

COUNTY OF BUCKS
Commonwealth of Pennsylvania

ORDINANCE NO. 144

AUTHORIZING THE INCURRENCE OF NONELECTORAL DEBT OF THE COUNTY OF BUCKS BY THE ISSUANCE OF \$59,615,000 FEDERALLY TAXABLE GENERAL OBLIGATION BONDS, SERIES A OF 2013, WHICH WILL BE USED TO ADVANCE REFUND A PORTION OF THE COUNTY'S OUTSTANDING FEDERALLY TAXABLE GENERAL OBLIGATION BONDS, SERIES OF 2004 AND TO PAY THE COSTS OF ISSUING THE BONDS; AUTHORIZING THE PREPARATION AND FILING OF A DEBT STATEMENT AND OTHER DOCUMENTATION; COVENANTING TO CREATE A SINKING FUND AND TO BUDGET; APPROPRIATE AND PAY DEBT SERVICE ON THE BONDS AND PLEDGING THE FULL FAITH, CREDIT AND TAXING POWER OF THE COUNTY FOR THE BONDS; SETTING FORTH THE SUBSTANTIAL FORM OF BOND; SETTING FORTH THE STATED PRINCIPAL MATURITY AMOUNTS AND DATES, INTEREST RATES AND INTEREST PAYMENT DATES, PLACE OF PAYMENT, SINKING FUND PROVISIONS AND OTHER DETAILS OF THE BONDS; AUTHORIZING THE EXECUTION OF A CONTINUING DISCLOSURE AGREEMENT; FINDING THAT A NEGOTIATED PRIVATE SALE OF THE BONDS IS IN THE BEST FINANCIAL INTEREST OF THE COUNTY AND ACCEPTING A PROPOSAL FOR THE PURCHASE OF THE BONDS; APPOINTING A PAYING AGENT AND SINKING FUND DEPOSITORY; AND AUTHORIZING OTHER NECESSARY ACTION.

WHEREAS, the County of Bucks (the "**County**") is granted the power by the Local Government Unit Debt Act of the Commonwealth of Pennsylvania, 53 Pa. Cons. Stat § 8001 *et seq.*, as amended (the "**Act**"), to incur indebtedness and to issue bonds for the purposes of refunding outstanding indebtedness; and

WHEREAS, the County has heretofore issued its \$85,230,000 Federally Taxable General Obligation Bonds, Series of 2004 (the "**2004 Bonds**"); and

WHEREAS, the County has determined to advance refund a portion of its outstanding 2004 Bonds, specifically, those 2004 Bonds maturing on and after December 15, 2015 in the outstanding principal amount of \$53,515,000 (the "**Refunded Bonds**"), in order to reduce the debt service that would otherwise be payable on the Refunded Bonds (the "**Refunding Program**"); and

WHEREAS, the County now proposes to incur nonclctoral debt in the aggregate amount of \$59,615,000 and to evidence the same by the issuance of its \$59,615,000 aggregate principal amount Federally Taxable General Obligation Bonds, Series A of 2013 dated the date of delivery (the "**Bonds**"), the proceeds of which shall be used for the purpose of financing the Refunding Program and paying the expenses of issuing the Bonds; and

WHEREAS, upon the advice of Public Financial Management, Inc. (the "**Financial Advisor**"), the County has determined that it is in the best financial interest of the County to sell the Bonds at a private negotiated sale, and has received a proposal for the purchase of the Bonds (the "**Bond Purchase Proposal**") from Piper Jaffray & Co., on behalf of itself and Boenning & Scattergood, Inc. (the "**Underwriters**"), which it desires to accept; and

WHEREAS, the Board of Commissioners of the County (the "**Board**") desires to approve the issuance of the Bonds, approve the Refunding Program, and accept the Bond Purchase Proposal of the Underwriters.

NOW, THEREFORE, BE IT ORDAINED AND ENACTED BY THE BOARD OF COMMISSIONERS OF THE COUNTY OF BUCKS, COMMONWEALTH OF PENNSYLVANIA, AS FOLLOWS:

Section 1. Authorization of the Refunding Program and Incurrence of Indebtedness; and Statement of Purpose of Refunding Program. The County hereby authorizes and shall undertake the Refunding Program described in the preambles to this Ordinance. The County shall incur indebtedness pursuant to the Act in the aggregate principal amount of \$59,615,000 to finance the costs of the Refunding Program and pay the costs and expenses of issuing the Bonds.

The proceeds of the 2004 Bonds were used to fund the County's unfunded actuarial accrued pension liability of the County's Employees' Retirement Fund (the "**2004 Project**") and to pay the costs and expenses of issuing the 2004 Bonds.

The latest maturity of the Bonds (December 15, 2024) does not extend beyond the latest maturity of the Refunded Bonds (December 15, 2024). The County hereby states that the Bonds are scheduled to mature in accordance with the limitations set forth in Section 8142 of the Act, taking into account the estimated useful life of the 2004 Project financed by the 2004 Bonds.

It is hereby determined and set forth that the purpose of the Refunding Program is as set forth in the preamble to this Ordinance. Attached hereto as **Exhibit "A"** and made a part hereof is the schedule of debt service savings in connection with the refinancing of the Refunded Bonds.

Section 2. Authorization of Issuance of Bonds for Financing the Refunding Program. The County shall issue, pursuant to the Act and this Ordinance, \$59,615,000 aggregate principal amount of its Federally Taxable General Obligation Bonds, Series A of 2013 to provide funds for and toward the costs of the Refunding Program and to pay the costs of issuing the Bonds as provided in Section 1 hereof.

Section 3. Type of Indebtedness. The indebtedness authorized by this Ordinance is nonelectoral debt.

Section 4. Execution of Debt Statement, Bonds and Other Documents. The Chairman or Vice Chairman of the Board and the Chief Clerk or Director of Finance of the County and their successors are hereby authorized and directed to file the debt statement required by Section 8110 of the Act, to execute and deliver the Bonds in the name and on behalf of the

County and to take all other action required by the Act or this Ordinance in connection with the issuance of the Bonds. Said officers or any of them are further authorized to apply to the Department of Community and Economic Development for approval of the debt herein authorized and to file with such application a transcript of the proceedings including a certified copy of this Ordinance, the Debt Statement, a Borrowing Base Certificate signed by the appropriate officials of the County or by the accountants of the County responsible for auditing its financial affairs, and to take any and all such further action and to execute and deliver such other documents as may be necessary or proper to comply with all requirements of the Act or to carry out the intent and purpose of this Ordinance.

Section 5. Type of Bonds. The Bonds when issued will be general obligation bonds.

Section 6. Covenant to Pay Debt Service - Pledge of Taxing Power. The County hereby covenants with the registered owners of the Bonds outstanding pursuant to this Ordinance as follows: that the County will include in its budget for each fiscal year during the life of the Bonds, the amount of the debt service on the Bonds issued hereunder which will be payable in each such fiscal year so long as any of the Bonds shall remain outstanding; that the County shall appropriate from its general revenues such amounts to the payment of such debt service; that the County shall duly and punctually pay or cause to be paid the principal of every Bond and the interest thereon at the dates and places and in the manner stated in the Bonds according to the true intent and meaning thereof; and for such budgeting, appropriation and payment the County hereby pledges its full faith, credit and taxing power. The covenant contained in this Section 6 shall be specifically enforceable. The amounts to be budgeted, appropriated and paid pursuant to the foregoing covenant are those set forth in **Exhibit "B"** attached hereto and made a part hereof which are hereby incorporated in the foregoing covenant with the same effect as if the same were specified in the text of such covenant.

Section 7. Form of Bond. The Bonds shall be substantially in the following form with appropriate omissions, insertions and variations:

(FORM OF BOND)

No. R-

\$ _____

UNITED STATES OF AMERICA
COMMONWEALTH OF PENNSYLVANIA

COUNTY OF BUCKS
Commonwealth of Pennsylvania

FEDERALLY TAXABLE GENERAL OBLIGATION BOND
SERIES A OF 2013

<u>INTEREST RATE</u>	<u>MATURITY DATE</u>	<u>DATED DATE</u>	<u>CUSIP</u>
%	December 15, _____	Date of Delivery	

REGISTERED OWNER: CEDE & CO.

PRINCIPAL SUM: _____ DOLLARS

County of Bucks, Commonwealth of Pennsylvania (the "County"), for value received, hereby promises to pay to the registered owner hereof on the maturity date set forth above the principal sum set forth above, and to pay interest thereon from the date of delivery or the most recent Interest Payment Date to which interest has been paid or duly provided for, initially on December 15, 2013 and semiannually thereafter on June 15 and December 15 of each year (each, an "Interest Payment Date"), at the annual rate specified above, calculated on the basis of a 360-day year of twelve 30-day months until the principal sum is paid or has been provided for. The principal of this Bond is payable upon presentation and surrender hereof at the corporate trust office of U.S. Bank National Association (the "Paying Agent") in Philadelphia, Pennsylvania. Interest on this Bond will be paid on each Interest Payment Date by check mailed to the person in whose name this Bond is registered on the registration books of the County maintained by the Paying Agent, as registrar, at the address appearing thereon at the close of business on the fifteenth (15th) day (whether or not a business day) next preceding such Interest Payment Date (the "Regular Record Date"). Any such interest not so timely paid or duly provided for shall cease to be payable to the person who is the registered owner hereof as of the Regular Record Date, and shall be payable to the person who is the registered owner hereof at the close of business on a Special Record Date (the "Special Record Date") for the payment of such defaulted interest. Such Special Record Date shall be fixed by the Paying Agent whenever monies become available for payment of the defaulted interest, and notice of the Special Record Date and of the payment date for such interest shall be given to registered owners of the Bonds not less than ten (10) days prior to the Special Record Date. The principal of and interest on this Bond are payable in lawful money of the United States of America.

Notwithstanding the foregoing, so long as this Bond is registered in the name of The Depository Trust Company ("DTC") or its nominee, Cede & Co., payment of principal, redemption premium (if any) and interest on this Bond shall be payable in the manner and at the respective times of payment provided for in DTC's Operational Arrangements, as they may be amended from time to time.

This Bond is one of a duly authorized issue of Federally Taxable General Obligation Bonds, Series A of 2013, of the County in the aggregate principal amount of \$59,615,000 (the "**Bonds**"). The Bonds are issued in fully registered book-entry only form in the denomination of \$5,000 or any integral multiple thereof, all of like date and tenor, except as to dates of maturity, rates of interest and provisions for redemption, and all issued in accordance with the Local Government Unit Debt Act of the Commonwealth of Pennsylvania (the "**Commonwealth**"), 53 Pa. Cons. Stat. § *et seq.*, as amended (the "**Act**"), and pursuant to an ordinance of the County Board of Commissioners duly enacted on May 1, 2013 (the "**Ordinance**"). The Bonds are issued for the purpose of financing a Refunding Program described in the Ordinance and paying the costs of issuing the Bonds.

Under the laws of the Commonwealth, this Bond and the interest thereon shall at all times be free from taxation within the Commonwealth of Pennsylvania, but this exemption does not extend to gift, estate, succession or inheritance taxes or to any other taxes not levied or assessed directly on this Bond or the interest thereon. Profits, gains or income derived from the sale, exchange or other disposition of this Bond are subject to state and local taxation.

The Bonds maturing on or after December 15, 2020, are subject to redemption prior to maturity, at the option of the County, as a whole, or from time to time, in part, in such order of maturity or portion of each maturity as may be directed by the County and within a maturity by lot or by any method deemed by the Paying Agent to be fair and appropriate, on June 15, 2020, or on any date thereafter, upon payment of a redemption price of 100% of the principal amount thereof plus interest accrued to the redemption date.

For the purpose of selection of Bonds for redemption, any Bond of a denomination greater than \$5,000 shall be treated as representing such number of separate Bonds, each of the denomination of \$5,000, as is obtained by dividing the actual principal amount of such Bond by \$5,000. Any Bond which is to be redeemed only in part shall be surrendered at the corporate trust office of the Paying Agent, together with a duly executed instrument of transfer in form satisfactory to the Paying Agent, and the registered owner of such Bond shall receive, without service charge, a new Bond or Bonds, of any authorized denomination as requested by such registered owner in aggregate principal amount equal to and in exchange for the unredeemed portion of the principal of the Bond so surrendered.

On the date designated for redemption and upon deposit with the Paying Agent of funds sufficient for payment of the principal and accrued interest on the Bonds called for redemption, interest on the Bonds or portions thereof so called for redemption shall cease to accrue and the 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 the Bonds so called for redemption shall have no rights with respect to the Bonds or portions thereof so called for redemption, except to receive payment of the

principal of and accrued interest on the Bonds so called for redemption to the date fixed for redemption.

Notice of any redemption shall be given by first class mail, postage prepaid, mailed by the Paying Agent not less than 30 days nor more than 60 days before the redemption date to the registered owners of the Bonds at their addresses as they appear on the Bond register maintained by the Paying Agent. Such notice shall also be sent to The Depository Trust Company and the Municipal Securities Rulemaking Board's Electronic Municipal Market Access ("EMMA") site. Such notice shall be given in the name of the County, shall identify the Bonds to be redeemed (and, in the case of a partial redemption of any Bonds, the respective principal amounts thereof to be redeemed), shall specify the redemption date and the redemption price, and shall state that on the redemption date the Bonds called for redemption will be payable at the corporate trust office of the Paying Agent and that from the date of redemption interest will cease to accrue. The Paying Agent shall use "CUSIP" numbers (if then generally in use) in notices of redemption as a convenience to Bond owners, provided that any such notice shall state that no representation is made as to the correctness of such numbers either as printed on the Bonds or as contained in any notice of redemption and that reliance may be placed only on the identification numbers prefixed "R-" printed on the Bonds. Failure to mail any notice of redemption, or any defect therein, or in the mailing thereof, with respect to any Bond shall not affect the validity of any proceeding for redemption of other Bonds so called for redemption.

With respect to any optional redemption of Bonds, if at the time of mailing such notice of redemption, the County shall not have deposited with the Paying Agent monies sufficient to redeem all the Bonds called for redemption, such notice may state that it is conditional, that is, subject to the deposit of the redemption monies with the Paying Agent not later than the redemption date, and such notice shall be of no effect unless such monies are so deposited.

The Bonds are transferable by the registered owners thereof, subject to payment of any required tax, fee or other governmental charge, upon presentation and surrender thereof at the designated corporate trust office of the Paying Agent, together with a duly executed instrument of transfer in form satisfactory to the Paying Agent. The Paying Agent shall not be required: (i) to issue, transfer or exchange any of the Bonds of the applicable series during a period beginning at the close of business on the fifth (5th) day next preceding the day of selection of such series of Bonds to be redeemed and ending at the close of business on the day on which the applicable notice of redemption is given; or (ii) to transfer or exchange any Bond selected for redemption in whole or in part.

The County and the Paying Agent may treat the person in whose name this Bond is registered on the Bond register maintained by the Paying Agent as the absolute owner of this Bond for all purposes and neither the County nor the Paying Agent shall be affected by any notice to the contrary.

No recourse shall be had for the payment of the principal of or interest on this Bond, or for any claim based hereon, against any member of the Board of Commissioners, officer or employee, past, present or future, of the County or of any successor body, as such, either directly or through the County or any such successor body, under any constitutional provision, statute or rule of law, or by the enforcement of any assessment or by any legal or equitable proceeding or otherwise, and all such

liability of such members, officers or employees is released as a condition of and as consideration for the execution and issuance of this Bond.

Whenever the due date for payment of interest on or principal of this Bond shall be a Saturday, Sunday or a day on which banking institutions in the jurisdiction in which the corporate trust payment office of the Paying Agent is located are authorized or directed by law or executive order to close (a "**Holiday**"), then the payment of such interest or principal need not be made on such date, but may be made on the succeeding day which is not a Holiday, with the same force and effect as if made on the due date for payment of principal or interest.

It is hereby certified that the approval of the Department of Community and Economic Development of the Commonwealth of Pennsylvania for the County to issue and deliver this Bond has been duly given pursuant to the Act; that all acts, conditions and things required by the laws of the Commonwealth of Pennsylvania to exist, to have happened or to have been performed, precedent to or in the issuance of this Bond or in the creation of the debt of which this Bond is evidence, exist, have happened and have been performed in regular and due form and manner as required by law; that this Bond, together with all other indebtedness of the County, is within every debt and other limit prescribed by the Constitution and the statutes of the Commonwealth of Pennsylvania; that the County has established a sinking fund for the Bonds and shall deposit therein amounts sufficient to pay the principal of and interest on the Bonds as the same shall become due and payable; and that for the prompt and full payment of all obligations of this Bond, the full faith, credit and taxing power of the County are hereby irrevocably pledged.

This Bond shall not be entitled to any benefit under the within mentioned Ordinance or be valid or become obligatory for any purpose until this Bond shall have been authenticated by the Paying Agent by execution of the certificate endorsed hereon.

IN WITNESS WHEREOF, the County of Bucks, Commonwealth of Pennsylvania has caused this Bond to be signed in its name and on its behalf by the signature of the Chairman of its Board of County Commissioners and an impression of its corporate seal to be hereunto affixed, duly attested by the signature of the Chief Clerk of the County.

COUNTY OF BUCKS

By: _____
Chairman, Board of County Commissioners

Attest: _____
Chief Clerk

(SEAL)

AUTHENTICATION CERTIFICATE

This Bond is one of the County of Bucks Federally Taxable General Obligation Bonds, Series A of 2013, described in the within mentioned Ordinance.

U.S. BANK NATIONAL ASSOCIATION, as
Paying Agent

Date of Authentication:

By: _____
Authorized Signer

ASSIGNMENT AND TRANSFER

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

PLEASE INSERT SOCIAL SECURITY OR EMPLOYER
IDENTIFICATION NUMBER OF ASSIGNEE

_____ the
within Bond and all rights thereunder, and hereby irrevocably constitutes and appoints

_____ attorney to
transfer said Bond on the books of the within named Paying Agent, with full power of substitution in
the premises.

Dated:

Signature Guaranteed by:

NOTICE: Signature(s) must be
guaranteed by an eligible guarantor
institution, an institution which is a
participant in a Securities Transfer
Association recognized signature
guaranteed program.

NOTICE: The signature to this Assignment
must correspond with the name as it appears
upon the face of the within Bond in every
particular, without alteration or enlargement
or any change whatever.

(Authorized Signature)

[END OF BOND FORM]

Section 8. Terms of Bonds. The Bonds shall be issued in fully registered book-entry only form, in the denomination of \$5,000 or any integral multiple thereof, shall be dated the date of delivery, shall be issued in the aggregate principal amount of \$59,615,000, shall bear interest from the date of delivery, payable initially on December 15, 2013 and semiannually thereafter on June 15 and December 15 of each year at the rates and shall mature on December 15 of the years as set forth in the Bond Amortization Schedule attached hereto as **Exhibit "B"** and made a part hereof.

The principal of the Bonds shall be payable in lawful money of the United States of America at the corporate trust office of U.S. Bank National Association, in Philadelphia, Pennsylvania, which is hereby appointed paying agent and registrar for the Bonds and the sinking fund depository. Interest on the Bonds shall be payable in the manner provided in the Form of Bond set forth herein.

Section 9. Redemption of Bonds. The Bonds maturing on or after December 15, 2020, are subject to redemption prior to maturity, at the option of the County, as a whole, or from time to time, in part, in such order of maturity or portion of each maturity as may be directed by the County and within a maturity by lot or by any method deemed by the Paying Agent to be fair and appropriate, on June 15, 2020, or on any date thereafter, upon payment of a redemption price of 100% of the principal amount thereof plus interest accrued to the redemption date.

For the purpose of selection of Bonds for redemption, any Bond of a denomination greater than \$5,000 shall be treated as representing such number of separate Bonds, each of the denomination of \$5,000, as is obtained by dividing the actual principal amount of such Bond by \$5,000. Any Bond which is to be redeemed only in part shall be surrendered at the corporate trust office of the Paying Agent, together with a duly executed instrument of transfer in form satisfactory to the Paying Agent, and the registered owner of such Bond shall receive, without service charge, a new Bond or Bonds, of any authorized denomination as requested by such registered owner in aggregate principal amount equal to and in exchange for the unredeemed portion of the principal of the Bond so surrendered.

On the date designated for redemption and upon deposit with the Paying Agent of funds sufficient for payment of the principal of and accrued interest on the Bonds called for redemption, interest on the Bonds or portions thereof so called for redemption shall cease to accrue and the Bonds or portions thereof so called for redemption shall cease to be entitled to any benefit or security hereunder, and registered owners of the Bonds so called for redemption shall have no rights with respect to the Bonds or portions thereof so called for redemption, except to receive payment of the principal of and accrued interest on the Bonds so called for redemption to the date fixed for redemption.

Notice of any redemption shall be given by first class mail, postage prepaid, mailed by the Paying Agent not less than 30 days nor more than 60 days before the redemption date to the registered owners of the Bonds at their addresses as they appear on the Bond register maintained by the Paying Agent. Such notice shall also be sent to The Depository Trust Company and the Municipal Securities Rulemaking Board's Electronic Municipal Market Access ("EMMA") site. Such notice shall be given in the name of the County, shall identify the Bonds to be redeemed (and,

in the case of a partial redemption of any Bonds, the respective principal amounts thereof to be redeemed), shall specify the redemption date and the redemption price, and shall state that on the redemption date the Bonds called for redemption will be payable at the corporate trust office of the Paying Agent and that from the date of redemption interest will cease to accrue. The Paying Agent shall use "CUSIP" numbers (if then generally in use) in notices of redemption as a convenience to Bond owners, provided that any such redemption notice shall state that no representation is made as to the correctness of such numbers either as printed on the Bonds or as contained in any notice of redemption and that reliance may be placed only on the identification numbers prefixed "R-" printed on the Bonds. Failure to mail any notice of redemption, or any defect therein, or in the mailing thereof, with respect to any Bond shall not affect the validity of any proceeding for redemption of other Bonds so called for redemption.

Section 10. Sale of Bonds. The Bonds shall be sold at private sale by negotiation as hereinafter set forth in Section 13. After due consideration, the Board hereby finds and determines, on the basis of the advice and recommendation of its Financial Advisor and all available information, that a private negotiated sale of the Bonds is in the best financial interest of the County.

Section 11. Creation of and Deposits in Sinking Fund. The County covenants that there shall be and there is hereby established and that it shall hereafter maintain a sinking fund (the "**Sinking Fund**") designated as the "Sinking Fund – Federally Taxable General Obligation Bonds, Series A of 2013" for the Bonds to be held by the Paying Agent (or such substitute or successor Paying Agent which shall hereafter be appointed in accordance with the provisions of the Act) in the name of the County, but subject to withdrawal only by the Paying Agent.

The County covenants and agrees to deposit in the Sinking Fund not later than June 15 and December 15 of each year beginning December 15, 2013 the debt service payable on the Bonds on such dates, all as set forth in **Exhibit "B"** attached hereto, or such greater or lesser amount as at the time shall be sufficient to pay principal of and interest on the Bonds becoming due on each such date.

Pending application to the purposes for which the Sinking Fund is established, the Chairman or Vice Chairman of the Board or the Treasurer or Director of Finance of the County is hereby authorized and directed to cause the monies therein to be invested or deposited and insured or secured as permitted and required by Section 8224 of the Act. All income received on such deposits or investments of monies in the Sinking Fund during each applicable period shall be added to the Sinking Fund and shall be credited against the deposit next required to be made in the Sinking Fund.

The Paying Agent is hereby authorized and directed, without further action by the County, to pay from the Sinking Fund the principal of and interest on the Bonds as the same shall become due and payable in accordance with the terms hereof, and the County hereby covenants that such monies, to the extent required, will be applied to such purposes.

All monies deposited in the Sinking Fund for the payment of the Bonds which have not been claimed by the registered owners thereof after two years from the date payment is due, except where

such monies are held for the payment of outstanding checks, drafts or other instruments of the Paying Agent, shall be returned to the County. Nothing contained herein shall relieve the County of its liability to the registered owners of unrepresented Bonds.

Section 12. No Taxes Assumed. The County shall not assume the payment of any tax or taxes in consideration of the purchase of the Bonds.

Section 13. Award and Sale of Bonds. The County hereby awards and sells the Bonds to the Underwriters, at a price of \$59,439,041 (representing the face amount of the Bonds less Underwriters' discount of \$178,845 and plus original issue premium of \$2,886) plus accrued interest, if any, and in accordance with the terms and conditions contained or incorporated in the Bond Purchase Proposal, which is hereby approved and accepted. A copy of said Bond Purchase Proposal shall be attached to this Ordinance and lodged with the official minutes of this meeting and all of such documents are hereby incorporated herein by reference. The proper officers of the County are hereby authorized and directed to endorse the acceptance of the County on said Bond Purchase Proposal and to deliver copies thereof to the Underwriters. Delivery of the accepted Bond Purchase Proposal to the Underwriters shall constitute conclusive evidence that the award and sale of the Bonds under this Ordinance have become final.

Section 14. Contract with Paying Agent. The proper officers of the County are authorized to contract with U.S. Bank National Association, Philadelphia, Pennsylvania, in connection with the performance of its duties as the Paying Agent and Sinking Fund Depository on usual and customary terms, including an agreement to observe and comply with the provisions of this Ordinance and of the Act.

Section 15. Appointment of Securities Depository. The Depository Trust Company, New York, New York ("**DTC**"), shall act as securities depository for the Bonds on behalf of the firms which participate in the DTC book-entry system ("**DTC Participants**"). The ownership of one fully registered Bond for each maturity of the Bonds will be registered in the name of Cede & Co., as nominee for DTC. Each Bond will be in the aggregate principal amount of such maturity as shown on **Exhibit "B"** attached hereto. The County shall cause the Bonds to be delivered to DTC or the Paying Agent, as custodian for DTC, on or before the date of issuance of the Bonds.

Pursuant to the book-entry only system, any person for whom a DTC Participant acquires an interest in the Bonds (the "**Beneficial Owner**") will not receive certificated Bonds and will not be the registered owner thereof. Ownership interest in the Bonds may be purchased by or through DTC Participants. Each DTC Participant will receive a credit balance in the records of DTC in the amount of such DTC Participant's interest in the Bonds, which will be confirmed in accordance with DTC's standard procedures. Receipt by the Beneficial Owners (through any DTC Participant) of timely payment of principal, premium, if any, and interest on the Bonds, is subject to DTC making such payment to DTC Participants and such DTC Participants making payment to Beneficial Owners. Neither the County nor the Paying Agent will have any direct responsibility or obligation to such DTC Participants or the persons for whom they act as nominees for any failure of DTC to act or make any payment with respect to the Bonds.

The County is authorized to execute such documents as may be necessary or desirable in connection with DTC's services as securities depository.

DTC may determine to discontinue providing its services with respect to the Bonds at any time by giving notice to the County and discharging its responsibilities with respect thereto under applicable law. Under such circumstances, the County officials then holding the offices set forth in Section 19 of this Ordinance are hereby authorized to designate a successor securities depository or to deliver certificates to the Beneficial Owners of the Bonds. The County shall give notice or cause the Paying Agent to give notice, to DTC in accordance with the Blanket Letter of Representations for the redemption or other retirement of all of the Bonds. The County will provide for the form of notice. Upon receipt of such notice, DTC will forward the notice to the DTC Participants for subsequent forwarding of such notice to the Beneficial Owners of the Bonds. The County will pay the customary charges for such mailing.

Section 16. Redemption of Refunded Bonds - Deposit of Funds. The County hereby calls for redemption on or around December 15, 2014, all of the 2004 Bonds maturing on or after December 15, 2015. The County shall enter into a Pledge and Escrow Agreement (the "**Pledge Agreement**") with U.S. Bank National Association, as Paying Agent for the 2004 Bonds (the "**Escrow Agent**") providing, among other things, for: (a) the certification to such Escrow Agent of the amounts required to pay the interest and principal on the Refunded Bonds to the date of redemption on December 15, 2014; (b) the deposit with said Escrow Agent of amounts which, together with the interest thereon, will meet such requirements; and (c) the irrevocable pledge of all amounts and investments held under the Pledge Agreement for the payment of the Refunded Bonds to the date of redemption and the application of the principal of and interest on the investments to such purposes. The Pledge Agreement shall be in form and substance as approved by the signing officers of the County. The Chairman or Vice Chairman of the Board and the Chief Clerk or Director of Finance of the County are hereby authorized and directed to execute said Pledge Agreement and to deliver the same to the Escrow Agent on behalf of the County. The Escrow Agent is hereby authorized to purchase, on behalf of the County, the investments for the escrow fund including, but not limited to, United States Treasury Securities, State and Local Series. The officers of the County are hereby authorized to notify and instruct the Escrow Agent, as paying agent for the 2004 Bonds, to take all necessary action to implement the Refunding Program and the redemption of the Refunded Bonds maturing on or after December 15, 2015.

Section 17. Execution and Authentication of Bonds. As provided in Section 4, the Bonds shall be executed by the Chairman or the Vice Chairman of the Board and the Chief Clerk or Director of Finance of the County and each such execution may be by manual signature. If any officer whose signature appears on the Bonds shall cease to hold such office before the actual delivery date of the Bonds, such signature shall nevertheless be valid and sufficient for all purposes as if such person had remained in such office until the actual delivery date of the Bonds. The Bonds shall be authenticated by the manual signature of the Paying Agent.

Section 18. Application of Bond Proceeds. The purchase price for the Bonds shall be paid to the Paying Agent on behalf of the County. Upon receipt by the Paying Agent of the purchase price for the Bonds from the Underwriters, the Paying Agent shall deposit the same in a settlement account. From the settlement account, the Paying Agent shall pay, or establish

reserves for payment of, the costs and expenses of the financing in the amounts substantially as set forth in the purchase proposal of the Underwriters, which are hereby approved, and the proper officers of the County are authorized to direct the Paying Agent to pay the issuance costs on behalf of the County as set forth in written directions to the Paying Agent. The portion of the proceeds of the Bonds issued to finance the Refunding Program shall be transferred to the Escrow Agent, as Paying Agent for the 2004 Bonds, as provided in Section 16 hereof. The balance of the proceeds shall be deposited in the Sinking Fund and applied toward the first interest payment due on the Bonds on December 15, 2013.

Section 19. Officers Authorized to Act. For the purpose of expediting the closing and the issuance and delivery of the Bonds, or in the event that the Chairman of the Board or the Chief Clerk of the County shall be absent or otherwise unavailable for the purpose of executing documents, or for the purpose of taking any other action which they or either of them may be authorized to take pursuant to this Ordinance, the Vice Chairman of the Board or the Director of Finance of the County, respectively, are hereby authorized and directed to execute documents, or otherwise to act on behalf of the County in their stead.

Section 20. Approval of Official Statement. The Preliminary Official Statement dated April 23, 2013 for the Bonds, in the form presented to this meeting, is hereby approved and "deemed final" by the County as of its date for purposes of United States Securities and Exchange Commission Rule 15c2-12. A final Official Statement to be dated May 1, 2013, substantially in the form of the Preliminary Official Statement presented to this meeting and also containing the final terms of the Bonds, shall be prepared and delivered to the Underwriters within seven (7) business days from the date hereof, and the County hereby approves the use thereof in connection with the public offering and sale of the Bonds.

Section 21. Covenant to Pledge Sufficient Funds. The County hereby covenants and agrees that, concurrently with the issuance of and payment for the Bonds: (a) the County will have irrevocably pledged for the benefit of the owners of the Refunded Bonds, amounts sufficient to pay all interest on the Refunded Bonds to the date of redemption thereof, and the principal of the Refunded Bonds to the date of redemption thereof so that the Refunded Bonds will no longer be outstanding under the Act; and (b) such Escrow Agent will have invested the monies required by the Pledge Agreement in accordance with the terms thereof.

Section 22. Continuing Disclosure. The County hereby authorizes and directs the appropriate officers to execute and deliver a Continuing Disclosure Agreement of the County (the "**Continuing Disclosure Agreement**"). The County further covenants and agrees that it will comply with and carry out all of the provisions of the Continuing Disclosure Agreement. The Continuing Disclosure Agreement shall be in form and substance as approved by the appropriate officers. The appropriate officers are hereby authorized and directed to execute said Continuing Disclosure Agreement on behalf of the County. Notwithstanding any other provision of this Ordinance, failure of the County to comply with the Continuing Disclosure Agreement shall not be considered an event of default hereunder; however, the Paying Agent, any Participating Underwriter (as defined in the Continuing Disclosure Agreement), or any Bondholder may take such actions as may be necessary and appropriate, including seeking

specific performance by court order, to cause the County to comply with its obligations under this Section.

Section 23. Further Action. The proper officers of the County are hereby authorized and directed to take all such action, execute, deliver, file and/or record all such documents, publish all notices and otherwise comply with the provisions of this Ordinance and the Act in the name and on behalf of the County.

Section 24. Act Applicable to Bonds. This Ordinance is enacted pursuant to, and the Bonds issued hereunder shall be subject to, the provisions of the Act and all of the mandatory provisions thereof shall apply hereunder whether or not explicitly stated herein.

Section 25. Contract with Bondholders. This Ordinance constitutes a contract with the registered owners of the Bonds from time to time outstanding hereunder and shall be enforceable in accordance with the provisions of the laws of the Commonwealth of Pennsylvania.

Section 26. Severability. In case any one or more of the provisions contained in this Ordinance or in any Bond issued pursuant hereto shall for any reason be held to be invalid, illegal or unenforceable in any respect, such invalidity, illegality or unenforceability shall not affect any other provision of this Ordinance or of said Bonds and this Ordinance or said Bonds shall be construed and enforced as if such invalid, illegal or unenforceable provisions had never been contained therein.

Section 27. Repealer. All ordinances and parts of ordinances heretofore enacted to the extent that the same are inconsistent herewith are hereby repealed.

Section 28. Effective Date. This Ordinance shall take effect on the earliest date permitted by the Act.

ENACTED AND ORDAINED this 1st day of May, 2013.

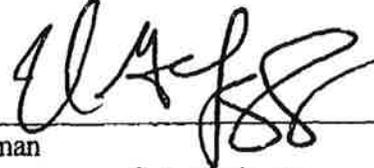
(COUNTY SEAL)

ATTEST:



Chief Clerk of County

BOARD OF COMMISSIONERS
COUNTY OF BUCKS



Chairman
Board of County Commissioners

EXHIBIT "A"

**COUNTY OF BUCKS
(Commonwealth of Pennsylvania)
\$59,615,000 FEDERALLY TAXABLE GENERAL OBLIGATION BONDS
SERIES A OF 2013**

SCHEDULE OF DEBT SERVICE SAVINGS

SAVINGS

County of Bucks
 Federally Taxable General Obligation Bonds
 Series A of 2013

Final Coupons

Date	Prior Debt Service	Refunding Debt Service	Savings	Present Value to 06/04/2013 @ 1.9403598%
12/15/2013	2,948,374.50	1,322,751.09	1,625,623.41	1,623,210.30
12/15/2014	2,948,374.50	1,015,186.36	1,933,188.14	1,885,993.15
12/15/2015	7,133,374.50	1,820,186.36	5,313,188.14	5,068,729.86
12/15/2016	7,132,450.50	7,130,702.50	1,748.00	9,457.06
12/15/2017	7,134,350.00	7,130,555.30	3,794.70	10,316.08
12/15/2018	7,134,225.00	7,130,741.70	3,483.30	9,031.05
12/15/2019	7,132,219.00	7,127,905.50	4,313.50	8,781.25
12/15/2020	7,131,608.00	7,128,303.90	3,304.10	6,960.32
12/15/2021	7,134,320.00	7,129,503.50	4,816.50	7,293.30
12/15/2022	7,134,424.00	7,130,057.00	4,367.00	6,011.32
12/15/2023	7,131,068.00	7,129,556.00	1,512.00	2,803.31
12/15/2024	7,133,400.00	7,132,090.00	1,310.00	1,830.12
	77,228,188.00	68,327,539.21	8,900,648.79	8,640,417.11

Savings Summary

PV of savings from cash flow	8,640,417.11
Plus: Refunding funds on hand	4,041.00
Net PV Savings	8,644,458.11

PiperJaffray.

EXHIBIT "B"

**COUNTY OF BUCKS
(Commonwealth of Pennsylvania)
\$59,615,000 FEDERALLY TAXABLE GENERAL OBLIGATION BONDS
SERIES A OF 2013**

BOND AMORTIZATION SCHEDULE

BOND DEBT SERVICE

County of Bucks
 Federally Taxable General Obligation Bonds
 Series A of 2013

Final Coupons

Period Ending	Principal	Coupon	Interest	Debt Service	Annual Debt Service
12/15/2013	780,000	1.000%	542,751.09	1,322,751.09	1,322,751.09
06/15/2014			507,593.18	507,593.18	
12/15/2014			507,593.18	507,593.18	1,015,186.36
06/15/2015			507,593.18	507,593.18	
12/15/2015	805,000	0.557%	507,593.18	1,312,593.18	1,820,186.36
06/15/2016			505,351.25	505,351.25	
12/15/2016	6,120,000	0.656%	505,351.25	6,625,351.25	7,130,702.50
06/15/2017			485,277.65	485,277.65	
12/15/2017	6,160,000	0.971%	485,277.65	6,645,277.65	7,130,555.30
06/15/2018			455,370.85	455,370.85	
12/15/2018	6,220,000	1.171%	455,370.85	6,675,370.85	7,130,741.70
06/15/2019			418,952.75	418,952.75	
12/15/2019	6,290,000	1.504%	418,952.75	6,708,952.75	7,127,905.50
06/15/2020			371,651.95	371,651.95	
12/15/2020	6,385,000	1.704%	371,651.95	6,756,651.95	7,128,303.90
06/15/2021			317,251.75	317,251.75	
12/15/2021	6,495,000	2.070%	317,251.75	6,812,251.75	7,129,503.50
06/15/2022			250,028.50	250,028.50	
12/15/2022	6,630,000	2.270%	250,028.50	6,880,028.50	7,130,057.00
06/15/2023			174,778.00	174,778.00	
12/15/2023	6,780,000	2.470%	174,778.00	6,954,778.00	7,129,556.00
06/15/2024			91,045.00	91,045.00	
12/15/2024	6,950,000	2.620%	91,045.00	7,041,045.00	7,132,090.00
	59,615,000		8,712,539.21	68,327,539.21	68,327,539.21

PiperJaffray.

CERTIFICATE OF CHIEF CLERK

The undersigned, Chief Clerk of the County of Bucks, Commonwealth of Pennsylvania, DOES HEREBY CERTIFY that:

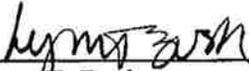
The foregoing Ordinance authorizing the issuance of Federally Taxable General Obligation Bonds, Series A of 2013 of the County was duly moved and seconded and enacted by a majority vote of all the Board of County Commissioners of said County at a duly called and convened public meeting of said Board held on May 1, 2013; that public notice of said meeting was given as required by law; that the roll of the Board of County Commissioners was called and such members voted or were absent as follows:

<u>Name</u>	<u>Vote</u>
Robert G. Loughery, Chairman	<i>aye</i>
Charles H. Martin, Vice Chairman	<i>aye</i>
Diane M. Ellis-Marseglia	<i>aye</i>

and that such Ordinance and the votes thereon have been duly recorded in the minutes.

WITNESS my hand and seal of the County this 1st day of May, 2013.

(COUNTY SEAL)



Lynn A. Bush
Chief Clerk