conditions and things required to be done, to happen or to be performed as conditions precedent to and in issuance of this Bond or in creation of the debt of which this Bond is evidence have been done, have happened or have been performed in due and regular form and manner, as required by law; and (ii) the debt represented by this Bond, together with any other indebtedness of the County, is not in excess of any limitation imposed by the Debt Act upon the incurring of debt by the County.

This Bond shall not be entitled to any benefit under the Ordinance, nor shall it be valid, obligatory or enforceable for any purpose, until this Bond shall have been authenticated by the Paying Agent.

IN WITNESS WHEREOF, the Issuer has caused this Bond to be executed in its name by the manual or facsimile signature of at least two members of the Board of County Commissioners of the Issuer, and the seal to be affixed hereto and the manual or facsimile signature of the Chief Clerk of the Board of County Commissioners of the Issuer to be affixed hereto in attestation thereof, all as of the Date of Series set forth above.

COUNTY OF YORK, PENNSYLVANIA

By: _____
Commissioner

By: _____
Commissioner

By: _____
Commissioner

ATTEST:

Chief Clerk of the Board
of County Commissioners

(SEAL)

**CERTIFICATE OF AUTHENTICATION AND CERTIFICATE AS TO
OPINION**

It is certified that:

- (i) This Bond is one of the Bonds described in the within-mentioned Ordinance;
- (ii) Attached to this Bond is the text of an original Opinion issued by Rhoads & Sinon LLP, dated and delivered on the date of the original delivery of, and payment for, such Bonds, a copy of which Opinion is on file at our corporate trust office, where the same may be inspected.

MANUFACTURERS AND TRADERS TRUST
COMPANY, as paying agent

By: _____
Authorized Representative

Date of Registration and Authentication: _____

ASSIGNMENT

FOR VALUE RECEIVED, _____, the undersigned, hereby sells, assigns and transfers unto

_____ (the Transferee")
Name

Address
Social Security or Federal Employer Identification No. : _____

the within Bond and all rights thereunder and hereby irrevocably constitutes and appoints _____, as attorney, to transfer the within Bond on the books kept for registration thereof with full power of substitution in the premises.

Date: _____

Signature(s) Guaranteed:

NOTICE: Signature(s) must be guaranteed by an institution that is a participant in a signature guarantee program recognized by the Securities Transfer Association

NOTICE: No transfer will be made in the name of the Transferee unless the signature(s) to this assignment correspond(s) with the name(s) appearing upon the face of the within Bond in every particular, without alteration or enlargement or any change whatever and the Social Security or Federal Employer Identification Number of the Transferee is supplied. If the Transferee is a trust, the names and Social Security or Federal Employer Identification Numbers of the settlor and beneficiaries of the trust, the Federal Employer Identification Number and date of the trust and the name of the trustee must be supplied.

CERTIFICATE

I, the undersigned, Chief Clerk of the Board of County Commissioners of the County of York, Pennsylvania (the "County"), certify that: the foregoing is a true and correct copy of Ordinance No. 2016-05 that was duly enacted by affirmative vote of a majority of all members of the Board of County Commissioners of the County present at a meeting duly held on October 19, 2016; said Ordinance duly has been recorded in the ordinance book of the County; a notice with respect to the intent to enact said Ordinance has been published as required by law; said Ordinance was available for inspection by any interested citizen requesting the same in accordance with the requirements of the Local Government Unit Debt Act of the Commonwealth of Pennsylvania and such notice; and said Ordinance has not been amended, altered, modified or repealed as of the date of this Certificate.

I further certify that the Board of County Commissioners of the County met the advance notice and public comment requirements of the Sunshine Act, 65 Pa.C.S. Ch. 7 by advertising the time and place of said meeting, by posting prominently a notice of said meeting at the principal office of the County or at the public building in which said meeting was held, and by providing a reasonable opportunity for public comment at such meeting, all as required by such Act.

I further certify that: the total number of members of the Board of County Commissioners of the County is three (3); the vote of members of the Board of County Commissioners of the County upon said Ordinance was called and duly was recorded upon the minutes of said meeting; and members of the Board of County Commissioners of the County voted upon said Ordinance in the following manner:

Susan Byrnes	-
Doug Hoke	-
Christopher B. Reilly	-

IN WITNESS WHEREOF, I set my hand and affix the official seal of the County, this 19th day of October, 2016.


Chief Clerk of the Board
of County Commissioners

(SEAL)