COUNTY OF YORK, PENNSYLVANIA

ORDINANCE NO. 1998-04

AN ORDINANCE

OF THE BOARD OF COUNTY COMMISSIONERS OF THIS COUNTY AUTHORIZING AND DIRECTING ISSUANCE OF A SERIES OF GENERAL OBLIGATION BONDS, SERIES OF 2002, IN THE MAXIMUM AGGREGATE PRINCIPAL AMOUNT OF TWENTY MILLION FIVE HUNDRED TEN THOUSAND DOLLARS ($20,510,000), PURSUANT TO THE LOCAL GOVERNMENT UNIT DEBT ACT, TO PROVIDE FUNDS FOR AND TOWARD THE FOLLOWING: (1) A REFUNDING PROJECT CONSISTING OF CURRENTLY REFUNDING A PORTION OF THE GENERAL OBLIGATION BONDS, SERIES OF 1992, OF THIS COUNTY, (2) A CAPITAL PROJECT THAT INCLUDES ACQUIRING AND CONSTRUCTING ALTERATIONS, ADDITIONS AND IMPROVEMENTS TO BUILDINGS AND RELATED FACILITIES OF THIS COUNTY, AND (3) PAYING THE COSTS AND EXPENSES OF SUCH REFUNDING PROJECT AND CAPITAL PROJECT AND THE ISSUANCE OF SUCH GENERAL OBLIGATION BONDS; SETTING FORTH THE FINDING THAT IT IS IN THE BEST FINANCIAL INTERESTS OF THIS COUNTY TO SELL SUCH GENERAL OBLIGATION BONDS AT PRIVATE SALE BY NEGOTIATION; SETTING FORTH THE TERMS AND SUBSTANTIAL FORM OF SUCH GENERAL OBLIGATION BONDS AND AUTHORIZING EXECUTION AND AUTHENTICATION THEREOF; PLEDGING THE FULL FAITH, CREDIT AND TAXING POWER OF THIS COUNTY IN SUPPORT OF SUCH GENERAL OBLIGATION BONDS; APPOINTING A PAYING AGENT AND A SINKING FUND DEPOSITARY; SETTING FORTH CERTAIN COVENANTS AND REPRESENTATIONS RELATING TO THE FEDERAL INCOME TAX STATUS OF THE INTEREST TO BE PAID ON SAID GENERAL OBLIGATION BONDS; AUTHORIZING, APPROVING AND SETTING FORTH THE SUBSTANTIAL FORM OF A CONTINUING DISCLOSURE CERTIFICATE OF THIS COUNTY AND AUTHORIZING EXECUTION AND DELIVERY OF SAID CONTINUING DISCLOSURE CERTIFICATE; PROVIDING FOR THE RETIREMENT OF SAID SERIES OF 1992 BONDS BY OPTIONAL REDEMPTION PRIOR TO STATED MATURITIES, IN ACCORDANCE WITH THE RIGHT AND PRIVILEGE RESERVED TO THIS COUNTY; AUTHORIZING APPROPRIATE OFFICERS OF THE BOARD OF COUNTY COMMISSIONERS OF THIS COUNTY TO TAKE CERTAIN ACTIONS

AND TO EXECUTE CERTAIN DOCUMENTS IN CONNECTION WITH ISSUANCE OF SAID GENERAL OBLIGATION BONDS; AND REPEALING ALL ORDINANCES OR PARTS OF ORDINANCES INSOFAR AS THE SAME SHALL BE INCONSISTENT HEREWITH.

WHEREAS, This County (the "Local Government Unit") is a county of the Commonwealth of Pennsylvania (the "Commonwealth") and is governed by its Board of County Commissioners (the "Governing Body"); and

WHEREAS, The Governing Body, by resolution duly adopted, in accordance with law, on January 15, 1992 (the "Series of 1992 Bonds Enabling Resolution"), authorized and directed issuance of a series of bonds designated as the General Obligation Bonds, Series of 1992, in the original aggregate principal amount of $35,530,000, dated as of March 1, 1992 (the "Series of 1992 Bonds"), to provide funds for and toward proper legal purposes which are set forth, in detail, in the Series of 1992 Bonds Enabling Resolution; and

WHEREAS, The Department of Community Affairs, now known as the Department of Community and Economic Development (the "Department") of the Commonwealth approved the proceedings of this Local Government Unit related to the increase of bonded indebtedness by issuance of the Series of 1992 Bonds; and

WHEREAS, This Local Government Unit issued and delivered the Series of 1992 Bonds; and

WHEREAS, The Governing Body of this Local Government Unit contemplates the authorization, sale, issuance and delivery of bonds in the maximum aggregate principal amount of Twenty Million Five Hundred Ten Thousand Dollars ($20,510,000), to be designated generally as "General Obligation Bonds, Series of 2002" (the "Bonds"), with the proceeds to be applied for the purposes of providing funds for and toward the following: (1) a refunding project consisting of currently refunding up to $20,510,000 principal amount of the Series of 1992 Bonds (the "Refunding Project"); (2) a capital project that includes acquiring and constructing alterations, additions and improvements to buildings and related facilities of this Local Government Unit (the "Capital Project"); and (3) paying the costs and expenses of such Refunding Project and Capital Project and the issuance of the Bonds (collectively, the "Project"), all in accordance with applicable and appropriate provisions of the Local Government Unit Debt Act, 53 Pa. C.S. Chs. 80-82 (the "Act"), of the Commonwealth; and

WHEREAS, The Governing Body of this Local Government Unit has considered the possible manners of sale provided for in the Act with respect to the sale of the Bonds, such manners of sale being at public sale or private sale by negotiation or upon invitation; and

WHEREAS, The Governing Body of this Local Government Unit, in contemplation of authorization, sale, issuance and delivery of the Bonds, with the proceeds to be used for the aforesaid purposes, has determined that the

Bonds: (a) shall be offered at private sale by negotiation; and (b) shall be offered for sale at a price of not less than 98% of principal amount, together with accrued interest, if any, from the date thereof to the date of delivery thereof; and

WHEREAS, A Forward Bond Purchase Contract, dated August 19, 1998 (the "Proposal"), for purchase of the Bonds has been requested and received from First Union National Bank (the "Purchaser"), Charlotte, North Carolina and

WHEREAS, The Governing Body of this Local Government Unit duly has opened, read and considered the Proposal; and

WHEREAS, The Governing Body of this Local Government Unit desires to accept the Proposal of the Purchaser, to award the Bonds to the Purchaser, to authorize issuance of nonelectoral debt, and to take appropriate action and to authorize proper things, all in connection with the Project, and all in accordance with and pursuant to provisions of the Act; and

WHEREAS, The Governing Body of this Local Government Unit has determined to appoint First Union National Bank (the "Paying Agent"), having a corporate trust office in Philadelphia, Pennsylvania, as paying agent and sinking fund depositary with respect to the Bonds and has determined to provide that the principal of and interest on the Bonds shall be payable at a designated corporate trust office of the Paying Agent located in the Commonwealth (and, if more than one corporate trust office of the Paying Agent

is designated as a place of payment of the Bonds, one or more of the additional places of payment may be outside the Commonwealth).

NOW, THEREFORE, BE IT RESOLVED, by the Governing Body of this Local Government Unit, as follows:

Section 1. The Governing Body of this Local Government Unit does authorize and direct the issuance of the Bonds, pursuant to this Ordinance, in accordance with the Act, for purposes of the Project.

Section 2. The Governing Body of this Local Government Unit expresses its finding that it is in the best financial interests of this Local Government Unit to sell the Bonds at private sale by negotiation and determines that the debt to be incurred pursuant to this Ordinance shall be nonelectoral debt.

Section 3. A brief description of the Refunding Project is set forth in the preamble hereof; the Refunding Project is authorized and permitted under and pursuant to Section 8241(b)(1) of the Act.

A brief description of the Capital Project is set forth in the preamble hereof; the estimated useful lives of the projects included within the Capital Project vary between a useful life of at least five (5) years and a useful life of at least fifteen (15) years, with the aggregate principal amount of bonds equal to the separate cost of each project being stated to mature prior to the end of such useful life.

The Governing Body hereby determines to combine each of the projects included within the Capital Project for purposes of financing, and does hereby determine to combine the Capital Project and the Refunding Project for purposes of financing, all as permitted under the Act.

Section 4. The Governing Body of this Local Government Unit shall and does accept the Proposal of the Purchaser for purchase of the Bonds; and the Bonds shall be and are awarded to the Purchaser, in accordance with terms and conditions of the Proposal, at a maximum dollar price of $20,510,000 (100% of principal amount), together with accrued interest, if any, from the date thereof to the date of delivery thereof, and the applicable "Upfront Fee" described in the Proposal, the Purchaser having submitted the Proposal in accordance with provisions of the Act.

Section 5. The Bonds, when issued, will be general obligation bonds of this Local Government Unit.

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 as of the date of delivery thereof (the "Delivery Date"), as described in the Proposal. 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 (hereinafter defined), in which event such bond shall bear interest from the Delivery Date; 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 the April 1 or October 1 next succeeding the Delivery Date (the "First Interest Payment Date"), and thereafter semiannually on April 1 and October 1 of each year, 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, one of which shall be a corporate trust office

of the Paying Agent located within the Commonwealth. 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 Local Government Unit, irrespective of any transfer or exchange of any Bonds subsequent to the Record Date and prior to such interest payment date, unless this Local Government Unit 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 Local Government Unit 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 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 any 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 Local Government Unit 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 Local Government Unit nor the Paying Agent shall be affected by any notice to the contrary.

Section 9. This Local Government Unit 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 10. The Bonds shall be numbered consecutively, as issued, without regard to denomination or maturity, and shall bear interest at the rates per annum and shall mature on the dates and in the amounts as set forth in Exhibit "A", which is attached hereto and made part hereof.

Section 11. The Bonds are <u>not</u> subject to redemption prior to stated maturities.

Section 12. This Local Government Unit appoints the Paying Agent as the paying agent with respect to 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 13. The form of the Bonds, including the form of Assignment and the form of the Paying Agent's Certificate, shall be substantially as set forth in Exhibit "B", which is attached hereto and made part hereof, with appropriate insertions, omissions and variations.

Section 14. The Bonds shall be executed in the name of and on behalf of this Local Government Unit by the facsimile signature of any two (2) or more members of the Governing Body of this Local Government Unit, and a facsimile of the official seal of this Local Government Unit shall be affixed thereto and the facsimile signature of the Chief Clerk of the Governing Body of the Local Government Unit shall be affixed thereto in attestation thereof; and said officers are authorized to execute and to attest the Bonds.

Section 15. 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 16. This Local Government Unit covenants to and with registered owners, from time to time, of the Bonds that shall be outstanding, from time to time, pursuant to this Ordinance, that this Local Government Unit: (i) shall include the amount of the debt service on the Bonds, for each fiscal year of this Local Government Unit 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 (hereinafter identified) 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, this Local Government Unit shall and does pledge, irrevocably, its full faith, credit and taxing power. As provided in the Act, the foregoing covenant of this Local Government Unit shall be specifically enforceable.

Section 17. There is created, pursuant to Section 8221 of the Act, a sinking fund for the Bonds, to be known as "Sinking Fund - General Obligation Bonds, Series of 2002" (the "Sinking Fund"), which Sinking Fund shall be administered in accordance with applicable provisions of the Act.

Section 18. This Local Government Unit appoints the Paying Agent as the sinking fund depositary with respect to the Sinking Fund.

Section 19. This Local Government Unit covenants to make payments out of the Sinking Fund, 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 Bonds when due.

Section 20. Any two (2) or more members and the Chief Clerk of the Governing Body of this Local Government Unit, are authorized and directed, as

required, necessary and/or appropriate: (a) to prepare, to certify and to file with the Department the debt statement required by Section 8110 of the Act; (b) to prepare and to file with the Department any statements required by Chapter 80, Subchapter B, of the Act that are necessary to qualify all or any portion of the debt of this Local Government Unit that is subject to exclusion as self-liquidating or subsidized debt for exclusion from the appropriate debt limit of this Local Government Unit as self-liquidating or subsidized debt; (c) to prepare and to file the application with the Department, together with a complete and accurate transcript of the proceedings for the required approval relating to the debt of which the Bonds, upon issue, will be evidence, as required by Section 8111 of the Act; (d) to pay or to cause to be paid to the Department all proper filing fees required in connection with the foregoing; and (e) to take other required, necessary and/or appropriate action.

The Governing Body of this Local Government Unit authorizes and directs that an appropriate borrowing base certificate be prepared for filing with the Department as required by the Act. The President or Vice President and the Chief Clerk, respectively, of the Governing Body of this Local Government Unit are hereby authorized to prepare and to execute, or to authorize the auditors of this Local Government Unit to prepare and to execute, such borrowing base certificate.

Section 21. If applicable, as determined from the Proposal, the Governing Body of this Local Government Unit authorizes and directs the

purchase of municipal bond guaranty insurance with respect to the Bonds. Proper officers of this Local Government Unit are authorized and directed to take all required, necessary and/or appropriate action with respect to such insurance, as contemplated in the Proposal of the Purchaser, including the payment of the premium for such insurance.

Section 22. Any two (2) or more members of the Governing Body and the Chief Clerk of the Governing Body of this Local Government Unit 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 depositary in connection with the Sinking Fund.

Section 23. It is declared that the debt to be incurred hereby, together with any other indebtedness of this Local Government Unit, is not in excess of any limitation imposed by the Act upon the incurring of debt by this Local Government Unit.

Section 24. Proper officials of this Local Government Unit are authorized and directed to deliver the Bonds, to execute and deliver related agreements, certificates and documents and to pay or authorize payment of any applicable costs and expenses associated with issuance of the Bonds, all as provided for in the Proposal, and after the Department has certified its approval pursuant to Section 8204 of the Act or at such time when the filing authorized to be submitted to the Department pursuant to Section 8111 of the Act shall be deemed to have been approved pursuant to Section 8206 of the Act.

Section 25. This Local Government Unit 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 (the "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 regulations implementing said Sections that duly have been published in the Federal Register or with any other regulations implementing said Sections, and this Local Government Unit further covenants to 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. This Local Government Unit shall enter into and hereby authorizes and directs the President or Vice President of the Governing Body of this Local Government Unit to execute a Continuing Disclosure Certificate (the "Certificate") on behalf of this Local Government Unit on or before the date of issuance and delivery of the Bonds to the Purchaser. 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, whose execution and delivery shall constitute conclusive evidence of such

approval. A copy of the Certificate shall be filed with the Chief Clerk of the Governing Body of this Local Government Unit and shall be and hereby is made part of this Ordinance.

This Local Government Unit 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 Local Government Unit 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 Local Government Unit to comply with its obligations under this Section and such Certificate.

Section 27. This Local Government Unit does elect to provide for retirement of up to $20,510,000 aggregate principal amount of the Series of 1992 Bonds by optional redemption thereof prior to maturity on or after April 1, 2002, in accordance with the right and privilege reserved to this Local Government Unit in the Series of 1992 Bonds and in the Series of 1992 Bonds Enabling Resolution, and in accordance with the terms of the Proposal. Such redemption of said Series of 1992 Bonds shall be accomplished in the manner, upon terms and conditions and with the effect provided in the Series of 1992 Bonds and in the Series of 1992 Bonds Enabling Resolution.

The Chief Clerk of the Governing Body of this Local Government Unit is hereby authorized and directed to give irrevocable instructions to The York Bank and Trust Company, in its capacity as paying agent and bond registrar for the Series of 1992 Bonds, to redeem said Series of 1992 Bonds in accordance with this election of the Governing Body. The election to exercise the option to redeem said Series of 1992 Bonds as provided in this Section 27 shall nevertheless be subject to consummation of the delivery of the Bonds in accordance with the terms of the accepted Proposal and irrevocable instructions to redeem said Series of 1992 Bonds shall be given to the aforesaid paying-agent for the Series of 1992 Bonds only upon exercise of the option of the Purchaser described in the Proposal and confirmation of the Delivery Date for the Bonds.

This Local Government Unit hereby authorizes mailing of an appropriate notice of the refunding and redemption of said Series of 1992 Bonds, in accordance with the Series of 1992 Bonds Enabling Resolution and the Proposal.

Section 28. The Proposal is hereby identified as a "qualified hedge", provided by the Purchaser, for the Bonds pursuant to Section 1.148-4(h)(5)(iv) of the Regulations. Such hedge embodied in the Proposal is not expected to be closed contemporaneously with the date of the Bonds.

Section 29. Any reference in this Ordinance to any members or officers of the Governing Body shall include their duly qualified successors in office, if applicable.

Section 30. This Ordinance shall be effective in accordance with the Act.

Section 31. 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 Local Government Unit that such remainder shall be and shall remain in full force and effect.

Section 32. All ordinances or parts of ordinances, insofar as the same shall be inconsistent herewith, shall be and the same expressly are repealed.

DULY ADOPTED, by the Governing Body of this Local Government Unit, in lawful session duly assembled, this 19th day of August, 1998.

COUNTY OF YORK, PENNSYLVANIA

By: _____
Commissioner

By: _____
Commissioner

By: _____
Commissioner

ATTEST:

_____
Chief Clerk of the Board
of County Commissioners

(SEAL)

223023.2

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 an Ordinance that duly was enacted by affirmative vote of a majority of all members of the Board of County Commissioners of the County at a meeting duly held on August 19, 1998; said Ordinance duly has been recorded in the ordinance book of the Board of County Commissioners of the County; a notice with respect to the intent to adopt 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, Act No. 1986-84 of the General Assembly of the Commonwealth of Pennsylvania, approved July 3, 1986, as amended, 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:

Shirley L. Glass -
Robert A. Minnich -
Christopher B. Reilly - ;

IN WITNESS WHEREOF, I set my hand and affix the official seal of the County, this 19th day of August, 1998.

Chief Clerk of the Board
of County Commissioners

(SEAL)

223023.2

EXHIBIT "A"

COUNTY OF YORK, PENNSYLVANIA

$20,510,000 Maximum Aggregate Principal Amount

General Obligation Bonds, Series of 2002

Interest Rate Per Annum	Aggregate Principal Amount	Maturity Date
5.60%	$2,075,000	October 1, 2002
5.80%	$2,195,000	October 1, 2003
6.00%	$2,320,000	October 1, 2004
6.10%	$2,460,000	October 1, 2005
6.25%	$2,610,000	October 1, 2006
6.25%	$2,775,000	October 1, 2007
6.25%	$2,945,000	October 1, 2008
6.25%	$3,130,000	October 1, 2009

EXHIBIT "B"

(FORM OF BOND)
(FACE OF BOND)

Number

UNITED STATES OF AMERICA
COMMONWEALTH OF PENNSYLVANIA
COUNTY OF YORK
GENERAL OBLIGATION BOND, SERIES OF 2002

INTEREST RATE	MATURITY DATE	DATED DATE OF SERIES	CUSIP

REGISTERED OWNER:

PRINCIPAL SUM: $

The COUNTY OF YORK, Pennsylvania (the "Issuer"), 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 2002 (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 provided for, and to pay semiannually on April 1 and October 1 of each year, beginning , , to the registered owner hereof, interest on said principal sum, at the rate per annum stated hereon, until said principal sum is paid. Interest on this Bond shall be payable from the interest payment date next preceding the date of registration and authentication of 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 , , in which event this Bond shall bear interest from , ; 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 on which interest was last paid on this Bond. The interest on this Bond is payable by check drawn on First Union National Bank (the "Paying Agent"), as paying agent, or its successor. The principal of and premium, if any, on this Bond, when due, are payable at the corporate trust office of the Paying Agent located in Philadelphia, Pennsylvania, or at its corporate trust office located in _____, _____. 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 Issuer 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 Issuer, known generally as "General Obligation Bonds, Series of 2002" (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 maximum aggregate principal amount of Twenty Million Five Hundred Ten Thousand Dollars ($20,510,000).

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 "Act") of the Commonwealth, and by virtue of a duly adopted ordinance (the "Ordinance") of the Issuer. The Act, as such shall have been in effect when the Bonds were authorized, and the Ordinance shall constitute a contract between the Issuer and registered owners, from time to time, of the Bonds.

The Issuer 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 Issuer: (i) shall include the amount of the debt service for the Bonds, for each fiscal year of the Issuer in which such sums are payable, in its budget for that fiscal 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 each 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, the Issuer has pledged and does pledge, irrevocably, its full faith, credit and taxing power.

THE TERMS AND PROVISIONS OF THIS BOND ARE CONTINUED ON THE REVERSE HEREOF AND SUCH CONTINUED TERMS AND PROVISIONS SHALL FOR ALL PURPOSES HAVE THE SAME EFFECT AS THOUGH FULLY SET FORTH AT THIS PLACE.

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 facsimile signatures of any two (2) or more of the members of the Board of County Commissioners of the Issuer, and a facsimile of its seal to be affixed hereto and the 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 , .

COUNTY OF YORK, PENNSYLVANIA

By:_____
Commissioner

By:_____
Commissioner

By:_____
Commissioner

ATTEST:

_____
Chief Clerk of the Board
of County Commissioners

(SEAL)

(FORM OF PAYING AGENT'S CERTIFICATES)

CERTIFICATE OF AUTHENTICATION,
CERTIFICATE AS TO OPINION AND
CERTIFICATE AS TO INSURANCE

It is certified that:

(i) This Bond is one of the Bonds described in the within mentioned Ordinance; and

(ii) The text of the Opinion printed upon this Bond is a true and correct copy of 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 that is on file at our corporate trust office where the same may be inspected; and

(iii) Ambac Assurance Corporation has issued its municipal bond insurance policy, a copy of which policy is on file at our corporate trust office where the same may be inspected.

FIRST UNION NATIONAL BANK,
as Paying Agent

By:_____
Authorized Representative

Date of Registration and Authentication:

_____

(REVERSE OF BOND)
UNITED STATES OF AMERICA
COMMONWEALTH OF PENNSYLVANIA
COUNTY OF YORK
GENERAL OBLIGATION BOND, SERIES OF 2002

The Bonds are issuable only in the form of registered bonds, without coupons, in the denominations of $5,000 principal amount or any integral multiple thereof. Bonds may be exchanged for a like aggregate principal amount of Bonds of other authorized denominations of the same maturity and interest rate.

This Bond may be transferred or exchanged by the registered owner hereof upon surrender of this Bond to the Paying Agent, at its designated corporate trust office, 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 maturity and interest rate for the aggregate principal amount which the registered owner is entitled to receive. The Issuer 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, premium, if any, and interest due hereon and for all other purposes, and the Issuer and the Paying Agent shall not be affected by any notice to the contrary.

This Bond is <u>not</u> subject to redemption prior to stated maturities.

The Issuer, in the Ordinance, has established a sinking fund with the Paying Agent, as the sinking fund depositary, 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 Issuer 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 Issuer, is not in excess of any limitation imposed by the Act upon the incurring of debt by the Issuer.

(FORM OF ASSIGNMENT)

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:

_____

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.

Signature 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.

223991.2

AMENDMENT TO THE CODE OF YORK COUNTY, PENNSYLVANIA
DELETING THE EXISTING AND ADDING NEW SECTIONS 307-01 AND 307-02 OF
CHAPTER 307 SMOKE-FREE WORK PLACE

Sections 307-01 and 307-02 of Chapter 307 of the Code of York County designating smoke-free and smoking areas are repealed.

New Sections 307-01 and 307-02 are added to read as follows:

Section 307-01 Designation of smoke free areas

The following county-owned and/or operated buildings and/or facilities have been designated as smoke-free areas:

A. County government occupied premises at One West Marketway.

B. All county government owned and/or operated facilities within Center City York.

C. The County Departments Building (Pleasant Acres).

D. The Youth Development Center.

E. York County Parks Department (all enclosed buildings).

Section 307-02 Facilities with smoking areas

The following county facilities are considered smoke-free; however smoking is authorized in designated smoking areas:

A. The York County Hospital and Home (Pleasant Acres).

B. The York County Prison.

C. The York County Courthouse. All York County judges have the discretion to designate their personal chambers as either "smoking" or "non-smoking" areas. All other areas within the Courthouse will continue as "smoke-free" areas.

D. The York County Government Center.

BY-LAWS

ARTICLE I - Name of Commission

The name of this organization shall be the York County Planning Commission.

ARTICLE II - Authorization

The authorization for the establishment of this Planning Commission is set forth under the Pennsylvania Municipalities Planning Code (Act 247 of 1968) and amendments thereto. Powers and duties are delegated to the Planning Commission by the County Commissioners by Ordinance dated September 21, 1994 in accordance with the above mentioned enabling law.

ARTICLE III - Membership

Membership shall consist of nine (9) persons to be appointed by the York County Board of Commissioners. The method of selection and appointment of members and their terms of office shall be as specified in the Ordinance enacted by the County Commissioners dated September 21, 1994. All members shall reside in York County. Each member shall be entitled to one vote.

ARTICLE IV - Officers

Section 1. The Officers of the Planning Commission shall consist of a Chairman, Vice-Chairman, Secretary, and Treasurer.

Section 2. The Chairman shall preside at all meetings and hearings of the Planning Commission and shall have the duties normally conferred by parliamentary usage on such officers.

Section 3. In the absence of the Chairman, the Vice-Chairman shall perform the duties of the Chairman.

Section 4. The Secretary shall keep the minutes and records of the Commission, and with the assistance of such staff as is available, shall prepare the agenda of regular and special meetings under the direction of the Chairman, provide notice of all meetings to Commission members, arrange proper and legal notice of hearings, attend to correspondence of the Commission and such other duties as are normally carried out by a Secretary.

Section 5. The Treasurer with the assistance of such staff as is available shall

maintain and keep records of all receipts and disbursements. An annual audit shall be made, copies of which shall be forwarded to each member of the Commission and others as directed by the Chairman.

Section 6. The Treasurer is authorized to receive all appropriations and disburse monies as authorized by the Planning Commission.

ARTICLE V - Election of Officers

Section 1. An annual organization meeting shall be held at the regular meeting time during the month of January.

Section 2. Nominations shall be made at the annual organization meeting and election of the officers specified in Section 1 of Article IV shall follow immediately thereafter.

Section 3. A candidate receiving a majority vote of the entire membership of the Planning Commission shall be declared elected, and shall serve for one year or until his successor shall take office.

Section 4. Vacancies in office shall be filled at the next scheduled meeting by regular election procedure.

ARTICLE VI - Meetings

Section 1. Meetings will be held monthly at a date, time and location agreed upon by the majority of the Commission.

Section 2. A quorum shall consist of five (5) members of the Commission. The number of votes necessary to transact business shall be five (5). Voting shall be by voice vote. A roll call vote may be requested by any member. A record of such roll call vote shall be kept as a part of the minutes.

Section 3. Special meetings may be called by the Chairman. It shall be the duty of the Chairman to call a special meeting when requested to do so by a majority of members of the Commission. The Secretary shall

notify all members of the Commission in writing not less than five (5) days in advance of such special meeting.

Section 4. All meetings shall be conducted in accordance with the Pennsylvania State Sunshine Law, (Act of July 3,1986, P.L. 388, No. 84, 65 P.S. 271 et seq.) and amendments thereto.

Section 5. Unless otherwise specified, Robert's Rules of Order shall govern the proceedings at the meetings of this Commission.

ARTICLE VII - Committees

Section 1. The Chairman, as circumstances require, may create and charge committees to undertake certain tasks. The Chairman shall designate a Chairman and Committee members.

Section 2. As circumstances require, advisory committees of non-commission members may be formed and charged by majority vote of the Commission. Authority for the appointment of members to such committees shall be vested with the Chairman.

ARTICLE VIII - Order of Business

Section 1. The order of business at regular meetings shall be:

a. Roll call
b. Reading of minutes of previous meeting and action thereon
c. Communications
d. Reports of Officers and Committees
e. Old Business
f. New Buiness
g. Adjournment

Section 2. A motion from the floor must be made and passed in order to dispense with any item on the agenda.

ARTICLE IX - Employees

Section 1. Within the limits imposed by the funds available for its use, the Commission may employ such staff personnel and/or consultants as it sees fit to aid in its work. Appointment of the staff Director shall be made by five (5) affirmative votes.

Authority for the appointment of all other personnel shall be vested with the Director, with the consent of the Commission.

Section 2. All personnel matters shall be governed by the Employee Handbook adopted on January 1, 1994 and amendments thereto and the Equal Employment Opportunity Affirmative Action Program adopted on May, 1996 and amendments thereto.

ARTICLE X -Hearings

Section 1. In addition to those required by law, the Commission may hold public hearings when it decides that such hearings will be in the public interest.

Section 2. Notice of the time and place of such hearings, when on matters of widespread interest, shall be published once each week for two successive weeks, in at least one newspaper of general circulation in the territorial jurisdiction of the Commission, not earlier than thirty (30) days prior to the hearing and the second publication shall not be less than seven (7) days from the day of the hearing. For matters of limited territorial interest, notice shall be given in such manner as is deemed appropriate by the Commission.

Section 3. The matter before the Commission shall be presented in summary by a member of the Commission designated by the Chairman, and parties in interest shall have the privilege of the floor. Staff may be used at the direction of the Chairman for this purpose.

Section 4. No record or statement shall be recorded or sworn to as evidence for any Court of Law without notice to the parties.

Section 5. A record shall be kept of those speaking before the Commission at such hearings.

ARTICLE XI - Amendments

These by-laws may be amended by five (5) affirmative votes. Fifteen (15) days notice of the intent to consider any such amendment shall be mailed to each member.

Adopted this date,

December 2, 1998

Attested:

Secretary

Joseph J. Edwards
Chairman