

**GOVERNMENT UNIT PURSUANT TO THE LOCAL
GOVERNMENT UNIT DEBT ACT OF THE
COMMONWEALTH OF PENNSYLVANIA.**

WHEREAS, the Board of County Commissioners (the “Governing Body”) of the County of Dauphin, Pennsylvania (the “Local Government Unit”), has determined to issue a note in anticipation of current taxes, revenues, subsidies and reimbursements to be collected and received, in its fiscal year ending on December 31, 2019, in accordance with the Act of the General Assembly of the Commonwealth of Pennsylvania known as the Local Government Unit Debt Act (the “Debt Act”), as amended and supplemented, to provide funds for and toward proper public purposes; and

WHEREAS, the Governing Body of this Local Government Unit has determined to issue such note in the maximum principal amount of One Million Three Hundred Seventy-six Thousand Dollars (\$1,376,000), and has determined that such note: (a) should be offered for sale at private sale upon negotiation, and (b) should be offered for sale at a price not less than the principal amount thereof, as provided in the Act; and

WHEREAS, a proper written proposal for purchase of such note (the “Proposal”),

with the issuance of the Note (hereinafter defined).

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 a tax and revenue anticipation obligation of this Local Government Unit, pursuant to this Resolution, in the maximum principal amount of One Million Three Hundred Seventy-six Thousand Dollars (\$1,376,000) (hereinafter referred to as the “Note”), in accordance with the Act, and pursuant to the Proposal.

Section 2. The Governing Body of this Local Government Unit does hereby appoint Eckert Seamans Cherin & Mellott, LLC, of Harrisburg, Pennsylvania (“Bond Counsel”), to serve as bond counsel to this Local Government Unit in connection with the Note.

Section 3. The Note shall be issued to provide funds for and toward current expenses of this Local Government Unit payable in its fiscal year ending December 31, 2019, which is a proper public purpose.

Section 6. The Note shall be in the maximum principal amount of One Million Three Hundred Seventy-six Thousand Dollars (\$1,376,000); shall be numbered B-04-UC-42-0009; shall be dated as of the date of delivery thereof; shall bear interest on the principal amount thereof outstanding from time to time at a variable rate of interest equal to 20 basis points above the Applicable LIBO Rate, as such phrase is defined in the Note, subject to the maximum rate permitted by laws of the Commonwealth (25%). Interest shall accrue on the amount of each advance from the actual date of such advance and shall be payable upon quarterly on February 1, May 1, August 1, and November 1 and upon maturity, or earlier payment of any principal, as set forth in the Note.

Section 7. The Note shall be subject to mandatory redemption on December 31, 2019, if not earlier converted on a Conversion Date, as defined in the Note, which date is not beyond the last day of the fiscal year of this Local Government Unit in which the Note is issued. The Note shall be subject to mandatory tender for exchange to a fixed rate on the Conversion Date as defined in the Note.

Section 8. All or any portion of the unpaid principal balance of the Note

from time to time, in lawful money of the United States of America.

Section 10. The form of the Note shall be substantially as set forth in Exhibit B which is attached hereto and approved hereby, together with such modifications in such form as shall be approved by the Solicitor and Bond Counsel of this Local Government Unit, and by the members of the Governing Body who shall execute the Note, the execution and delivery of which Note by such members shall be deemed to constitute approval thereof. This Local Government Unit will bear any costs of preparing and printing the Note.

Section 11. The Note shall be executed by the manual or facsimile signatures of any two (2) or more members of the Governing Body of this Local Government Unit, and the official seal of this Local Government Unit shall be affixed thereto and the manual or facsimile signature of the Chief Clerk of the Governing Body of this Local Government Unit shall be affixed thereto in attestation thereof; and said officers are authorized to execute, to seal, to attest and to authenticate, as applicable, the Note, as aforesaid.

Section 12. This Local Government Unit does hereby declare that the Note,

This Local Government Unit does hereby make such pledge and create such security interest in and lien and charge upon its taxes and revenues to and for the benefit of the holders or registered owners, as applicable and appropriate, of the Note, from time to time.

The Chief Clerk of this Local Government Unit is hereby authorized and directed to execute, in behalf of this Local Government Unit, a financing statement or statements in accordance with the Uniform Commercial Code, as contemplated by Section 8125 of the Act.

Section 13. There is created, as permitted by Section 8125 of the Act, a sinking fund for the Note, to be known as "Sinking Fund - Tax and Revenue Anticipation Note, Series of 2019," which sinking fund shall be administered in accordance with applicable provisions of the Act.

This Local Government Unit shall deposit into such sinking fund, from time to time, from the revenues pledged hereunder as security for the Note, sums sufficient to make payments of principal and interest upon the Note on or before the date when the same shall become due and payable.

Section 14. This Local Government Unit shall and does appoint the Paying Agent as the sinking fund depository with respect to the sinking fund created pursuant to Section 13

(the "Department") the Certificate as to Taxes and Revenues to be Collected, as required by Section 8126 of the Act; (b) to file a certified copy of the proceedings for issuance of the Note, including a certified copy of this Resolution and of the accepted Proposal of the Purchaser, with the Department, as required by Section 8128 of the Act; (c) to pay or cause to be paid to the Department any and all proper filing fees required by the Act, if any, in connection with the foregoing; and (d) to take all other required, necessary or appropriate action.

Section 17. The Note has been sold, as set forth in this Resolution, at private sale upon negotiation, as permitted by the Act.

Section 18. Proper officers of this Local Government Unit are authorized and directed to contract with the sinking fund depository appointed in Section 14 for its services as sinking fund depository in connection with the sinking fund created pursuant to Section 13.

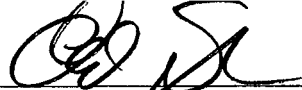
Section 19. Proper officers of this Local Government Unit are authorized and directed to prepare, to certify and to execute such certificates, instruments and documents related to the Note as shall be required by the Purchaser.

Act has been made.

Section 22. In the event any provision, section, sentence, clause, or part of this Resolution shall be held to be invalid, such invalidity shall not affect or impair any remaining provision, section, sentence, clause, or part of this Resolution, it being the intent of this Local Government Unit that such remainder shall be and shall remain in full force and effect.


Section 23. All resolutions or parts of resolutions, insofar as the same shall be inconsistent herewith, shall be and the same expressly are repealed.

Section 24. This Resolution shall be effective in accordance with the Act.



Chief Clerk

By: 
County Commissioner

By: 
County Commissioner

By: 
County Commissioner